ESTERLINE TECHNOLOGIES CORP
Form 10-Q
September 04, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2015.

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-6357

ESTERLINE TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	13-2595091
(State or other Jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

500 108th Avenue N.E., Bellevue, Washington 98004

(Address of principal executive offices)(Zip Code)

Registrant’s telephone number, including area code (425) 453-9400

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.   Yes þ   No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).   Yes þ   No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes ¨   No þ

As of September 3, 2015, 29,545,713 shares of the issuer's common stock were outstanding.

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PART I – FINANCIAL INFORMATION

Item 1.Financial Statements

ESTERLINE TECHNOLOGIES CORPORATION

CONSOLIDATED BALANCE SHEET

As of July 31, 2015 and October 31, 2014

(In thousands, except share amounts)

	July 31, 2015 (Unaudited)		October 31, 2014	
ASSETS				
Current Assets				
Cash and cash equivalents	$	187,682	$	238,144
Accounts receivable, net of allowances of $10,397 and $10,023		373,699		379,889
Inventories				
Raw materials and purchased parts		174,346		165,839
Work in progress		191,519		178,354
Finished goods		103,835		89,402
		469,700		433,595
Income tax refundable		17,515		5,266
Deferred income tax benefits		36,945		48,679
Prepaid expenses		21,407		20,336
Other current assets		17,196		2,149
Current assets of businesses held for sale		14,398		41,446

Total Current Assets		1,138,542		1,169,504
Property, Plant and Equipment		723,746		721,460
Accumulated depreciation		417,355		402,118
		306,391		319,342
Other Non-Current Assets				
Goodwill		1,040,443		1,071,786
Intangibles, net		459,968		471,377
Debt issuance costs, net of accumulated amortization of $2,789 and $5,743		11,035		4,295
Deferred income tax benefits		75,612		71,307
Other assets		22,103		14,179
Non-current assets of businesses held for sale		31,558		71,677
Total Assets	$	3,085,652	$	3,193,467

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ESTERLINE TECHNOLOGIES CORPORATION

CONSOLIDATED BALANCE SHEET

As of July 31, 2015 and October 31, 2014

(In thousands, except share amounts)

	July 31, 2015 (Unaudited)	October 31, 2014
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 111,415	$ 115,284
Accrued liabilities	267,386	262,536
Current maturities of long-term debt	1,014	12,774
Deferred income tax liabilities	2,993	1,773
Federal and foreign income taxes	3,853	1,571
Current liabilities of businesses held for sale	8,885	14,191
Total Current Liabilities	395,546	408,129
Long-Term Liabilities		
Credit facilities	200,000	100,000
Long-term debt, net of current maturities	712,809	509,720
Deferred income tax liabilities	133,499	149,165
Pension and post-retirement obligations	56,758	62,693
Other liabilities	30,512	46,884
Non-current liabilities of businesses held for sale	1,859	18,876
Shareholders' Equity		
Common stock, par value $.20 per share, authorized 60,000,000 shares, issued 32,365,349 and 32,123,717 shares	6,473	6,425
Additional paid-in capital	679,647	655,723
Treasury stock at cost, repurchased 2,831,350 and 269,228 shares	(289,780)	(30,262)
Retained earnings	1,444,134	1,387,508
Accumulated other comprehensive loss	(295,835)	(131,577)
Total Esterline Shareholders' Equity	1,544,639	1,887,817
Noncontrolling interests	10,030	10,183
Total Shareholders' Equity	1,554,669	1,898,000
Total Liabilities and Shareholders' Equity	$ 3,085,652	$ 3,193,467

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ESTERLINE TECHNOLOGIES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS AND

COMPREHENSIVE INCOME (LOSS)

For the Three and Nine Month Periods Ended July 31, 2015 and August 1, 2014

(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Net Sales	$496,217	$506,309	$1,442,641	$1,503,110
Cost of Sales	326,421	329,222	963,844	976,063
	169,796	177,087	478,797	527,047
Expenses				
Selling, general & administrative	91,968	88,884	286,366	270,051
Research, development and engineering	29,245	24,259	78,700	75,441
Restructuring charges	1,403	3,405	5,375	10,279
Other (income) expense	-	-	(12,744)	-
Total Expenses	122,616	116,548	357,697	355,771
Operating Earnings from Continuing Operations	47,180	60,539	121,100	171,276
Interest Income	(144)	(145)	(447)	(400)
Interest Expense	10,618	7,865	25,023	24,924
Loss on Extinguishment of Debt	-	533	329	533
Earnings from Continuing Operations Before Income Taxes	36,706	52,286	96,195	146,219
Income Tax Expense	6,405	12,403	19,097	31,415
Earnings from Continuing Operations Including Noncontrolling Interests	30,301	39,883	77,098	114,804
Earnings Attributable to Noncontrolling Interests	(111)	(46)	(218)	(429)
Earnings from Continuing Operations Attributable to Esterline, Net of Tax	30,190	39,837	76,880	114,375
Loss from Discontinued Operations Attributable to Esterline, Net of Tax	(1,693)	(929)	(20,254)	(8,485)

Net Earnings Attributable to Esterline	$28,497	$38,908	$56,626	$105,890
Earnings (Loss) Per Share Attributable to Esterline - Basic:				
Continuing operations	$1.00	$1.25	$2.48	$3.60
Discontinued operations	(0.06)	(0.03)	(0.65)	(0.27)
Earnings (Loss) Per Share Attributable to Esterline - Basic	$0.94	$1.22	$1.83	$3.33
Earnings (Loss) Per Share Attributable to Esterline - Diluted:				
Continuing operations	$0.97	$1.22	$2.44	$3.53
Discontinued operations	(0.05)	(0.03)	(0.64)	(0.26)
Earnings (Loss) Per Share Attributable to Esterline - Diluted	$0.92	$1.19	$1.80	$3.27
Comprehensive Income (Loss)	$(990)	$16,479	$(107,632)	$86,162

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ESTERLINE TECHNOLOGIES CORPORATION

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Nine Month Periods Ended July 31, 2015 and August 1, 2014

(Unaudited)

(In thousands)

	July 31, 2015	August 1, 2014
Cash Flows Provided (Used) by Operating Activities		
Net earnings including noncontrolling interests	$56,844	$106,319
Adjustments to reconcile net earnings including noncontrolling interests to net cash provided (used) by operating activities:		
Depreciation and amortization	77,310	87,443
Deferred income taxes	(9,333)	(13,104)
Share-based compensation	8,618	9,833
Gain on release of non-income tax liability	(15,656)	-
Loss on assets held for sale	16,963	-
Working capital changes, net of effect of acquisitions:		
Accounts receivable	17,943	23,480
Inventories	(18,313)	(42,411)
Prepaid expenses	(2,588)	(6,202)
Other current assets	142	(99)
Accounts payable	(16,809)	(4,508)
Accrued liabilities	(7,189)	(16,458)
Federal and foreign income taxes	(8,501)	(7,983)
Other liabilities	3,243	(1,440)
Other, net	1,526	(155)
	104,200	134,715
Cash Flows Provided (Used) by Investing Activities		
Purchase of capital assets	(37,777)	(35,009)
Proceeds from sale of discontinued operations	32,053	-
Acquisition of businesses, net of cash acquired	(171,070)	(44,745)
	(176,794)	(79,754)
Cash Flows Provided (Used) by Financing Activities		
Proceeds provided by stock issuance under employee stock plans	13,477	23,173
Excess tax benefits from stock option exercises	1,877	6,392
Shares repurchased	(259,518)	(5,176)
Repayment of long-term credit facilities	(235,000)	(40,000)
Repayment of long-term debt	(167,065)	(34,076)

Proceeds from issuance of long-term credit facilities	335,000	25,000
Proceeds from issuance of long-term debt	356,532	-
Proceeds from government assistance	3,054	3,362
Dividends paid to noncontrolling interests	-	(780)
Debt and other issuance costs	(8,213)	-
	40,144	(22,105)
Effect of Foreign Exchange Rates on Cash and Cash Equivalents	(18,012)	(1,578)
Net Increase (Decrease) in Cash and Cash Equivalents	(50,462)	31,278
Cash and Cash Equivalents - Beginning of Year	238,144	179,178
Cash and Cash Equivalents - End of Period	$187,682	$210,456
Supplemental Cash Flow Information:		
Cash paid for interest	$15,939	$26,066
Cash paid for taxes	29,790	49,036

ESTERLINE TECHNOLOGIES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the Three and Nine Month Periods Ended July 31, 2015 and August 1, 2014

Note 1 – Basis of Presentation

The consolidated balance sheet as of July 31, 2015, the consolidated statement of operations and comprehensive income (loss) for the three and nine month periods ended July 31, 2015, and August 1, 2014, and the consolidated statement of cash flows for the nine month periods ended July 31, 2015, and August 1, 2014, are unaudited but, in the opinion of management, all of the necessary adjustments, consisting of normal recurring accruals, have been made to present fairly the financial statements referred to above in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, the above statements do not include all of the footnotes required for complete financial statements. The results of operations and cash flows for the interim periods presented are not necessarily indicative of results that can be expected for the full year.

The notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2014, provide a summary of significant accounting policies and additional financial information that should be read in conjunction with this Form 10-Q.

The timing of the Company's revenues is impacted by the purchasing patterns of customers and, as a result, revenues are not generated evenly throughout the year. Moreover, the Company's first fiscal quarter, November through January, includes significant holiday periods in both Europe and North America. The first nine months of fiscal 2015 was 39 weeks, while the first nine months of fiscal 2014 was 40 weeks.

On June 5, 2014, the Company's board of directors authorized a change in the Company's fiscal year end to the last Friday of September from the last Friday in October. The Company plans to report its financial results for the 11-month transition period of November 1, 2014, through October 2, 2015, on an Annual Report on Form 10-K and to thereafter file its annual report for each 12-month period ending the last Friday of September of each year, beginning with the 12-month period ending September 30, 2016.

Note 2 – Recent Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board (FASB) issued guidance that modifies the criteria used to qualify divestitures for classification as discontinued operations and expands disclosure related to disposals of significant components. The amendment will become effective for the Company in fiscal 2016, with early adoption permitted; however, the Company does not expect to early adopt the amended guidance. The amended guidance is expected to decrease the likelihood that future disposals will qualify for discontinued operations treatment, meaning that the results of operation of some future disposals may be reported as continuing operations.

In May 2014, FASB amended requirements for an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The updated standard will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. Early adoption is permitted. The updated standard becomes effective for the Company in the first fiscal quarter of 2019. The Company has not yet selected a transition method and is currently evaluating the effect that the updated standard will have on consolidated financial statements and related disclosures.

In April 2015, FASB amended requirements related to the presentation of debt issuance costs. The updated standard requires debt issuance costs related to recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. The recognition and measurement of debt issuance costs are not affected by this amendment. The updated standard is effective for the Company in the first fiscal quarter of 2016. The Company does not expect that the standard will have a material impact on its consolidated financial statements and related disclosures.

Note 3 – Earnings Per Share and Shareholders' Equity

Basic earnings per share is computed on the basis of the weighted average number of shares outstanding during the year. Diluted earnings per share includes the dilutive effect of stock options and restricted stock units. Common shares issuable from stock options excluded from the calculation of diluted earnings per share because they were anti-dilutive were 370,050 and 170,300 in the third fiscal quarter of 2015 and 2014, respectively. Shares used for calculating earnings per share are disclosed in the following table:

In Thousands	Three Months Ended		Nine Months Ended	
	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Shares used for basic earnings per share	30,397	31,995	31,003	31,818
Shares used for diluted earnings per share	30,914	32,591	31,531	32,427

The authorized capital stock of the Company consists of 25,000 shares of preferred stock ($100 par value), 475,000 shares of serial preferred stock ($1.00 par value), each issuable in series, and 60,000,000 shares of common stock ($.20 par value). As of July 31, 2015, and October 31, 2014, there were no shares of preferred stock or serial preferred stock outstanding.

On June 19, 2014, the Company's board of directors approved a $200 million share repurchase program. In March 2015, the Company's board of directors approved an additional $200 million for the share repurchase program. Under the program, the Company is authorized to repurchase up to $400 million of outstanding shares of common stock from time to time, depending on market conditions, share price and other factors. Repurchases may be made in the open market or through private transactions, in accordance with SEC requirements. The Company may enter into a Rule 10(b)5-1 plan designed to facilitate the repurchase of all or a portion of the repurchase amount. The program does not require the Company to acquire a specific number of shares. Common stock repurchased can be reissued, and accordingly, the Company accounts for repurchased stock under the cost method of accounting.

During the nine months ended July 31, 2015, the Company repurchased 2,562,122 shares under this program at an average price paid per share of $101.29, for an aggregate purchase price of $259.5 million.

Changes in issued and outstanding common shares are summarized as follows:

	July 31, 2015	October 31, 2014
Shares Issued:		
Balance, beginning of year	32,123,717	31,441,949
Shares issued under share-based compensation plans	241,632	681,768
Balance, end of current period	32,365,349	32,123,717

Treasury Stock:		
Balance, beginning of year	269,228	-
Shares purchased	2,562,122	269,228
Balance, end of current period	2,831,350	269,228
Shares outstanding, end of period	29,533,999	31,854,489

The components of Accumulated Other Comprehensive Gain (Loss):

In Thousands	July 31, 2015	October 31, 2014
Unrealized gain (loss) on derivative contracts	$(27,050)	$(14,179)
Tax effect	7,317	3,890
	(19,733)	(10,289)
Pension and post-retirement obligations	(77,644)	(90,225)
Tax effect	25,941	30,072
	(51,703)	(60,153)
Currency translation adjustment	(224,399)	(61,135)
Accumulated other comprehensive gain (loss)	$(295,835)	$(131,577)

Note 4 – Retirement Benefits

The Company's pension plans principally include a U.S. pension plan maintained by Esterline and a non-U.S. plan maintained by CMC Electronics, Inc. (CMC). The Company also sponsors a number of other non-U.S. defined benefit pension plans, primarily in Belgium, France and Germany. In fiscal 2014, the Company offered vested terminated participants of its U.S. pension plan a one-time opportunity to elect a lump-sum payment from the plan in lieu of a lifetime annuity. In the first fiscal quarter of 2015, the Company made a $16.6 million lump-sum payment to vested terminated pension plan participants from the plan, which resulted in an actuarial estimated settlement charge of $3.2 million. The charge was recorded in selling, general and administrative expenses. Components of periodic pension cost consisted of the following:

In Thousands	Three Months Ended		Nine Months Ended	
	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Components of Net Periodic Cost				
Service cost	$3,028	$2,621	$8,728	$8,244
Interest cost	4,334	4,737	12,863	14,314
Expected return on plan assets	(6,398)	(6,504)	(19,257)	(19,398)
Settlement	184	-	3,175	-
Amortization of prior service cost	271	19	305	58
Amortization of actuarial (gain) loss	1,462	1,213	3,860	3,913

Net periodic cost (benefit)	$2,881	$2,086	$9,674	$7,131

The Company's principal post-retirement plans include non-U.S. plans, which are non-contributory healthcare and life insurance plans. The components of expense of these other retirement benefits consisted of the following:

In Thousands	Three Months Ended		Nine Months Ended	
	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Components of Net Periodic Cost				
Service cost	$206	$ 233	$631	$696
Interest cost	134	187	411	560
Amortization of prior service cost	(18)	(17)	(52)	(51)
Amortization of actuarial (gain) loss	(23)	(67)	(72)	(201)
Net periodic cost (benefit)	$299	$ 336	$918	$1,004

The Company amortizes prior service cost and actuarial gains and losses from accumulated other comprehensive income to expense over the remaining service period.

Note 5 – Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy has been established that prioritizes the inputs to valuation techniques used to measure fair value. An asset's or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The hierarchy of fair value measurements is described below:

Level 1 – Valuations are based on quoted prices that the Company has the ability to obtain in actively traded markets for identical assets and liabilities. Since valuations are based on quoted prices that are readily and regularly available in an active market or exchange traded market, a valuation of these instruments does not require a significant degree of judgment.

Level 2 – Valuations are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 – Valuations are based on model-based techniques for which some or all of the assumptions are obtained from indirect market information that is significant to the overall fair value measurement and which require a significant degree of management judgment.

The following table sets forth the Company's financial assets and liabilities that were measured at fair value on a recurring basis by level within the fair value hierarchy at July 31, 2015, and October 31, 2014.

In Thousands	Level 2	
	July 31, 2015	October 31, 2014
Assets:		
Derivative contracts designated as hedging instruments	$892	$24
Derivative contracts not designated as hedging instruments	1,213	1,081
Embedded derivatives	4,454	2,351
Liabilities:		
Derivative contracts designated as hedging instruments	$28,277	$14,592
Derivative contracts not designated as hedging instruments	1,837	4,188
Embedded derivatives	132	15

In Thousands	Level 3	
	July 31, 2015	October 31, 2014
Liabilities:		
Contingent purchase obligation	$3,750	$5,000

The Company's embedded derivatives are the result of entering into sales or purchase contracts that are denominated in a currency other than the Company's functional currency or the supplier's or customer's functional currency. The fair value is determined by calculating the difference between quoted exchange rates at the time the contract was entered into and the period-end exchange rate. These contracts are categorized as Level 2 in the fair value hierarchy.

From time to time, the Company's derivative contracts consist of foreign currency exchange contracts and interest rate swap agreements. These derivative contracts are over the counter, and their fair value is determined using modeling techniques that include market inputs such as interest rates, yield curves, and currency exchange rates. These contracts are categorized as Level 2 in the fair value hierarchy.

The Company's contingent purchase obligation consists of additional contingent consideration in connection with the acquisition of Sunbank Family of Companies, LLC (Sunbank) of $3.8 million as of July 31, 2015, and $5.0 million as of October 31, 2014. The Company paid the first installment of $1.3 million in the third fiscal quarter of 2015. The contingent consideration will be payable to the sellers if certain performance objectives are met following the acquisition in accordance with the terms of the purchase agreement. The values recorded on the balance sheet were derived from the estimated probability that the performance objectives will be met. The contingent purchase obligation is categorized as Level 3 in the fair value hierarchy.

Note 6 – Derivative Financial Instruments

The Company uses derivative financial instruments in the form of foreign currency forward exchange contracts and interest rate swap contracts for the purpose of minimizing exposure to changes in foreign currency exchange rates on business transactions and interest rates, respectively. The Company's policy is to execute such instruments with banks the Company believes to be creditworthy and not to enter into derivative financial instruments for speculative purposes. These derivative financial instruments do not subject the

Company to undue risk, as gains and losses on these instruments generally offset gains and losses on the underlying assets, liabilities, or anticipated transactions that are being hedged.

All derivative financial instruments are recorded at fair value in the Consolidated Balance Sheet. For a derivative that has not been designated as an accounting hedge, the change in the fair value is recognized immediately through earnings. For a derivative that has been designated as an accounting hedge of an existing asset or liability (a fair value hedge), the change in the fair value of both the derivative and underlying asset or liability is recognized immediately through earnings. For a derivative designated as an accounting hedge of an anticipated transaction (a cash flow hedge), the change in the fair value is recorded on the Consolidated Balance Sheet in Accumulated Other Comprehensive Income (AOCI) to the extent the derivative is effective in mitigating the exposure related to the anticipated transaction. The change in the fair value related to the ineffective portion of the hedge, if any, is immediately recognized in earnings. The amount recorded within AOCI is reclassified into earnings in the same period during which the underlying hedged transaction affects earnings.

The fair value of derivative instruments are presented on a gross basis, as the Company does not have any derivative contracts which are subject to master netting arrangements. At July 31, 2015, and October 31, 2014, the Company did not have any hedges with credit-risk-related contingent features or that required the posting of collateral. The cash flows from derivative contracts are recorded in operating activities in the Consolidated Statement of Cash Flows.

Foreign Currency Forward Exchange Contracts

The Company transacts business in various foreign currencies, which subjects the Company’s cash flows and earnings to exposure related to changes in foreign currency exchange rates. These exposures arise primarily from purchases or sales of products and services from third parties. Foreign currency forward exchange contracts provide for the purchase or sale of foreign currencies at specified future dates at specified exchange rates, and are used to offset changes in the fair value of certain assets or liabilities or forecasted cash flows resulting from transactions denominated in foreign currencies. At July 31, 2015, and October 31, 2014, the Company had outstanding foreign currency forward exchange contracts principally to sell U.S. dollars with notional amounts of $380.3 million and $396.2 million, respectively. These notional values consist primarily of contracts for the European euro, British pound sterling and Canadian dollar, and are stated in U.S. dollar equivalents at spot exchange rates at the respective dates.

Interest Rate Swaps

The Company manages its exposure to interest rate risk by maintaining an appropriate mix of fixed and variable rate debt, which over time should moderate the costs of debt financing. When considered necessary, the Company may use financial instruments in the form of interest rate swaps to help meet this objective.

Embedded Derivative Instruments

The Company’s embedded derivatives are the result of entering into sales or purchase contracts that are denominated in a currency other than the Company’s functional currency or the supplier’s or customer’s functional currency.

Net Investment Hedge

In April 2015, the Company issued €330.0 million in 3.625% Senior Notes due April 2023 (2023 Notes) and requiring semi-annual interest payments in April and October each year until maturity. The Company designated the 2023 Notes a hedge of the investment of certain foreign business units. The foreign currency gain or loss that is effective as a hedge is reported as a component of other comprehensive income (loss) in shareholders’ equity. To the extent that this hedge is ineffective, the foreign currency gain or loss is recorded in earnings. There was no ineffectiveness since inception of the hedge. The Company also designated the accrued interest on the 2023 Notes as a net investment hedge.

In July 2011, the Company entered into a Euro Term Loan for €125.0 million under the secured credit facility. The Company designated the Euro Term Loan a hedge of the investment in a certain French business unit. The foreign currency gain or loss that is effective as a hedge is reported as a component of other comprehensive income (loss) in shareholders' equity. To the extent that this hedge is ineffective, the foreign currency gain or loss is recorded in earnings. There was no ineffectiveness since inception of the hedge. On June 30, 2014, the Company paid off the remaining balance of the Euro Term Loan. As a result, the Company recorded a net loss of $0.5 million on extinguishment of debt in the third fiscal quarter of 2014.

Fair Value of Derivative Instruments

Fair value of derivative instruments in the Consolidated Balance Sheet at July 31, 2015, and October 31, 2014, consisted of:

In Thousands		Fair Value	
	Classification	July 31, 2015	October 31, 2014
Foreign Currency Forward Exchange Contracts:			
	Other current assets	$1,739	$1,052
	Other assets	366	53
	Accrued liabilities	22,683	15,490
	Other liabilities	7,431	3,290
Embedded Derivative Instruments:			
	Other current assets	$497	$296
	Other assets	3,957	2,055
	Accrued liabilities	132	15
	Other liabilities	-	-

The effect of derivative instruments on the Consolidated Statement of Operations and Comprehensive Income (Loss) for the three and nine month periods ended July 31, 2015, and August 1, 2014, consisted of:

Fair Value Hedges

We recognized the following gains (losses) on contracts designated as fair value hedges:

In Thousands	Three Months Ended		Nine Months Ended	
Gain (Loss)	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Embedded derivatives:				
Recognized in sales	$491	$(651)	$2,070	$ 215

Cash Flow Hedges

We recognized the following gains (losses) on contracts designated as cash flow hedges:

In Thousands	Three Months Ended		Nine Months Ended	
Gain (Loss)	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Foreign currency forward exchange contracts:				
Recognized in AOCI (effective portion)	$(1,468)	$1,873	$6,305	$(858)
Reclassified from AOCI into sales	(5,775)	(893)	(19,176)	(3,638)

Net Investment Hedges

We recognized the following gains (losses) on contracts designated as net investment hedges:

In Thousands	Three Months Ended		Nine Months Ended	
Gain (Loss)	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Euro Term Loan:				
Recognized in AOCI	$-	$ 162	$-	$ 134
2023 Notes:				
Recognized in AOCI	$7,095	$ -	$(5,940)	$ -
2023 Notes Interest:				
Recognized in AOCI	$34	$ -	$34	$ -

During the first nine months of fiscal 2015 and 2014, the Company recorded a gain of $1.0 million and a loss of $0.8 million, respectively, on foreign currency forward exchange contracts that have not been designated as accounting hedges. These foreign currency exchange gains (losses) are included in selling, general and administrative expense.

There was no significant impact to the Company's earnings related to the ineffective portion of any hedging instruments during the first nine months of fiscal 2015 and 2014. In addition, there was no significant impact to the Company's earnings when a hedged firm commitment no longer qualified as a fair value hedge or when a hedged forecasted transaction no longer qualified as a cash flow hedge during the first nine months of fiscal 2015 and 2014.

Amounts included in AOCI are reclassified into earnings when the hedged transaction settles. The Company expects to reclassify approximately $20.8 million of net loss into earnings over the next 12 months. The $20.8 million loss will reduce the Company's U.S.-dollar-denominated sales covered by qualified forward contracts to the forward rate when the Company entered into the forward contracts. The maximum duration of the Company's foreign currency cash flow hedge contracts at July 31, 2015, is 24 months.

Note 7 – Income Taxes

The income tax rate was 17.4% in the third fiscal quarter of 2015 compared with 23.7% in the prior-year period. In the third fiscal quarter of 2015, the Company recognized $0.9 million of discrete tax benefits principally related to the following items. The first item was approximately $1.2 million of tax benefits due to the release of reserves upon the expiration of a statute of limitations. The second item was approximately $0.3 million of discrete tax expense principally related to reconciling the prior year's income tax return to the income tax provision. In the third fiscal quarter of 2014, the Company recognized $0.2 million of discrete tax expense. The income tax rate differed from the statutory rate in the third fiscal quarters of 2015 and 2014, as both years benefited from various tax credits and certain foreign interest expense deductions.

The income tax rates were 19.9% and 21.5% for the first nine months of fiscal 2015 and 2014, respectively. In the first nine months of fiscal 2015, the Company recognized $0.1 million of discrete tax benefits principally related to the following items. The first item was approximately $1.5 million of discrete tax benefits due to the retroactive extension of the U.S. federal research and experimentation credits. The second item was approximately $1.2 million of tax benefits due to the release of reserves upon the expiration of a statute of limitations. The third item was approximately $2.6 million of discrete tax expense principally related to reconciling the prior year's income tax return to the income tax provision. In the first nine months of fiscal 2014, the Company recognized approximately $0.9 million of discrete tax benefits principally related to the following items. The first item was approximately $0.7 million of tax benefits upon the release of reserves due to the expiration of a statute of limitations. The second item was a $0.5 million reduction of net deferred income tax liabilities as a result of the enactment of tax laws reducing the U.K. statutory income tax rate. The third item was approximately $0.3 million of discrete tax expense principally related to reconciling the prior year's income tax return to the income tax provision. The income tax rate differed from the statutory rate in the first nine months of fiscal 2015 and 2014, as both years benefited from various tax credits and certain foreign interest expense deductions.

It is reasonably possible that within the next twelve months approximately $0.9 million of tax benefits that are currently unrecognized could be recognized as a result of settlement of examinations and/or the expiration of applicable statutes of limitations.

Note 8 – Debt

In March 2011, the Company entered into a secured credit facility for $460 million made available through a group of banks. The credit facility is secured by substantially all of the Company's assets and interest is based on standard inter-bank offering rates. On April 9, 2015, the Company amended the secured credit facility to extend the expiration to April 9, 2020, increase the revolving credit facility to $500 million, and provide for a delayed-draw term loan facility of $250 million. Borrowing under the delayed-draw term loan facility, if utilized, may be used only for working capital and repayment or refinancing of our existing indebtedness and to pay the fees and expenses in connection therewith. The interest rate on the credit facility ranges from LIBOR plus 1.25% to LIBOR plus 2.00% depending on the leverage ratios at the time the funds are drawn. At July 31, 2015, the Company had $200.0 million outstanding under the secured credit facility at an interest rate of LIBOR plus 1.50%, which was 1.69% at July 31, 2015.

In April 2013, the Company amended the secured credit facility to provide for a $175.0 million term loan (U.S. Term Loan). The interest rate on the U.S. Term Loan ranges from LIBOR plus 1.5% to LIBOR plus 2.25% depending on the leverage ratios at the time the funds are drawn. On April 8, 2015, the Company paid off the $175 million U.S. Term Loan. In connection with the redemption, the Company wrote off $0.3 million in unamortized debt issuance costs as a loss on extinguishment of debt in the second fiscal quarter of 2015.

In August 2010, the Company issued $250.0 million in 7% Senior Notes due August 1, 2020 (2020 Notes), and requiring semi-annual interest payments in February and August of each year until maturity. The net proceeds from the sale of the notes, after deducting $4.4 million of debt issuance costs, were $245.6 million. The 2020 Notes are general unsecured senior obligations of the Company. The 2020 Notes are guaranteed, jointly and severally on a senior basis, by all the existing and future domestic subsidiaries of the

Company unless designated as an "unrestricted subsidiary," and those foreign subsidiaries that executed related subsidiary guarantees under the indenture covering the 2020 Notes. The 2020 Notes are subject to redemption at the option of the Company at any time prior to August 1, 2015, at a price equal to 100% of the principal amount, plus any accrued interest to the date of redemption and a make-whole provision. The 2020 Notes are also subject to redemption at the option of the Company, in whole or in part, on or after August 1, 2015, at redemption prices starting at 103.500% of the principal amount plus accrued interest during the period beginning August 1, 2015, and declining annually to 100% of principal and accrued interest on or after August 1, 2018.

Subsequent to period end, on August 3, 2015, the Company borrowed $250 million under the delayed-draw term loan provided for under the amended credit facility. The delayed-draw term loan carries the same interest rate as the amended credit facility. On August 4, 2015, the proceeds from the delayed-draw term loan were used to redeem all of the 7% Senior Notes due 2020. As part of the redemption, the Company incurred an $8.75 million redemption premium and wrote off $2.4 million in unamortized debt issuance costs which will be expensed in the fourth fiscal quarter of 2015.

In April 2015, the Company issued €330.0 million in 3.625% 2023 Notes requiring semi-annual interest payments in April and October of each year until maturity. The net proceeds from the sale of the notes, after deducting $5.7 million of debt issuance costs, were $350.8 million. The 2023 Notes are general unsecured senior obligations of the Company. The 2023 Notes are unconditionally guaranteed on a senior basis by the Company and certain subsidiaries of the Company that are guarantors under the Company's existing secured credit facility. The 2023 Notes are subject to redemption at the option of the Company at any time prior to April 15, 2018, at a price equal to 100% of the principal amount, plus any accrued interest to the date of redemption and a make-whole provision. The Company may also redeem up to 35% of the 2023 Notes before April 15, 2018, with the net cash proceeds from equity offerings. The 2023 Notes are also subject to redemption at the option of the Company, in whole or in part, on or after April 15, 2018, at redemption prices starting at 102.719% of the principal amount plus accrued interest during the period beginning April 15, 2018, and declining annually to 100% of principal and accrued interest on or after April 15, 2021.

Based on quoted market prices, the approximate fair value of the Company's 2020 Notes was approximately $255.3 million and $266.9 million as of July 31, 2015, and October 31, 2014, respectively. Based on quoted market prices, the approximate fair value of the Company's 2023 Notes was approximately $352.5 million as of July 31, 2015. The carrying amount of the secured credit facility approximates fair value. Estimates of fair value for the 2020 Notes and 2023 Notes are based on quoted market prices, and are considered Level 2 inputs as defined in the fair value hierarchy described in Note 5.

Government refundable advances consist of payments received from the Canadian government to assist in research and development related to commercial aviation. The repayment of this advance is based on year-over-year commercial aviation revenue growth at CMC beginning in 2014. Imputed interest on the advance was 4.29% at July 31, 2015. The debt recognized was $43.2 million and $51.9 million as of July 31, 2015, and October 31, 2014, respectively.

Note 9 – Commitments and Contingencies

As of July 31, 2015, and October 31, 2014, the Company had a liability of $1.5 million in both periods, related to environmental remediation at a previously sold business for which the Company provided indemnification.

In the first fiscal quarter of 2015, the Company recognized a $15.7 million gain and a $2.4 million reduction in interest expense upon the lapse of a statutory period related to a liability for a non-income tax position of an acquired company.

On March 5, 2014, the Company entered into a Consent Agreement with the U.S. Department of State's Directorate of Defense Trade Controls Office of Defense Trade Controls Compliance (DTCC) to resolve alleged International Traffic in Arms Regulations (ITAR) civil violations. The Consent Agreement settled the pending ITAR compliance matter with the DTCC previously reported by the Company that resulted from voluntary reports the Company filed with DTCC that disclosed possible technical and administrative violations of the ITAR. The Consent Agreement has a three-year term and provides for: (i) a payment of $20 million, $10 million of which is suspended and eligible for offset credit based on verified expenditures for past and future remedial compliance measures; (ii) the appointment of an external Special Compliance Official to oversee compliance with the Consent Agreement and the ITAR; (iii) two external audits of the Company's ITAR compliance program; and (iv) continued implementation of ongoing remedial compliance measures and additional remedial compliance measures related to automated systems and ITAR compliance policies, procedures, and training.

The settlement amount in the Consent Agreement was consistent with the amount proposed by DTCC in August 2013, for which the Company estimated and recorded a $10 million charge in the third fiscal quarter ended July 26, 2013. The $10 million portion of the settlement that is not subject to suspension will be paid in installments, with $4 million paid in March 2014, $2 million paid in February 2015, and $2 million to be paid in each of March 2016 and 2017. The Company expects some part of recent investments made in its ITAR compliance program will be eligible for credit against the suspended portion of the settlement amount, which include: additional staffing, ongoing implementation of a new software system, employee training, and establishment of a regular compliance audit program and corrective action process. The Company expects recent and future investments in remedial compliance measures will be sufficient to cover the $10 million suspended payment.

Note 10 – Employee Stock Plans

As of July 31, 2015, the Company had three share-based compensation plans, which are described below. The compensation cost that has been charged against income for those plans was $8.6 million and $9.8 million for the first nine months of fiscal 2015 and 2014, respectively. During the first nine months of fiscal 2015 and 2014, the Company issued 241,632 and 600,540 shares, respectively, under its share-based compensation plans.

Employee Stock Purchase Plan (ESPP)

The ESPP is a "safe-harbor" designed plan whereby shares are purchased by participants at a discount of 5% of the market value on the purchase date and, therefore, compensation cost is not recorded.

Employee Sharesave Scheme

The Company offers shares under its employee sharesave scheme for U.K. employees. This plan allows participants the option to purchase shares at a 5% discount of the market price of the stock as of the beginning of the offering period. The term of these options is three years. The sharesave scheme is not a "safe-harbor" design, and therefore, compensation cost is recognized on this plan. Under the sharesave scheme, option exercise prices are equal to the fair market value of the Company's common stock on the date of grant. The Company granted 25,984 and 29,242 options in the nine month periods ended July 31, 2015, and August 1, 2014, respectively. The weighted-average grant date fair value of options granted during the nine month periods ended July 31, 2015, and August 1, 2014, was $24.31 and $27.03 per share, respectively.

	Nine Months Ended	
	July 31, 2015	August 1, 2014
Volatility	25.80 %	33.69 %
Risk-free interest rate	0.93 %	0.73 %
Expected life (years)	3	3
Dividends	0	0

Equity Incentive Plan

Under the equity incentive plan, option exercise prices are equal to the fair market value of the Company's common stock on the date of grant. The Company granted 192,700 and 193,200 options to purchase shares in the nine month periods ended July 31, 2015, and August 1, 2014, respectively. The weighted-average grant date fair value of options granted during the nine month periods ended July 31, 2015, and August 1, 2014, was $48.48 and $45.23 per share, respectively.

The fair value of each option granted by the Company was estimated using a Black-Scholes pricing model, which uses the assumptions noted in the following table. The Company uses historical data to estimate volatility of the Company's common stock and option exercise and employee termination assumptions. The risk-free rate for the contractual life of the option is based on the U.S. Treasury zero coupon issues in effect at the time of the grant.

	Nine Months Ended	
	July 31, 2015	August 1, 2014
Volatility	40.73 - 41.89%	41.87 - 43.17%
Risk-free interest rate	1.43 - 2.00%	1.73 - 2.99%
Expected life (years)	5 - 9	5 - 9
Dividends	0	0

The Company granted 22,000 and 77,575 restricted stock units in the nine month periods ended July 31, 2015, and August 1, 2014, respectively. The weighted-average grant date fair value of restricted stock units granted during the nine month periods ended July 31, 2015, and August 1, 2014, was $112.53 and $84.50 per share, respectively. The fair value of each restricted stock unit granted by the Company is equal to the fair market value of the Company's common stock on the date of grant.

Note 11 – Acquisitions

On January 31, 2015, the Company acquired the defense, aerospace and training display (DAT) business of Belgium-based Barco N.V. (Barco) for €150 million, or approximately $171 million, in cash before a working capital adjustment of approximately $15 million which decreased the purchase price and was received subsequent to the third fiscal quarter of 2015. The Company incurred a $2.9 million foreign currency exchange loss in the funding of the acquisition in the first fiscal quarter of 2015. Acquisition related costs of $3.4 million have been recognized as selling, general and administrative expense. The Company financed the acquisition primarily using international cash reserves, with the balance funded by borrowings under its existing credit facility. The display business develops and manufactures visualization solutions for a variety of demanding defense and commercial aerospace applications. The display business is included in our Avionics & Controls segment.

The following summarizes the allocation of the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition. The fair value adjustment for inventory was $7.1 million, which will be recognized as cost of goods sold over 13 months, the estimated inventory turnover. The fair value of acquired programs represented the value of visualization solutions sold under long-term supply agreements with aerospace companies, military contractors, and OEM manufacturers using similar technology. The valuation of the program included the values of program-specific technology, the backlog of contracts, and the relationship with customers which lead to potential future contracts. The valuation of the programs was based upon the discounted cash flow at a market-based discount rate. The purchase price includes the value of existing technologies, the introduction of new technologies, and the addition of new customers. These factors resulted in recording goodwill of $48.0 million. The amount allocated to goodwill is not deductible for income tax purposes.

In Thousands As of January 31, 2015	
Current assets	$94,899
Property, plant and equipment	6,211
Intangible assets subject to amortization	
Programs (15 year average useful life)	56,513
Programs (3 year average useful life)	677
Trade name (3 year average useful life)	226
Goodwill	48,001
Other assets	3,401
Total assets acquired	209,928
Current liabilities assumed	33,492
Long-term liabilities assumed	5,366
Net assets acquired	$171,070

On December 20, 2013, the Company acquired Sunbank for $51.7 million. The purchase price included $5 million in additional contingent consideration based upon achievement of certain sales levels over a two-year period, of which the Company paid the first installment of $1.3 million in the third fiscal quarter of 2015. The remaining $3.7 million in additional contingent consideration is expected to be paid. Sunbank is a manufacturer of electrical cable accessories, connectors and flexible conduit systems. Sunbank is included in the Sensors & Systems segment.

Note 12 – Comprehensive Income (Loss)

The Company's comprehensive income (loss) is as follows:

In Thousands	Three Months Ended		Nine Months Ended	
	July 31, 2015	August 1, 2014	July 31, 2015	August 1, 2014
Net earnings	$28,497	$38,908	$56,626	$105,890
Change in fair value of derivative financial instruments, net of tax [1]	(5,276)	810	(9,444)	(3,150)
Change in pension and post-retirement obligations, net of tax [2]	1,951	507	8,450	2,653
Currency translation adjustment	(26,162)	(23,746)	(163,264)	(19,231)
Comprehensive Income (Loss)	$(990)	$16,479	$(107,632)	$86,162

1 Net of tax benefit (expense) of $1,967 and $(171) for the third fiscal quarter of 2015 and 2014, respectively. Net of tax benefit of $3,427 and $1,345 for the first nine months of fiscal 2015 and 2014, respectively.

2 Net of tax expense of $(843) and $(294) for the third fiscal quarter of 2015 and 2014, respectively. Net of tax expense of $(4,131) and $(1,310) for the first nine months of fiscal 2015 and 2014, respectively.

Note 13 – Restructuring

On December 5, 2013, the Company announced the acceleration of its plans to consolidate certain facilities and create cost efficiencies through shared services in sales, general and administrative and support functions. These integration activities are expected to result in charges and expenses for a total of $35 million in fiscal 2014 and fiscal 2015. Total restructuring expenses were $20.4 million in fiscal 2014. The costs are for exit and relocation of facilities, losses on the write off of certain property, plant and equipment, and severance. In the first nine months of fiscal 2015, restructuring expense totaled $10.1 million, as more fully described in the following table:

In Thousands	Exit &	Write Off of Property,

	Relocation of Facilities	Plant & Equipment	Severance	Total
Cost of sales	$ 3,512	$ 651	$ 588	$4,751
Restructuring charges	3,980	-	1,395	5,375
Total	$ 7,492	$ 651	$ 1,983	$10,126

In the first nine months of fiscal 2014, restructuring expense totaled $14.3 million, as more fully described in the following table:

In Thousands	Exit & Relocation of Facilities	Write Off of Property, Plant & Equipment	Severance	Total
Cost of sales	$ 4,029	$ 9	$ -	$4,038
Restructuring charges	2,866	2,542	4,871	10,279
Total	$ 6,895	$ 2,551	$ 4,871	$14,317

The Company has recorded an accrued liability of $4.2 million and $5.9 million for these activities as of July 31, 2015, and October 31, 2014, respectively.

In Thousands	Accrued Liabilities
Beginning Balance as of October 25, 2013	$ -
Amounts accrued and incurred	20,388
Amounts paid	(11,688)
Write-off	(2,585)
Currency translation adjustment	(200)
Balance as of October 31, 2014	$ 5,915
Amounts accrued and incurred	10,126
Amounts paid	(10,968)
Write-off	(651)
Currency translation adjustment	(227)
Balance as of July 31, 2015	$ 4,195

Note 14 – Discontinued Operations

On September 3, 2014, the Company approved a plan to sell certain non-core business units including Eclipse, a manufacturer of embedded communication intercept receivers for signal intelligence applications; Wallop Defence Systems, Ltd. (Wallop), a manufacturer of flare countermeasure devices; Pacific Aerospace and Electronics Inc. (PA&E), a manufacturer of hermetically sealed electrical connectors; and a small distribution business. These businesses were not separate reporting units as defined under U.S. GAAP and no indicator of impairment existed at August 1, 2014, requiring an impairment test of their corresponding reporting units' goodwill or these businesses' long-lived assets. Based upon the estimated fair values, the Company incurred an estimated after-tax loss of $49.5 million in the fourth fiscal quarter of 2014 on assets held for sale in discontinued operations. Principal assumptions used in measuring the estimated after-tax loss included estimated selling price of the discontinued business, discount rates, industry growth rates, and pricing of comparable transactions in the market. Eclipse and the distribution business are included in the Avionics & Controls segment, Wallop is included in the Advanced Materials segment, and PA&E is included in the Sensors & Systems segment.

On June 5, 2015, the Company completed the sale of Eclipse for approximately $10 million. The Company retained ownership of the land, building and building improvements, which are being held for sale. On July 20, 2015, the Company completed the sale of PA&E for approximately $22 million. The selling price for both businesses is subject to customary working capital adjustments.

During the third fiscal quarter of 2015, the Company incurred a loss of $1.7 million on discontinued operations. During the first nine months of fiscal 2015, the Company incurred a loss on discontinued operations of $20.3 million, including a $16.4 million loss on assets held for sale. For the first nine months of fiscal 2015, a $11.9 million loss on assets held for sale at Avionics & Controls was principally due the reduction of Eclipse's estimated selling price based upon lower expectations of earnings for the business and continuing negotiations with the buyer. The $5.1 million write-off in Advanced Materials was due to the effects of valuing Wallop's balance sheet at the current exchange rate incurred in the first nine months of fiscal 2015.

During the first nine months of fiscal 2015, the Company recorded a $2.0 million increase in a liability related to environmental remediation at a previously sold business for which the Company provided indemnification. A loss of $1.3 million, net of tax, is reflected in discontinued operations.

The operating results of the discontinued operations for the three month period ended July 31, 2015, consisted of the following:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Other	Total
Net Sales	$ 4,436	$ 6,419	$ 5,424	$ -	$ 16,279
Operating earnings (loss)	(1,132)	1,533	(830)	(803)	(1,232)
Gain (loss) on net assets held for sale	(1,718)	619	(18)	-	(1,117)
Tax expense (benefit)	(695)	428	(127)	(262)	(656)
Income (loss) from discontinued operations	$ (2,155)	$ 1,724	$ (721)	$ (541)	$ (1,693)

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The operating results of the discontinued operations for the nine month period ended July 31, 2015, consisted of the following:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Other	Total
Net Sales	$18,349	$18,684	$11,529	$-	$48,562
Operating earnings (loss)	(2,649)	3,270	(3,909)	(1,988)	(5,276)
Gain (loss) on net assets held for sale	(11,871)	(3)	(5,089)	-	(16,963)
Tax expense (benefit)	(1,252)	626	(686)	(673)	(1,985)
Income (loss) from discontinued operations	$(13,268)	$2,641	$(8,312)	$(1,315)	$(20,254)

The operating results of the discontinued operations for the three month period ended August 1, 2014, consisted of the following:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Other	Total
Net Sales	$7,249	$5,860	$11,706	$ -	$24,815
Operating earnings (loss)	(1,847)	141	(196)	-	(1,902)
Gain (loss) on net assets held for sale	-	-	-	-	-
Tax expense (benefit)	(520)	(461)	8	-	(973)
Income (loss) from discontinued operations	$(1,327)	$602	$(204)	$ -	$(929)

The operating results of the discontinued operations for the nine month period ended August 1, 2014, consisted of the following:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Other	Total
Net Sales	$24,783	$16,798	$20,987	$-	$62,568
Operating earnings (loss)	(6,566)	(278)	(5,020)	(343)	(12,207)
Gain (loss) on net assets held for sale	-	-	-	-	-
Tax expense (benefit)	(2,136)	(595)	(991)	-	(3,722)
Income (loss) from discontinued operations	$(4,430)	$317	$(4,029)	$(343)	$(8,485)

Assets and Liabilities Held for Sale within the Consolidated Balance Sheet at July 31, 2015, are comprised of the following:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Total
Accounts receivable, net	$ 1,589	$ -	$ 4,949	$ 6,538
Inventories	2,451	-	5,111	7,562
Prepaid expenses	21	-	277	298
Deferred income tax benefits	-	-	-	-
Income tax refundable	-	-	-	-
Current Assets of Businesses Held for Sale	$ 4,061	$ -	$ 10,337	$ 14,398
Net property, plant and equipment	$ 5,324	$ -	$ 16,817	$ 22,141
Intangibles, net	950	-	6,905	7,855
Deferred income tax benefits	-	-	-	-
Other assets	-	-	1,562	1,562
Non-Current Assets of Businesses Held for Sale	$ 6,274	$ -	$ 25,284	$ 31,558
Accounts payable	$ 1,533	$ -	$ 5,389	$ 6,922
Accrued liabilities	506	-	1,457	1,963
Current Liabilities of Businesses Held for Sale	$ 2,039	$ -	$ 6,846	$ 8,885
Deferred income tax liabilities	$ -	$ -	$ 1,795	$ 1,795
Other liabilities	64	-	-	64
Non-Current Liabilities of Businesses Held for Sale	$ 64	$ -	$ 1,795	$ 1,859
Net Assets of Businesses Held for Sale	$ 8,232	$ -	$ 26,980	$ 35,212

Assets and Liabilities Held for Sale within the Consolidated Balance Sheet at October 31, 2014, were comprised of the following:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Total
Accounts receivable, net	$5,154	$3,752	$ 2,106	$11,012
Inventories	12,646	7,972	5,258	25,876
Prepaid expenses	408	86	335	829
Deferred income tax benefits	671	680	-	1,351
Income tax refundable	-	-	2,378	2,378
Current Assets of Businesses Held for Sale	$18,879	$12,490	$ 10,077	$41,446
Net property, plant and equipment	$4,949	$4,105	$ 19,839	$28,893
Intangibles, net	22,228	10,659	8,327	41,214
Deferred income tax benefits	-	(30)	-	(30)
Other assets	-	-	1,600	1,600
Non-Current Assets of Businesses Held for Sale	$27,177	$14,734	$ 29,766	$71,677
Accounts payable	$2,194	$873	$ 6,326	$9,393
Accrued liabilities	1,765	1,008	2,025	4,798
Current Liabilities of Businesses Held for Sale	$3,959	$1,881	$ 8,351	$14,191
Deferred income tax liabilities	$11,084	$6,243	$ 1,537	$18,864
Other liabilities	-	-	12	12
Non-Current Liabilities of Businesses Held for Sale	$11,084	$6,243	$ 1,549	$18,876
Net Assets of Businesses Held for Sale	$31,013	$19,100	$ 29,943	$80,056

Note 15 – Business Segment Information

Business segment information for continuing operations includes the segments of Avionics & Controls, Sensors & Systems and Advanced Materials.

In Thousands	Three Months Ended		Nine Months Ended	
	July 31,	August 1,	July 31,	August 1,

	2015	2014	2015	2014
Sales				
Avionics & Controls	$207,467	$192,860	$594,534	$571,366
Sensors & Systems	175,530	192,246	515,611	579,131
Advanced Materials	113,220	121,203	332,496	352,613
	$496,217	$506,309	$1,442,641	$1,503,110
Earnings from Continuing Operations				
Before Income Taxes				
Avionics & Controls	$23,473	$30,902	$52,024	$81,952
Sensors & Systems	23,356	18,055	55,491	61,811
Advanced Materials	24,396	27,724	65,908	75,911
Segment Earnings	71,225	76,681	173,423	219,674
Corporate expense	(24,045)	(16,142)	(65,067)	(48,398)
Other income	-	-	12,744	-
Interest income	144	145	447	400
Interest expense	(10,618)	(7,865)	(25,023)	(24,924)
Loss on extinguishment of debt	-	(533)	(329)	(533)
	$36,706	$52,286	$96,195	$146,219

Note 16 – Guarantors

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The following schedules set forth condensed consolidating financial information as required by Rule 3-10 of Securities and Exchange Commission Regulation S-X as of July 31, 2015, and October 31, 2014, and for the applicable periods ended July 31, 2015, and August 1, 2014, for (a) Esterline Technologies Corporation (the Parent); (b) TA Mfg. Limited, the issuer of the 2023 Notes; (c) on a combined basis, the current subsidiary guarantors (Guarantor Subsidiaries) of the secured credit facility, the 2020 Notes and the 2023 Notes for the periods after April 2015; and (d) on a combined basis, the subsidiaries that are not guarantors (Non-Guarantor Subsidiaries) of the secured credit facility, the 2020 Notes and the 2023 Notes for the periods after April 2015. The Guarantor Subsidiaries are direct and indirect wholly-owned subsidiaries of Esterline Technologies Corporation and have fully and unconditionally, jointly and severally, guaranteed the secured credit facility, the 2020 Notes and the 2023 Notes.

Condensed Consolidating Balance Sheet as of July 31, 2015.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
ASSETS						
Current Assets						
Cash and cash equivalents	$16,454	$995	$1,376	$168,857	$-	$187,682
Accounts receivable, net	33	-	136,624	237,042	-	373,699
Inventories	-	-	193,345	276,355	-	469,700
Income tax refundable	-	-	-	17,515	-	17,515
Deferred income tax benefits	29,330	-	(14,519)	22,134	-	36,945
Prepaid expenses	93	-	7,648	13,666	-	21,407
Other current assets	74	-	111	17,011	-	17,196
Current assets of businesses held for sale	-	-	-	14,398	-	14,398
Total Current Assets	45,984	995	324,585	766,978	-	1,138,542
Property, Plant & Equipment, Net	1,992	-	158,658	145,741	-	306,391
Goodwill	-	-	372,021	668,422	-	1,040,443
Intangibles, net	-	-	109,929	350,039	-	459,968
Debt issuance costs, net	5,380	5,655	-	-	-	11,035
Deferred income tax benefits	18,659	-	14,670	42,283	-	75,612
Other assets	281	-	10,386	11,436	-	22,103
Non-current assets of businesses held for sale	-	-	5,262	26,296	-	31,558
Amounts Due From (To) Subsidiaries	-	353,831	817,896	-	(1,171,727)	-
Investment in Subsidiaries	3,098,201	653,386	1,009,069	14,644	(4,775,300)	-
Total Assets	$3,170,497	$1,013,867	$2,822,476	$2,025,839	$(5,947,027)	$3,085,652
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current Liabilities						
Accounts payable	$2,846	$-	$36,884	$71,685	$-	$111,415
Accrued liabilities	19,441	4,124	80,197	163,624	-	267,386
Current maturities of long-term debt	-	-	898	116	-	1,014
Deferred income tax liabilities	15,159	-	(14,669)	2,503	-	2,993
Federal and foreign income taxes	(9,624)	(51)	(5,165)	18,693	-	3,853
Current liabilities of businesses	-	-	-	8,885	-	8,885

held for sale						
Total Current Liabilities	27,822	4,073	98,145	265,506	-	395,546
Credit Facilities	170,000	-	-	30,000	-	200,000
Long-Term Debt, Net	250,000	362,472	56,976	43,361	-	712,809
Deferred Income Tax Liabilities	24,867	-	14,658	93,974	-	133,499
Pension and Post-Retirement Obligations	18,591	-	754	37,413	-	56,758
Other Liabilities	14,134	-	194	16,184	-	30,512
Non-current liabilities of businesses held for sale	-	-	-	1,859	-	1,859
Amounts Due To (From) Subsidiaries	1,110,414	-	-	398,562	(1,508,976)	-
Shareholders' Equity	1,554,669	647,322	2,651,749	1,138,980	(4,438,051)	1,554,669
Total Liabilities and Shareholders' Equity	$ 3,170,497	$ 1,013,867	$ 2,822,476	$ 2,025,839	$ (5,947,027)	$ 3,085,652

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the three month period ended July 31, 2015.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	$-	$-	$ 225,105	$ 272,137	$ (1,025)	$496,217
Cost of sales	-	-	147,206	180,240	(1,025)	326,421
	-	-	77,899	91,897	-	169,796
Expenses						
Selling, general and administrative	-	55	38,794	53,119	-	91,968
Research, development & engineering	-	-	10,158	19,087	-	29,245
Restructuring charges	-	-	1,228	175	-	1,403
Other (income) expense	-	-	-	-	-	-
Total Expenses	-	55	50,180	72,381	-	122,616
Operating Earnings from Continuing Operations	-	(55)	27,719	19,516	-	47,180
Interest Income	(3,928)	(3,401)	(3,766)	(7,597)	18,548	(144)
Interest Expense	8,790	3,500	8,838	8,038	(18,548)	10,618
Loss on Extinguishment of Debt	(122)	-	-	122	-	-
Earnings (Loss) from Continuing Operations Before Income Taxes	(4,740)	(154)	22,647	18,953	-	36,706
Income Tax Expense (Benefit)	(943)	(31)	3,678	3,701	-	6,405
Earnings (Loss) from Continuing Operations Including Noncontrolling Interests	(3,797)	(123)	18,969	15,252	-	30,301
Earnings Attributable to Noncontrolling Interests	-	-	-	(111)	-	(111)
Earnings (Loss) from Continuing Operations Attributable to Esterline, Net of Tax	(3,797)	(123)	18,969	15,141	-	30,190
Loss from Discontinued Operations Attributable to Esterline,	(541)	-	63	(1,215)	-	(1,693)

Net of Tax						
Equity in Net Earnings of						
Consolidated Subsidiaries	32,835	10,457	27	-	(43,319)	-
Net Earnings (Loss) Attributable to						
Esterline	$28,497	$10,334	$ 19,059	$ 13,926	$ (43,319)	$28,497
Comprehensive Income (Loss)	$(1,797)	$14,871	$ 19,728	$ (4,972)	$ (28,820)	$(990)

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the nine month period ended July 31, 2015.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	$-	$-	$ 668,970	$ 776,796	$ (3,125)	$ 1,442,641
Cost of sales	-	-	440,583	526,386	(3,125)	963,844
	-	-	228,387	250,410	-	478,797
Expenses						
Selling, general and administrative	-	71	113,087	173,208	-	286,366
Research, development & engineering	-	-	32,455	46,245	-	78,700
Restructuring charges	-	-	4,588	787	-	5,375
Other (income) expense	-	-	-	(12,744)	-	(12,744)
Total Expenses	-	71	150,130	207,496	-	357,697
Operating Earnings from Continuing Operations	-	(71)	78,257	42,914	-	121,100
Interest Income	(11,922)	(4,261)	(18,232)	(23,485)	57,453	(447)
Interest Expense	21,991	4,389	33,633	22,463	(57,453)	25,023
Loss on Extinguishment of Debt	207	-	-	122	-	329
Earnings (Loss) from Continuing Operations Before Income Taxes	(10,276)	(199)	62,856	43,814	-	96,195
Income Tax Expense (Benefit)	(2,052)	(40)	10,625	10,564	-	19,097
Earnings (Loss) from Continuing Operations Including Noncontrolling Interests	(8,224)	(159)	52,231	33,250	-	77,098
Earnings Attributable to Noncontrolling Interests	-	-	-	(218)	-	(218)
Earnings (Loss) from Continuing Operations Attributable to Esterline, Net of Tax	(8,224)	(159)	52,231	33,032	-	76,880
Loss from Discontinued Operations Attributable to Esterline,	(1,315)	-	(9,592)	(9,347)	-	(20,254)

Net of Tax						
Equity in Net Earnings of Consolidated Subsidiaries	66,165	31,991	140	-	(98,296)	-
Net Earnings (Loss) Attributable to Esterline	$56,626	$31,832	$ 42,779	$ 23,685	$ (98,296)	$56,626
Comprehensive Income (Loss)	$(95,254)	$25,408	$ 43,723	$ (109,270)	$ 27,761	$(107,632)

Condensed Consolidating Statement of Cash Flows for the nine month period ended July 31, 2015.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Cash Flows Provided (Used) by Operating Activities						
Net earnings (loss) including noncontrolling interests	$56,844	$31,832	$ 42,779	$ 23,685	$ (98,296)	$56,844
Depreciation & amortization	-	-	28,339	48,971	-	77,310
Deferred income taxes	(17,829)	-	16,243	(7,747)	-	(9,333)
Share-based compensation	-	5	3,722	4,891	-	8,618
Gain on release of non-income tax liability	-	-	-	(15,656)	-	(15,656)
Loss on assets held for sale	-	-	10,842	6,121	-	16,963
Working capital changes, net of effect of acquisitions:						
Accounts receivable	577	-	8,228	9,138	-	17,943
Inventories	-	-	(5,268)	(13,045)	-	(18,313)
Prepaid expenses	54	-	(918)	(1,724)	-	(2,588)
Other current assets	6	-	3	133	-	142
Accounts payable	1,095	-	(4,430)	(13,474)	-	(16,809)
Accrued liabilities	(2,286)	-	(12,976)	8,073	-	(7,189)
Federal and foreign income taxes	(7,342)	(51)	(2,522)	1,414	-	(8,501)
Other liabilities	3,608	-	(528)	163	-	3,243
Other, net	(28,400)	-	(42,771)	72,697	-	1,526
	6,327	31,786	40,743	123,640	(98,296)	104,200
Cash Flows Provided (Used) by Investing Activities						
Purchases of capital assets	(804)	-	(14,480)	(22,493)	-	(37,777)
Proceeds from sale of discontinued operations	-	-	32,053	-	-	32,053
Acquisition of businesses, net of cash acquired	-	-	-	(171,070)	-	(171,070)
	(804)	-	17,573	(193,563)	-	(176,794)

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Cash Flows Provided (Used) by Financing Activities						
Proceeds provided by stock issuance under employee stock plans	13,477	-	-	-	-	13,477
Excess tax benefits from stock option exercises	1,877	-	-	-	-	1,877
Shares repurchased	(259,518)	-	-	-	-	(259,518)
Repayment of long-term credit facilities	(235,000)	-	-	-	-	(235,000)
Repayment of long-term debt	(161,875)	-	(416)	(4,774)	-	(167,065)
Proceeds from issuance of long-term credit facilities	305,000	-	-	30,000	-	335,000
Proceeds from issuance of long-term debt	-	356,532	-	-	-	356,532
Proceeds from government assistance	-	-	-	3,054	-	3,054
Dividends paid to noncontrolling interests	-	-	-	-	-	-
Debt and other issuance costs	(2,333)	(5,880)	-	-	-	(8,213)
Net change in intercompany financing	333,610	(380,925)	(60,805)	9,824	98,296	-
	(4,762)	(30,273)	(61,221)	38,104	98,296	40,144
Effect of Foreign Exchange Rates on Cash and Cash Equivalents	1,059	(518)	827	(19,380)	-	(18,012)
Net Increase (Decrease) in Cash and Cash Equivalents	1,820	995	(2,078)	(51,199)	-	(50,462)
Cash and Cash Equivalents - Beginning of Year	14,634	-	3,454	220,056	-	238,144
Cash and Cash Equivalents -	$16,454	$995	$ 1,376	$ 168,857	$ -	$187,682

End of Period

Condensed Consolidating Balance Sheet as of October 31, 2014.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
ASSETS						
Current Assets						
Cash and cash equivalents	$14,634	$ -	$3,454	$220,056	$-	$238,144
Accounts receivable, net	610	-	143,158	236,121	-	379,889
Inventories	-	-	188,982	244,613	-	433,595
Income tax refundable	-	-	-	5,266	-	5,266
Deferred income tax benefits	31,486	-	(1,191)	18,384	-	48,679
Prepaid expenses	147	-	6,703	13,486	-	20,336
Other current assets	80	-	114	1,955	-	2,149
Current assets of businesses held for sale	-	-	26,800	14,646	-	41,446
Total Current Assets	46,957	-	368,020	754,527	-	1,169,504
Property, Plant & Equipment, Net	1,489	-	158,089	159,764	-	319,342
Goodwill	-	-	347,700	724,086	-	1,071,786
Intangibles, net	-	-	106,164	365,213	-	471,377
Debt issuance costs, net	4,134	-	-	161	-	4,295
Deferred income tax benefits	20,455	-	30	50,822	-	71,307
Other assets	130	-	7,502	6,547	-	14,179
Non-current assets of businesses held for sale	-	-	40,737	30,940	-	71,677
Amounts Due From (To) Subsidiaries	-	-	797,342	-	(797,342)	-
Investment in Subsidiaries	3,307,454	-	1,127,237	20,768	(4,455,459)	-
Total Assets	$3,380,619	$ -	$2,952,821	$2,112,828	$(5,252,801)	$3,193,467
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current Liabilities						
Accounts payable	$1,751	$ -	$36,905	$76,628	$-	$115,284
Accrued liabilities	20,178	-	93,168	149,190	-	262,536
Current maturities of long-term debt	8,750	-	349	3,675	-	12,774
Deferred income tax liabilities	76	-	8	1,689	-	1,773
Federal and foreign income taxes	(2,282)	-	(2,643)	6,496	-	1,571
Current liabilities of businesses held for sale	-	-	4,010	10,181	-	14,191
Total Current Liabilities	28,473	-	131,797	247,859	-	408,129

Credit Facilities	100,000	-	-	-	-	100,000
Long-Term Debt, Net	403,125	-	55,176	51,419	-	509,720
Deferred Income Tax Liabilities	58,615	-	(17,333)	107,883	-	149,165
Pension and Post-Retirement Obligations	18,683	-	1,226	42,784	-	62,693
Other Liabilities	16,762	-	3,944	26,178	-	46,884
Non-current liabilities of businesses held for sale	-	-	17,327	1,549	-	18,876
Amounts Due To (From) Subsidiaries	856,961	-	-	456,861	(1,313,822)	-
Shareholders' Equity	1,898,000	-	2,760,684	1,178,295	(3,938,979)	1,898,000
Total Liabilities and Shareholders' Equity	$3,380,619	$ -	$2,952,821	$2,112,828	$(5,252,801)	$3,193,467

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the three month period ended August 1, 2014.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	$-	$ -	$ 239,134	$ 268,860	$ (1,685)	$506,309
Cost of sales	-	-	150,139	180,768	(1,685)	329,222
	-	-	88,995	88,092	-	177,087
Expenses						
Selling, general and administrative	-	-	33,454	55,430	-	88,884
Research, development & engineering	-	-	10,932	13,327	-	24,259
Restructuring charges	-	-	2,577	828	-	3,405
Other (income) expense	-	-	-	-	-	-
Total Expenses	-	-	46,963	69,585	-	116,548
Operating Earnings from Continuing Operations	-	-	42,032	18,507	-	60,539
Interest Income	(3,837)	-	(1,948)	(13,931)	19,571	(145)
Interest Expense	5,777	-	6,832	14,827	(19,571)	7,865
Loss on Extinguishment of Debt	-	-	-	533	-	533
Earnings (Loss) from Continuing Operations Before Income Taxes	(1,940)	-	37,148	17,078	-	52,286
Income Tax Expense (Benefit)	(466)	-	8,449	4,420	-	12,403
Earnings (Loss) from Continuing Operations Including Noncontrolling Interests	(1,474)	-	28,699	12,658	-	39,883
Earnings Attributable to Noncontrolling Interests	-	-	-	(46)	-	(46)
Earnings (Loss) from Continuing Operations Attributable to Esterline, Net of Tax	(1,474)	-	28,699	12,612	-	39,837
Loss from Discontinued Operations Attributable to Esterline,	-	-	(787)	(142)	-	(929)

Net of Tax						
Equity in Net Earnings of						
Consolidated Subsidiaries	40,382	-	883	114	(41,379)	-
Net Earnings (Loss) Attributable to						
Esterline	$38,908	$ -	$ 28,795	$ 12,584	$ (41,379)	$38,908
Comprehensive Income (Loss)	$15,707	$ -	$ 26,224	$ (9,163)	$ (16,289)	$16,479

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the nine month period ended August 1, 2014.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	$-	$ -	$ 702,424	$ 804,889	$ (4,203)	$1,503,110
Cost of sales	-	-	446,042	534,224	(4,203)	976,063
	-	-	256,382	270,665	-	527,047
Expenses						
Selling, general and administrative	-	-	107,162	162,889	-	270,051
Research, development & engineering	-	-	35,245	40,196	-	75,441
Restructuring charges	-	-	6,898	3,381	-	10,279
Other (income) expense	-	-	-	-	-	-
Total Expenses	-	-	149,305	206,466	-	355,771
Operating Earnings from Continuing Operations	-	-	107,077	64,199	-	171,276
Interest Income	(11,588)	-	(5,886)	(42,303)	59,377	(400)
Interest Expense	18,350	-	20,619	45,332	(59,377)	24,924
Loss on Extinguishment of Debt	-	-	-	533	-	533
Earnings (Loss) from Continuing Operations Before Income Taxes	(6,762)	-	92,344	60,637	-	146,219
Income Tax Expense (Benefit)	(1,462)	-	20,686	12,191	-	31,415
Earnings (Loss) from Continuing Operations Including Noncontrolling Interests	(5,300)	-	71,658	48,446	-	114,804
Earnings Attributable to Noncontrolling Interests	-	-	-	(429)	-	(429)
Earnings (Loss) from Continuing Operations Attributable to Esterline, Net of Tax	(5,300)	-	71,658	48,017	-	114,375
Loss from Discontinued Operations Attributable to Esterline,	(343)	-	(3,645)	(4,497)	-	(8,485)

Net of Tax						
Equity in Net Earnings of						
Consolidated Subsidiaries	111,533	-	2,117	1,434	(115,084)	-
Net Earnings (Loss) Attributable to						
Esterline	$105,890	$ -	$ 70,130	$ 44,954	$ (115,084)	$105,890
Comprehensive Income (Loss)	$88,374	$ -	$ 68,693	$ 35,471	$ (106,376)	$86,162

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Condensed Consolidating Statement of Cash Flows for the nine month period ended August 1, 2014.

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Cash Flows Provided (Used) by Operating Activities						
Net earnings (loss) including noncontrolling interests	$ 106,319	$ -	$ 70,130	$ 44,954	$ (115,084)	$ 106,319
Depreciation & amortization	-	-	32,336	55,107	-	87,443
Deferred income taxes	(4,971)	-	(2)	(8,131)	-	(13,104)
Share-based compensation	-	-	4,248	5,585	-	9,833
Gain on release of non-income tax liability	-	-	-	-	-	-
Loss on assets held for sale	-	-	-	-	-	-
Working capital changes, net of effect of acquisitions:						
Accounts receivable	528	-	13,887	9,065	-	23,480
Inventories	-	-	(17,289)	(25,122)	-	(42,411)
Prepaid expenses	(52)	-	(1,913)	(4,237)	-	(6,202)
Other current assets	2	-	(1)	(100)	-	(99)
Accounts payable	117	-	3,585	(8,210)	-	(4,508)
Accrued liabilities	(10,486)	-	(1,534)	(4,438)	-	(16,458)
Federal and foreign income taxes	(4,462)	-	21,809	(25,330)	-	(7,983)
Other liabilities	5,415	-	95	(6,950)	-	(1,440)
Other, net	(497)	-	(10,962)	11,304	-	(155)
	91,913	-	114,389	43,497	(115,084)	134,715
Cash Flows Provided (Used) by Investing Activities						
Purchases of capital assets	(186)	-	(11,748)	(23,075)	-	(35,009)
Proceeds from sale of discontinued operations	-	-	-	-	-	-
Acquisition of businesses, net of cash acquired	-	-	(44,745)	-	-	(44,745)
	(186)	-	(56,493)	(23,075)	-	(79,754)

In Thousands	Parent	TA Mfg. Ltd.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Cash Flows Provided (Used) by Financing Activities						
Proceeds provided by stock issuance under employee stock plans	23,173	-	-	-	-	23,173
Excess tax benefits from stock option exercises	6,392	-	-	-	-	6,392
Shares repurchased	(5,176)	-	-	-	-	(5,176)
Repayment of long-term credit facilities	(40,000)	-	-	-	-	(40,000)
Repayment of long-term debt	(6,562)	-	(245)	(27,269)	-	(34,076)
Proceeds from issuance of long-term credit facilities	25,000	-	-	-	-	25,000
Proceeds from issuance of long-term debt	-	-	-	-	-	-
Proceeds from government assistance	-	-	-	3,362	-	3,362
Dividends paid to noncontrolling interests	-	-	-	(780)	-	(780)
Debt and other issuance costs	-	-	-	-	-	-
Net change in intercompany financing	(98,319)	-	(56,888)	40,123	115,084	-
	(95,492)	-	(57,133)	15,436	115,084	(22,105)
Effect of Foreign Exchange Rates on Cash and Cash Equivalents	(22)	-	(22)	(1,534)	-	(1,578)
Net Increase (Decrease) in Cash and Cash Equivalents	(3,787)	-	741	34,324	-	31,278
Cash and Cash Equivalents - Beginning of Year	7,826	-	4,876	166,476	-	179,178
Cash and Cash Equivalents -	$4,039	$ -	$ 5,617	$ 200,800	$ -	$210,456

End of Period

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We operate our businesses in three segments: Avionics & Controls, Sensors & Systems and Advanced Materials. Our segments are structured around our technical capabilities. Sales in all segments include domestic, international, defense and commercial customers.

The Avionics & Controls segment includes avionics systems, control and communication systems, and interface technologies capabilities. Avionics systems designs and develops cockpit systems integration and avionics solutions for commercial and military applications. Control and communication systems designs and manufactures technology interface systems for military and commercial aircraft and land- and sea-based military vehicles. Additionally, control and communication systems designs and manufactures military audio and data products for severe battlefield environments and communication control systems to enhance security and aural clarity in military applications. Defense, aerospace and training display (DAT), which will be integrated into our avionics systems and control and communication systems capabilities develops and manufactures visualization solutions for a variety of demanding defense and commercial aerospace applications. Interface technologies manufactures and develops custom control panels, input systems for medical, industrial, military and gaming industries.

The Sensors & Systems segment includes power systems, connection technologies and advanced sensors capabilities. Power systems develops and manufactures electrical power switching and other related systems, principally for aerospace and defense customers. Connection technologies develops and manufactures highly engineered connectors for harsh environments and serves the aerospace, defense & space, power generation, rail and industrial equipment markets. Advanced sensors develops and manufactures high precision temperature and pressure sensors for aerospace and defense customers.

The Advanced Materials segment includes engineered materials and defense technologies capabilities. Engineered materials develops and manufactures thermally engineered components and high-performance elastomer products used in a wide range of commercial aerospace and military applications. Defense technologies develops and manufactures combustible ordnance components and warfare countermeasure devices for military customers.

Our current business and strategic plan focuses on the continued development of our products principally for aerospace and defense markets. We are concentrating our efforts to expand our capabilities in these markets and to anticipate the global needs of our customers and respond to such needs with comprehensive solutions. These efforts focus on continuous research and new product development, acquisitions and strategic realignments of operations to expand our capabilities as a more comprehensive supplier to our customers across our entire product offering. Our business has been impacted by reductions in defense spending.

On January 31, 2015, we acquired the DAT business of Belgium-based Barco N.V. (Barco) for €150 million net of acquired cash, or approximately $171 million in cash. A working capital adjustment of approximately $15 million was paid by Barco subsequent to July 31, 2015. We financed the acquisition primarily using international cash reserves, with the balance funded by borrowings under our existing credit facility. DAT develops and manufactures visualization solutions for a variety of demanding defense and commercial aerospace applications. DAT employs roughly 600 people in Belgium, France, Israel, Singapore and the U.S. The display business is included in our Avionics & Controls segment. We incurred a $2.9 million foreign currency exchange loss in funding the acquisition at the end of the first fiscal quarter of 2015. We estimate that DAT will break even in fiscal 2015, excluding integration and purchase accounting expenses and the above referenced foreign currency loss.

In September 2014, our board of directors approved a plan to sell certain non-core business units including Eclipse Electronic Systems, Inc. (Eclipse), a manufacturer of embedded communication intercept receivers for signal intelligence applications; Wallop Defence Systems, Ltd. (Wallop), a manufacturer of flare countermeasure devices; Pacific Aerospace and Electronics Inc. (PA&E), a manufacturer of hermetically sealed electrical connectors; and a small distribution business. These business units are reported as discontinued operations for all periods presented. Based upon the estimated fair values, we incurred an estimated after-tax loss of $49.5 million in the fourth quarter of fiscal 2014 on the assets held for sale in discontinued operations. During the first nine months of fiscal 2015 and 2014, we incurred a loss on discontinued operations of $20.3 million and $8.5 million, respectively. On June 5, 2015, we sold Eclipse for approximately $10 million. We retained ownership of the land, building and building improvements, which are being held for sale. In addition, on July 20, 2015, we sold PA&E for approximately $22 million. The selling price for both businesses is subject to customary working capital adjustments.

On June 19, 2014, our board of directors approved a share repurchase program and authorized the repurchase of up to $200 million of outstanding shares of common stock. In March 2015, our board of directors authorized an additional $200 million for repurchase of outstanding shares of common stock under the program. Under the program, the Company is authorized to repurchase up to $400 million of the outstanding shares of common stock from time to time, depending on market conditions, share price and other factors. During fiscal 2014, we repurchased 269,228 shares under this program at an average price paid per share of $112.40, for an aggregate purchase price of $30.3 million. During the first nine months of fiscal 2015, we repurchased 2,562,122 shares under this program at an average price paid per share of $101.29, for an aggregate purchase price of $259.5 million.

In March 2014, we entered into a Consent Agreement with the U.S. Department of State's Directorate of Defense Trade Controls Office of Defense Trade Controls Compliance (DDTC) to resolve alleged International Traffic in Arms Regulations (ITAR) civil violations. Among other things, the Consent Agreement requires us to pay a $20 million penalty, of which $10 million was suspended and eligible for offset credit based upon verified expenditures for past and future remedial actions, and to continue to implement ongoing compliance remedial measures and to implement additional remedial measures related to ITAR compliance activities. As a result of these remedial measures, remedial compliance expense was $15 million in the first nine months of fiscal 2015 compared with $7 million in the same period in fiscal 2014. More information about the Consent Agreement is set forth in Note 9 to the Consolidated Financial Statements included in Part 1, Item 1 of this report.

On December 20, 2013, we acquired Sunbank Family of Companies, LLC (Sunbank) for $51.7 million. The purchase price included $5 million in additional contingent consideration based upon achievement of certain sales levels over a two-year period. Sunbank is a manufacturer of electrical cable accessories, connectors and flexible conduit systems. Sunbank is included in the Sensors & Systems segment.

On December 5, 2013, we announced the acceleration of our plans to consolidate certain facilities and create cost efficiencies through shared services in sales, general and administrative and support functions. For fiscal 2014 and 2015 our integration activities are expected to result in aggregate charges and expenses of $35 million. Total restructuring expenses were $20.4 million in fiscal 2014. Restructuring expenses in fiscal 2014 were mainly comprised of $5.7 million in severance and $11.9 million in exit and relocation of facilities expenses, and a $2.8 million loss on the write off of certain property, plant and equipment. Total restructuring expenses in the first nine months of fiscal 2015 were $10.1 million, of which $5.4 million was reported separately as restructuring expenses and $4.7 million was reported as cost of goods sold. Total restructuring expenses in the first nine months of fiscal 2014 were $14.3 million, of which $10.3 million was reported separately as restructuring expenses and $4.0 million was reported as cost of goods sold. Expense savings were $11.5 million in the first nine months of fiscal 2015.

For further explanation about changes in sales and gross margin in the third fiscal quarter of 2015 over the prior year period, please see the table at the end of the Overview section for a roll forward presentation of sales and gross margin.

Total sales for the third fiscal quarter decreased by $10.1 million, or 2.0%, over the prior-year period. Sales decreased $23 million due to the effect of a weakening Canadian dollar, U.K. pound and euro compared with the prior-year period. Additionally, sales decreased $5 million due the impact of the settlement of forward foreign currency contracts qualifying under hedge accounting. These decreases were partially offset by $32 million in incremental sales from the DAT acquisition. Excluding the foreign currency exchange effects and the other items listed in the roll forward, sales volume decreased $14 million compared with the prior-year period and was mainly due to lower demand for Avionics & Controls and Advanced Materials segment products.

Consolidated gross margin was 34.2% in the third fiscal quarter of 2015 compared with 35.0% in the prior-year period. Gross margin in the third quarter of fiscal 2015 was impacted by lower sales volume and mix of Avionics & Controls and Advanced Materials. Additionally, Avionics & Controls gross margin was impacted by an inventory fair value adjustment due to the shipment of acquired DAT inventory recorded at fair value. Sensors & Systems segment gross margin improved over the prior-year period on stronger sales mix.

Selling, general and administrative expense increased by $3.1 million and by 0.9 percentage points over the prior-year period to 18.5% of sales, reflecting incremental selling, general and administrative expenses from the acquisition of DAT of $8.9 million and a $7.9 million increase in corporate expense, mainly due to increased expenses for compliance activities. These increases were partially offset by the favorable translation effects of foreign currencies.

Research, development and engineering spending increased by $5.0 million over the prior-year period to 5.9% of sales due to incremental research, development and engineering expenses from the acquisition of DAT of $7.7 million, partially offset by lower spending for Avionics & Controls research, development and engineering.

The income tax rate was 17.4% in the third fiscal quarter of 2015 compared with 23.7% in the prior-year period, mainly reflecting certain discrete tax benefits and additional tax benefits resulting from DAT operating losses.

Earnings from continuing operations in the third fiscal quarter of 2015 were $30.2 million, or $0.97 per diluted share, compared with $39.8 million, or $1.22 per diluted share, in the prior-year period. Loss from discontinued operations in the third fiscal quarter of 2015 was $1.7 million, or $0.05 per diluted share, compared with $0.9 million, or $0.03 per diluted share, in the prior-year period. Net income in the third fiscal quarter was $28.5 million, or $0.92 per diluted share, compared with $38.9 million, or $1.19 per diluted share, in the prior-year period.

For further explanation about changes in sales and gross margin for the first nine months of fiscal 2015 over the prior year period, please see the table at the end of the Overview section for a roll forward presentation of sales and gross margin.

Sales for the first nine months of fiscal 2015 decreased $60 million, or 4.0%, over the prior-year period. Sales decreased $55 million due to effects of a weakening Canadian dollar, U.K. pound and euro compared with the prior-year period. Additionally, sales decreased $15 million due to the settlement of forward foreign currency contracts qualifying under hedge accounting. These decreases were partially offset by $62 million in incremental sales from the DAT acquisition. Excluding the foreign currency exchange effects and the other items noted in the roll forward, sales volume decreased $53 million compared with the prior-year period and was due to lower demand across all three segments.

Consolidated gross margin was 33.2% in the first nine months of fiscal 2015 compared with 35.1% in the prior-year period. Gross margin was mainly impacted by the effect of weakening foreign currencies, an unfavorable estimate at completion (EAC) for certain long-term development contracts, and the impact from the settlement of our foreign currency forward contracts in the period. Additionally, gross margin was impacted by an inventory fair value adjustment due to the shipment of acquired DAT inventory recognized at fair value. Gross margin was also impacted by unfavorable sales mix at Avionics & Controls and Advanced Materials.

Selling, general and administrative expense increased by $16.3 million and by 1.9 percentage points over the first nine months of fiscal 2014 to 19.9% of sales, reflecting incremental selling, general and administrative expenses from the DAT acquisition of $17.8 million and increased corporate expenses of $16.7 million, partially offset by a decrease in segment selling, general and administrative expense. The increase in corporate expense was mainly due to increased expenses for compliance activities. The decrease in segment selling, general and administrative expense was principally due to the effect of translating selling, general and administrative expenses denominated in non-U.S. functional currencies to the U.S. dollar.

Research, development and engineering spending increased by $3.3 million over the first nine months of fiscal 2014 to 5.5% of sales. The increase in research, development and engineering spending principally reflects incremental research, development and engineering expense from the DAT acquisition of $11.4 million, partially offset by lower spending on Avionics & Controls developments.

During the first nine months of fiscal 2015, we recognized a $15.7 million gain in other income and a $2.4 million reduction in interest expense upon the lapse of a statutory period related to a liability for a non-income tax position of an acquired company. In addition, we incurred a $2.9 million loss in other income on foreign currency exchange resulting from the funding of the acquisition of DAT.

The income tax rate was 19.9% in the first nine months of fiscal 2015 compared to 21.5% in the prior-year period, mainly reflecting additional tax benefits resulting from DAT operating losses.

Earnings from continuing operations in the first nine months of fiscal 2015 were $76.9 million, or $2.44 per diluted share, compared with $114.4 million, or $3.53 per diluted share, in the prior-year period. Loss from discontinued operations in the first nine months of fiscal 2015 was $20.3 million, or $0.64 per diluted share, compared with $8.5 million, or $0.26 per diluted share, in the prior-year period. Net income in the first nine months of fiscal 2015 was $56.6 million, or $1.80 per diluted share, compared with $105.9 million, or $3.27 per diluted share, in the prior-year period.

Cash flows from operating activities were $104.2 million in the first nine months of fiscal 2015 compared with $134.7 million in the prior-year period. The decrease in cash flow from operating activities reflected lower net earnings, partially offset by lower cash payments for interest and income taxes compared to the prior-year period.

Our sales, gross margin and earnings results for the three month and nine month period ended July 31, 2015, compared with the three month and nine month period ended August 1, 2014, included a number of significant items which are summarized in the tables below.

The following is a roll forward of sales and gross margin from the three month period ending August 1, 2014, to the three month period ending July 31, 2015:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Total
Sales:				
Three month period ended August 1, 2014	$192,860	$192,246	$121,203	$506,309
Foreign currency gain (loss)	(1,895)	(17,985)	(2,805)	(22,685)
Forward contract gain (loss)	(2,756)	(2,449)	-	(5,205)
Acquired DAT business	31,885	-	-	31,885
Sales volume	(12,627)	3,718	(5,178)	(14,087)
Three month period ended July 31, 2015	$207,467	$175,530	$113,220	$496,217
Gross Margin:				
Three month period ended August 1, 2014	71,565	63,619	41,903	177,087
Foreign currency gain (loss)	2,424	(2,732)	(788)	(1,096)
Forward contract gain (loss)	(2,756)	(2,449)	-	(5,205)
Acquired DAT business	15,661	-	-	15,661
Volume/mix	(9,334)	2,961	(6,667)	(13,040)
DAT inventory fair value adjustment	(2,720)	-	-	(2,720)
Inventory reserves and EAC adjustment	(878)	-	-	(878)
Other	(3,185)	1,218	1,954	(13)
Three month period ended July 31, 2015	$70,777	$62,617	$36,402	$169,796

The following is a roll forward of sales and gross margin from the nine month period ending August 1, 2014, to the nine month period ending July 31, 2015:

In Thousands	Avionics & Controls	Sensors & Systems	Advanced Materials	Total
Sales:				
Nine month period ended August 1, 2014	$571,366	$579,131	$352,613	$1,503,110
Foreign currency gain (loss)	(1,724)	(45,350)	(7,493)	(54,567)
Forward contract gain (loss)	(8,684)	(6,814)	-	(15,498)
Acquired DAT business	62,496	-	-	62,496
Sales volume	(28,920)	(11,356)	(12,624)	(52,900)
Nine month period ended July 31, 2015	$594,534	$515,611	$332,496	$1,442,641
Gross Margin:				
Nine month period ended August 1, 2014	211,935	194,566	120,546	527,047
Foreign currency gain (loss)	6,290	(6,875)	(2,062)	(2,647)
Forward contract gain (loss)	(8,684)	(6,814)	-	(15,498)
Acquired DAT business	24,220	-	-	24,220

Volume/mix	(20,368)	26	(12,683)	(33,025)
DAT inventory fair value adjustment	(5,444)	-	-	(5,444)
Inventory reserves and EAC adjustment	(10,167)	(500)	-	(10,667)
Other	(7,011)	1,438	384	(5,189)
Nine month period ended July 31, 2015	$190,771	$181,841	$106,185	$478,797

Results of Operations

For further explanation, please see the roll forward table of sales and