Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ESCO TECHNOLOGIES INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 101

1c Effective date of plan 10/01/1990

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
ESCO TECHNOLOGIES INC.

9900A CLAYTON ROAD
ST. LOUIS, MO 63124

2b Employer Identification Number (EIN) 43-1554045

2c Sponsor's telephone number 314-213-7200

2d Business code (see instructions) 335900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/16/2012	DEBORAH HANLON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ESCO TECHNOLOGIES INC.

9900A CLAYTON ROAD
ST. LOUIS, MO 63124

3b Administrator's EIN
43-1554045

3c Administrator's telephone number
314-213-7200

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1945
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	478
b	Retired or separated participants receiving benefits	**6b**	497
c	Other retired or separated participants entitled to future benefits	**6c**	896
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1871
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	58
f	Total. Add lines **6d** and **6e**	**6f**	1929
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ESCO TECHNOLOGIES INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500.
ESCO TECHNOLOGIES INC.

D Employer Identification Number (EIN)
43-1554045

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
42-0127290	61271	610273	0	10/01/2010	02/01/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	0
d	Total of balance and additions (add **b** and **c(6)**)			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			**7f**	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ESCO TECHNOLOGIES INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ESCO TECHNOLOGIES INC.

D Employer Identification Number (EIN)
43-1554045

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 10 Day 01 Year 2010

2	Assets:			
	a Market value		**2a**	52563890
	b Actuarial value		**2b**	51635389
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	526	27461257
	b For terminated vested participants	**3b**	924	17906927
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		469829
	(2) Vested benefits	**3c(2)**		17973384
	(3) Total active	**3c(3)**	495	18443213
	d Total	**3d**	1945	63811397
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.39 %
6	Target normal cost		**6**	400000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

07/02/2012
Signature of actuary — Date

RANDALL K. LYNN — 11-03145
Type or print name of actuary — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA, INC. — 314-719-5900
Firm name — Telephone number (including area code)

101 SOUTH HANLEY
ST. LOUIS, MO 63105-3411
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1964500	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	1964500	0
10	Interest on item 9 using prior year's actual return of 10.01 %	196646	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		1972358
b	Interest on (a) using prior year's effective rate of 6.68 %		131754
c	Total available at beginning of current plan year to add to prefunding balance		2104112
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	1574875	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	586271	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.24 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/13/2011	610000	0			
04/14/2011	610000	0			
07/14/2011	610000	0			
10/13/2011	610000	0			
06/13/2012	2000000	0			
			Totals ► 18(b)	4440000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4142944

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.05 %	6.47 %	6.65 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 3

22 Weighted average retirement age **22** 63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☒ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) **31** 400000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	12762279	2508448
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33) **34** 2908448

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) **36** 2908448

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 4142944

38 Interest-adjusted excess contributions for current year (see instructions) **38** 1234496

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0

40 Unpaid minimum required contribution for all years **40** 0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan	**B** Three-digit plan number (PN) ▶	
ESCO TECHNOLOGIES INC. RETIREMENT PLAN		101

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
ESCO TECHNOLOGIES INC.	43-1554045

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HEWITT ENNISKNUPP, INC.

36-3109431

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50 15 17	NONE	164483	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

THE COMMERCE TRUST COMPANY

43-1795601

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 99 28 50	NONE	73098	Yes [X] No [ ]	Yes [ ] No [X]	13365	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

HEWITT ENNISKNUPP, INC.

36-3109431

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 21 52	NONE	70404	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50 64	NONE	25423	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

MAYER HOFFMAN MCCANN, P.C.

43-1947695

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	12900	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE COMMERCE TRUST COMPANY	59	13365

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THE COMMERCE TRUST CO-MONEY MKT FD 43-1795601	SERVICING FEES BASED ON BASIS POINT RANGES FROM 0.05% TO 0.09% OF MONTHLY MARKET VALUE.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ESCO TECHNOLOGIES INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 101

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ESCO TECHNOLOGIES INC.

D Employer Identification Number (EIN)
43-1554045

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL REAL ESTATE FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-005	C	2272123

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP EQUITY FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-001	C	7567291

a Name of MTIA, CCT, PSA, or 103-12 IE: NON U.S. EQUITY FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-003	C	7763852

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL AND MID CAP EQUITY FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-002	C	7477767

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD BOND FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-004	C	3327066

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERMEDIATE CREDIT BOND FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-008	C	10590447

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG CREDIT BOND FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-007	C	10954059

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL MIDCAP VALUE III SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-022	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL INTL EMERG MARKETS SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-013	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LGCAP GROWTH SEP ACCT-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-018	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL U.S. PROPERTY SEP ACCT-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL BOND AND MORTGAGE SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-005	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LGCAP S&P 500 INDEX SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-016	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL INTL I SEPARATE ACCT-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-048	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL MIDCAP GROWTH III SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL GROWTH SEP ACCT-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-064	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LARGECAP GROWTH I SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-066	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LARGECAP VALUE III SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-068	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL SMALLCAP GROWTH II SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-071	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL FIN GRP, INC. STOCK SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-086	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL REAL ESTATE SECS SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-095	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL SMALLCAP VALUE II SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-096	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LARGECAP VALUE I SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-098	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL HIGH YIELD I SEP ACCT-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-101	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL INFLATION PROTECT SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-099	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL CORE PLUS BOND I SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-115	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL INTL VALUE I SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-116	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ESCO TECHNOLOGIES INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500
ESCO TECHNOLOGIES INC.

D Employer Identification Number (EIN)
43-1554045

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3400000	2610000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	109462	1
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	507575
(2) U.S. Government securities	1c(2)	4389081	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	6391112	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	6253800	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	0	49952605
(10) Value of interest in pooled separate accounts	1c(10)	14326078	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	15593096	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	576674	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	51039303	53070181
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	7242	44674
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	7242	44674
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	51032061	53025507

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	4440000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4440000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)	-327010	
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	446633	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		119623
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	201448	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		201448
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	92034	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		92034

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-4747395
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1710209
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3894109
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5710028
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3209635	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3209635
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	275904	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	70404	
(4) Other	2i(4)	160639	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		506947
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3716582
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1993446
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MAYER HOFFMAN MCCANN, P.C. (2) EIN: 43-1947695

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
ESCO TECHNOLOGIES INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500
ESCO TECHNOLOGIES INC.

D Employer Identification Number (EIN)
43-1554045

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 43-6334070

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 1

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 46.0% Investment-Grade Debt: 43.0% High-Yield Debt: 6.0% Real Estate: 4.0% Other: 1.0%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☒ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended September 30, 2011 and 2010

Mayer Hoffman McCann P.C.
An Independent CPA Firm

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St. Louis, Missouri 63141
314-968-6649 ph
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the

ESCO TECHNOLOGIES INC. RETIREMENT PLAN:

We were engaged to audit the statements of net assets available for benefits of the ESCO Technologies Inc. Retirement Plan (the "Plan") as of September 30, 2011 and 2010, and the statements of changes in net assets available for benefits for the years then ended and the statements of accumulated plan benefits as of October 1, 2010 and 2009, and the statements of changes in accumulated plan benefits for the years then ended and the supplemental schedule of assets (held at end of year) as of September 30, 2011, the supplemental schedule of reportable transactions for the year ended September 30, 2011, and the supplemental schedule of assets (acquired and disposed of within year) for the year ended September 30, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Commerce Bank, N.A. and Principal Life Insurance Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of and for the years ended September 30, 2011 and 2010, that the information provided to the plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mayer Hoffman McCann P.C.

St. Louis, Missouri
July 9, 2012

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2011 and 2010

	2011	2010
ASSETS		
Investments		
Common/collective trusts	$ 49,952,605	$ -
Mutual funds	-	20,980,406
Pooled separate accounts	-	14,326,078
Federal government obligations	-	4,389,081
Corporate and foreign bonds	-	6,391,112
Municipal bonds	-	576,674
Cash equivalents	507,575	866,490
	50,460,180	47,529,841
Receivables		
Employer contributions	2,610,000	3,400,000
Accrued interest receivable	1	109,462
	2,610,001	3,509,462
TOTAL ASSETS	53,070,181	51,039,303
LIABILITIES		
Accrued expenses	44,674	7,242
TOTAL LIABILITIES	44,674	7,242
NET ASSETS AVAILABLE FOR BENEFITS	$ 53,025,507	$ 51,032,061

See Notes to Financial Statements

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended September 30, 2011 and 2010

	2011	2010
ADDITIONS		
Investment income:		
Net appreciation in fair value of investments	$ 621,947	$ 3,695,520
Interest	446,633	628,391
Dividends	201,448	365,649
	1,270,028	4,689,560
Employer contributions	4,440,000	4,700,000
TOTAL ADDITIONS	5,710,028	9,389,560
DEDUCTIONS		
Benefits paid to participants	3,209,635	2,825,559
Administrative expenses	506,947	464,030
TOTAL DEDUCTIONS	3,716,582	3,289,589
NET INCREASE BEFORE ASSET TRANSFER IN	1,993,446	6,099,971
ASSET TRANSFER IN	-	13,568,903
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	51,032,061	31,363,187
END OF YEAR	$ 53,025,507	$ 51,032,061

See Notes to Financial Statements

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

STATEMENTS OF ACCUMULATED PLAN BENEFITS

October 1, 2010 and 2009

	2010	2009
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:		
Vested benefits:		
Participants currently receiving benefits	$ 29,945,403	$ 27,398,786
Other participants	45,476,863	42,129,985
Total vested benefits	75,422,266	69,528,771
Nonvested benefits	452,314	891,525
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	$ 75,874,580	$ 70,420,296

See Notes to Financial Statements

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Years Ended October 1, 2010 and 2009

	2010	2009
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, BEGINNING OF YEAR	$ 70,420,296	$ 40,328,286
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTABLE TO:		
Doble plan merger	-	18,950,041
Benefits accumulated	(318,172)	121,387
Interest due to decrease in the discount period	3,796,453	2,848,299
Benefits paid	(2,825,559)	(1,911,674)
Changes in plan assumptions	4,801,562	10,083,957
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, END OF YEAR	$ 75,874,580	$ 70,420,296

See Notes to Financial Statements

(1) Description of plan

The following description of the ESCO Technologies Inc. Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document or Summary Plan Description for a more complete description of the Plan's provisions, which are available from the plan administrator.

General – The Plan was adopted effective October 1, 1990 and is a defined benefit noncontributory pension plan. The Plan is sponsored by ESCO Technologies Inc. (the Company) covering certain employees at Aclara Technologies LLC; Comtrak Technologies, L.L.C.; Doble Engineering Company (effective October 1, 2009); ETS-Lindgren L.P.; PTI Advanced Filtration Inc.; PTI Technologies Inc.; Rantec Power Systems Inc.; VACCO Industries; and employees at the corporate headquarters of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Except as described below, Commerce Bank, N.A. (Commerce) serves as the trustee of the Plan.

Transfer in – The Company acquired Doble Engineering Company on November 30, 2007. As a result, effective October 1, 2009, net assets of the Doble Engineering Company Retirement Income Plan (the Doble Plan) of $13,568,903 were transferred into the Plan. Principal Life Insurance Company (Principal) served as the trustee for these assets, which were all pooled separate accounts, through June 15, 2011. At that time, Commerce became the trustee of those assets.

Contributions – The Company's funding policy is to contribute an amount equal to the minimum required contribution under ERISA. The Company may increase its contribution above the minimum if appropriate based on its tax and cash position and the Plan's funded position. The required minimum contribution for the years ended September 30, 2011 and 2010 were $3,068,707 and $2,564,764, respectively. The Company made contributions of $4,440,000 and $4,700,000 for the years ended September 30, 2011 and 2010, respectively.

Vesting – The Plan provides for participants to become fully vested in their benefits after five years of vesting service.

Retirement benefits – The Plan was amended to freeze benefit accruals (for both pay and pension credited service) at December 31, 2008 for Doble Engineering Company participants and December 31, 2003 for all other subsidiaries.

Under terms of the Plan, participants are eligible for monthly benefit payments upon reaching the normal retirement age. Monthly benefit payments are determined by application of a benefit formula times the participant's years of pension credited service. The Plan contains provisions for early retirement, postponed retirement, death and automatic survivor benefits.

Terminated participants may elect, after attaining the age required by the Plan, with ten years of vesting service, to begin receiving the benefits provided under the terms of the Plan based on the participants' pension credited service.

(1) Description of plan (continued)

Death and disability benefits – If a participant dies after becoming vested, the participant's surviving spouse shall be paid an annuity for the life of the surviving spouse equal to 50% of the participant's retirement commencing at the date the participant would have become eligible for retirement benefit had the participant lived.

Active employees who become totally disabled receive monthly disability benefits as described in the Plan document. Disability benefits are paid until normal retirement age at which time disabled participants begin receiving normal retirement benefits computed as though they had been employed to normal retirement age.

(2) Summary of significant accounting policies

Basis of accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Use of estimates – The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Accordingly, actual results may differ from those estimates.

New accounting pronouncements – The following new accounting pronouncements were adopted during the year ended September 30, 2011:

Fair value disclosures – In January 2010, the Financial Accounting Standards Board (FASB) issued guidance which expanded the required disclosures about fair value measurements. This guidance requires information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level 3 fair value measurements and is effective for fiscal years beginning after December 15, 2010. Net assets available for benefits and changes in net assets available for benefits of the Plan were not affected by the adoption of the new guidance.

Fair value measurements – In May 2011, the FASB issued guidance which amends Accounting Standards Codification (ASC) 820. This guidance requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, it provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The guidance requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The Company is currently evaluating the impact that this guidance will have on the Plan's financial statement disclosures.

(2) Summary of significant accounting policies (continued)

Investment valuation and income recognition – Investments are reported at fair value. Fair value is 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. See Note 5 for discussions of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of benefits – Benefits are recorded when paid.

Administrative expenses – Administrative expenses are generally paid directly from Plan assets.

Funds allocated for retirement benefits – Funds allocated and applied to purchase annuities from Principal were excluded from the Plan's assets at September 30, 2010. Principal was unconditionally obligated to pay benefits to named retirees or their beneficiaries under these annuity contracts. The actuarial present value of retirement benefits related to the funds allocated was $1,569,214 at September 30, 2010. On April 29, 2011, the Plan paid $1,832,304 to fund this liability. As such, there are no allocated funds as of September 30, 2011.

Actuarial present value of accumulated plan benefits – Accumulated plan benefits are those future payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service, which employees have rendered to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants with vested rights or their beneficiaries, (b) beneficiaries of vested participants who have died, and (c) present employees or their beneficiaries based upon service rendered to the evaluation date.

The actuarial present value of accumulated plan benefits was determined by the Plan's consulting actuaries and is that amount which results from applying actuarial assumptions to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of October 1, 2010 and 2009 are as follows:

(2) Summary of significant accounting policies (continued)

	October 1, 2010	October 1, 2009
Mortality:	IRS 2010 Mortality Table	IRS 2009 Mortality Table
Average retirement age:	63	63
Discount rate:	5.00%	5.50%
Rate of return on assets:	8.00%	8.00%
Salary increase rate:	Due to the benefit freeze, the salary increase assumption is no longer applicable	

The foregoing assumptions are based on the presumption that the Plan will continue. Actual results may differ from assumptions used. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits. The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements. The discount rate for benefit obligations was changed from 5.50% to 5.00%. The rate of return on assets remained 8.00%. A salary increase rate is no longer applicable due to the benefit freeze. The current liability interest rate continued to be based on segment rates. These changes have been reflected in the statements of changes in accumulated plan benefits as “changes in plan assumptions” for the year ended October 1, 2010. There were similar assumption changes with respect to the October 1, 2009 valuation.

(3) Investments

The following presents investments that represent 5% or more of the Plan's net assets:

	September 30, 2011	September 30, 2010
SSGA S&P 500 Index Institutional Fund	$ -	$ 14,726,606
iShares Russell Midcap Growth Index Fund	-	3,288,120
iShares MSCI EAFE Index Fund	-	2,965,680
Aon Hewitt Group Trust Large Cap Equity Fund	7,567,292	-
Aon Hewitt Group Trust Non U.S. Equity Fund	7,763,852	-
Aon Hewitt Group Trust Small & Mid Cap Equity Fund	7,477,767	-
Aon Hewitt Group Trust Intermediate Credit Bond Fund	10,590,446	-
Aon Hewitt Group Trust Long Credit Bond Fund	10,954,059	-
Aon Hewitt Group Trust High Yield Bond Fund	3,327,066	

(3) Investments (continued)

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $621,947 and $3,695,520, respectively, as follows:

	Years Ended September 30,	
	2011	2010
Mutual funds	$ 3,894,109	$ 1,597,333
Pooled separate accounts	1,802,243	1,513,192
Corporate, foreign and municipal bonds and federal government obligations	(327,010)	584,995
Common/collective trusts	(4,747,395)	-
	$ 621,947	$ 3,695,520

(4) Information prepared and certified by the trustees

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Commerce, one of the trustees of the Plan for the year ended September 30, 2011, has certified the following data included in the accompanying financial statements and supplemental schedules is complete and accurate with respect to investments as of September 30, 2011 and for the year ended September 30, 2011:

- Investments at fair value
- Net appreciation in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

In addition, Principal one of the trustees of the Plan for the year ended September 30, 2011, has certified net appreciation in fair value of investments and interest and dividends from October 1, 2010 through June 15, 2011 related to the Doble Plan assets.

Commerce and Principal, the trustees of the Plan for the year ended September 30, 2010, has certified that the following data included in the accompanying financial statements and supplemental schedules in complete and accurate with respect to investments as of September 30, 2010 and for the year ended September 30, 2010:

- Investments at fair value
- Net appreciation in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

(5) Fair value measurements

FASB ASC 820*, Fair Value Measurements and Disclosures* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 — Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 — Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; inputs other than quoted market prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2011 and 2010.

Common/collective trusts: The Plan holds units of various Aon Hewitt Group Trust Funds (AHGT) offered through a private placement. The units are valued daily using the net asset value (NAV). The NAVs are based on the fair value of each fund's underlying investments.

- *Level 1* – Assets are priced using quotes for trades occurring in active markets for the identical asset.

- *Level 2* – Assets are priced using observable inputs for the asset (for example, interest rate and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).

Mutual funds: Valued at the NAV of shares held by the Plan at year end.

Pooled separate accounts: Valued at estimated fair value as determined by the issuer of the pooled separate account based on fair market value of the underlying investments.

(5) Fair value measurements (continued)

Fixed income investments:

- *Federal government obligations*: Valued at the closing price reported in the active market in which the individual security is traded.

- *Corporate and foreign bonds and municipal bonds*: Certain bonds are valued at the closing price reported in the active market in which the bond is traded. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

The preceding methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2011 and 2010:

		Investments at Fair Value as of September 30, 2011			
		Level 1	Level 2	Level 3	Total
Common/collective trusts:					
Fixed income investments					
Intermediate credit bond fund	*	$ 693,504	$ 9,896,942	$ -	$ 10,590,446
Long credit bond fund	*	23,137	10,930,922	-	10,954,059
High yield bond fund	*	51,419	3,275,647	-	3,327,066
					-
Equity					-
Small/mid U.S. equity	*	7,002,628	475,139	-	7,477,767
Large U.S. equity	*	7,186,938	380,354	-	7,567,292
International equity	*	7,229,266	534,586	-	7,763,852
					-
Real estate	*	2,141,677	130,446	-	2,272,123
		24,328,569	25,624,036	-	49,952,605
Cash equivalents		507,575	-	-	507,575
Total investments at fair value		$ 24,836,144	$ 25,624,036	$ -	$ 50,460,180

(5) Fair value measurements (continued)

		Investments at Fair Value as of September 30, 2010			
		Level 1	Level 2	Level 3	Total
Mutual funds:					
Index funds		$ 17,692,286	$ -	$ -	$ 17,692,286
Growth funds		3,288,120	-	-	3,288,120
		20,980,406	-	-	20,980,406
Pooled separate accounts:					
Large U.S. equity	*	-	5,436,098	-	5,436,098
Small/Mid U.S. equity	*	-	1,462,368	-	1,462,368
International equity	*	-	1,992,988	-	1,992,988
Fixed income	*	-	4,442,151		4,442,151
Real estate	*	-	-	655,899	655,899
Stock	*	-	336,574	-	336,574
		-	13,670,179	655,899	14,326,078
Fixed income investments:					
Federal government obligations		-	4,389,081	-	4,389,081
Corporate and foreign bonds		-	6,391,112	-	6,391,112
Municipal bonds		-	576,674	-	576,674
		-	11,356,867	-	11,356,867
Cash equivalents		866,490	-	-	866,490
Total investments at fair value		$ 21,846,896	$ 25,027,046	$ 655,899	$ 47,529,841

* Fair value of the investments in the pooled separate accounts and common/collective trust funds has been estimated using the net asset value of the investment. The pooled separate accounts and common/collective trusts listed in the above charts are redeemed on a daily basis and do not have any redemption restrictions. Additionally, there are no unfunded commitments.

The tables below sets forth a summary of changes in fair value of the Plan's level 3 investments for the years ended September 30, 2011 and 2010:

	Level 3 Investment Year Ended September 30, 2011
Balance, beginning of year	$ 655,899
Realized gains	92,034
Sales	(747,933)
Balance, end of year	$ -

(5) Fair value measurements (continued)

	Level 3 Investment Year Ended September 30, 2010
Balance, beginning of year	$ -
Transfer in	574,764
Unrealized gains	38,042
Purchases, issuances, and sales, net	43,093
Balance, end of year	$ 655,899

(6) Related party transactions

Certain investment securities are shares of pooled separate accounts managed by Principal. Principal is one of the Plan trustees and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services amount to $10,511 and $10,486 for the years ended September 30, 2011 and 2010, respectively.

(7) Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC), a U.S. government agency, up to the applicable limitations discussed below.

3. Vested benefits not insured by the PBGC.

4. All nonvested benefits.

(7) Plan termination (continued)

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

(8) Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Changes in the discount rate and investment returns can have a significant effect on the funded status of the Plan.

(9) Tax status

The Internal Revenue Service (the IRS) has determined and informed the Company by letter dated March 13, 2003 that the Plan, as designed, was in compliance with applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine

(9) Tax status (continued)

audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

(10) Subsequent event

The Plan has evaluated subsequent events through July 9, 2012, which is the date the financial statements were available to be issued.

The Plan received a new determination letter from the IRS dated November 21, 2011, that the Plan, as designed, was in compliance with the applicable requirements of the IRS.

SUPPLEMENTAL SCHEDULES

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2011

EIN: 43-1554045
Plan Number: 101

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Financial Square	Tr Government Institutional Class	$ 507,575	$ 507,575
*	Aon Hewitt Group Trust (AHGT)	Global Real Estate Fund	2,700,000	2,272,123
*	Aon Hewitt Group Trust (AHGT)	Large Cap Equity Fund	9,100,000	7,567,292
*	Aon Hewitt Group Trust (AHGT)	Non U.S. Equity Fund	9,100,000	7,763,852
*	Aon Hewitt Group Trust (AHGT)	Small and Mid Cap Equity Fund	9,100,000	7,477,767
*	Aon Hewitt Group Trust (AHGT)	High Yield Bond Fund	3,600,000	3,327,066
*	Aon Hewitt Group Trust (AHGT)	Intermediate Credit Bond Fund	10,800,000	10,590,446
*	Aon Hewitt Group Trust (AHGT)	Long Credit Bond Fund	10,316,907	10,954,059
			$ 55,224,482	$ 50,460,180

* Party-in-interest as defined by ERISA

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Year Ended September 30, 2011

EIN: 43-1554045
Plan Number: 101

(a) Identity of party involved	(b) Description of asset	(c) Purchase Price	(d) Selling Price	(g)/(h) Cost of Asset	(i) Net gain(loss)
Series of transactions in excess of 5% of Plan assets:					
Commerce	Financial Square Government Fund	$ 49,905,726	$ -	$ 49,905,726	$ -
		-	50,264,641	50,264,641	-
Commerce	iShares MSCI EAFE Index Fund	309,704	-	309,703	-
Commerce	iShares Russell Midcap Growth Index Fund	-	4,089,014	1,957,002	2,132,013
Commerce	SSGA S&P 500 Index Institutional Fund	1,043,055	-	1,043,055	-
Commerce	AHGT Small & Mid Cap Equity Fund	9,100,000	-	9,100,000	-
Commerce	AHGT Non U.S. Equity Fund	9,100,000	-	9,100,000	-
Commerce	AHGT High Yield Bond Fund	3,600,000	-	3,600,000	-
Commerce	AHGT Global Real Estate Fund	2,700,000	-	2,700,000	-
Commerce	AHGT Long Credit Bond Fund	-	400,000	383,093	16,907
Commerce	AHGT Intermediate Credit Bond Fund	10,800,000	-	10,800,000	-
Single transactions in excess of 5% of Plan assets:					
Commerce	iShares MSCI EAFE Index Fund	-	3,659,968	3,350,623	309,345
Commerce	SSGA S&P 500 Index Institutional Fund	-	18,478,292	13,483,183	4,995,109
Commerce	AHGT Large Cap Equity Fund	9,100,000	-	9,100,000	-
Commerce	AHGT Long Credit Bond Fund	10,700,000	-	10,700,000	-

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS ACQUIRED AND DISPOSED

Year Ended September 30, 2011

EIN: 43-1554045
Plan Number: 101

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Commerce	Americredit Automobile Receivables Trust; Series 2011-1 Class A2; 0.84%; 09/10/12	$ 124,995	$ 124,999
Commerce	Burlington North Santa Fe Senior Unsecured Note; 6.53%; 07/15/37	101,877	104,917
Commerce	Duke Energy Ohio Inc. Note; 5.45%; 04/01/19	132,416	135,900
Commerce	Ford Credit Auto Owner Trust; Series 2009-A Class A4; 6.07%; 05/15/14	140,055	136,988
Commerce	Ford Credit Floorplan Master Owner Trust; Series 2010-5 Class A1; 1.5%; 09/15/15	124,977	125,205
Commerce	Goldman Sachs Group Inc. Senior Unsecured Note; 3.625%; 02/07/16	124,756	126,254
Commerce	Kroger Company Note; 6.9%; 04/15/38	99,091	105,656
Commerce	Louisville & Jefferson County Kentucky Metro Sewer & Drain System Build America Bonds; 6.25%; 05/15/43	134,628	133,442
Commerce	New York Taxable Build America Bonds F-1 General Obligation Unlimited; 4.787%; 12/01/18	100,000	108,576
Commerce	Purdue University in Revenues Build America Bonds Taxable Student Fee; Series Z-2; 1.607%; 07/01/15	115,000	113,851
Commerce	Rio Tinto Finance USA Ltd. Note; 1.875%; 11/02/15	89,927	89,190
Commerce	Teva Pharma Fin II/III Note; 3.0%; 06/15/15	136,007	134,403

Attachment to Schedule SB - Line 26
Schedule of Active Participant Data
ESCO Technologies Inc. Retirement Plan
EIN: 43-1554045
Plan Number: 101

Average Age: 52

Average Service: 13

Schedule of Active Participant Data

Total Years of Credited Service

Attained Age		0 to 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
0 to 24	Count	0	0	0	0	0	0	0	0	0	0
25 to 29	Count	1	1	0	0	0	0	0	0	0	0
30 to 34	Count	1	12	1	1	0	0	0	0	0	0
35 to 39	Count	3	20	8	3	1	0	0	0	0	0
40 to 44	Count	1	23	17	12	3	2	0	0	0	0
45 to 49	Count	2	21	12	13	18	10	5	0	0	0
50 to 54	Count	0	18	16	16	28	26	9	0	0	0
55 to 59	Count	0	18	18	19	16	15	11	7	0	0
60 to 64	Count	0	6	5	13	13	4	8	5	1	0
65 to 69	Count	0	5	2	2	3	2	3	1	2	2
70 & up	Count	0	2	1	3	1	1	1	0	0	1

Attachment to Schedule SB, Part V
Statement of Actuarial Assumptions and Methods
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 2

Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

▸ Applicable month	July 2010
▸ Yield curve basis	Segment rates

Interest rates:

▸ First segment rate	4.05%
▸ Second segment rate	6.47%
▸ Third segment rate	6.65%
▸ Effective interest rate	6.39%
Annual rate of salary increase	N/A

Demographic Assumptions

Mortality:

▸ Healthy	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2025 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2017 using Scale AA).
▸ Disabled	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2025 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2017 using Scale AA).
Termination	Rates varying by age

Representative Termination Rates

Percentage leaving during the year	
Attained Age	Rates
25	9.66%
40	6.44%
55	1.17%

Disability

The rates at which participants become disabled by age and gender are shown below:

Percentage becoming disabled during the year		
Age	Males	Females
25	0.068%	0.082%
40	0.141%	0.238%
55	0.928%	0.718%

Retirement

Rates varying by age.

Percentage retiring during the year	
Age	Rates
55–61	2%
62	15%
63-64	10%
65	100%

Benefit commencement

Upon retirement or at age 65 if employment terminates prior to eligibility for retirement.

Form of payment

5-year Certain and Life Annuity (Life annuity for PTI and Doble participants)

Percent married

80%

Spouse age

Wife three years younger than husband.

Expenses included in Target Normal Cost

$400,000

Funding policy

The company's funding policy is to contribute the minimum required contribution under ERISA. ESCO may increase its contribution above the minimum, if appropriate to its tax and cash position and the plan's funded status.

Methods

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target Normal Cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of fair value, including contributions receivable.

Benefits not valued

All benefits described in the summary of plan provisions were valued.

Attachment to Schedule SB, Part V
Statement of Actuarial Assumptions and Methods
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 2

Change in assumptions and methods since prior valuation	The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of July 2009 to July 2010. The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
Data sources	Towers Watson used asset data supplied by the trustee. ESCO furnished participant data. ESCO furnished the dates and amounts of the 2009 contributions that will be paid in 2010. Data were reviewed for reasonableness and consistency, but no audit was performed. Assumptions or estimates were made by the Towers Watson actuaries when data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ESCO Technologies Inc. Retirement Plan

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ESCO Technologies Inc.

D Employer Identification Number (EIN)
43-1554045

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 10 Day 01 Year 2010			
2	Assets:			
	a Market value	2a		52563890
	b Actuarial value	2b		51635389
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	526	27461257
	b For terminated vested participants	3b	924	17906927
	c For active participants:			
	(1) Non-vested benefits	3c(1)		469829
	(2) Vested benefits	3c(2)		17973384
	(3) Total active	3c(3)	495	18443213
	d Total	3d	1945	63811397
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.39%
6	Target normal cost	6		400000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Randall K. Lynn RKL — July 2, 2012

Signature of actuary — Date

RANDALL K. LYNN — 1103145

Type or print name of actuary — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA, INC. — 314-719-5900

Firm name — Telephone number (including area code)

101 SOUTH HANLEY

ST. LOUIS MO 63105-3411

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1964500	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	1964500	0
10	Interest on line 9 using prior year's actual return of 10.01 %	196646	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		1972358
b	Interest on (a) using prior year's effective rate of 6.68 % except as otherwise provided (see instructions)		131754
c	Total available at beginning of current plan year to add to prefunding balance		2104112
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	1574875	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	586271	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.24 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/13/2011	610000				
04/14/2011	610000				
07/14/2011	610000				
10/13/2011	610000				
06/13/2012	2000000				
			Totals ► 18(b)	4440000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4142944

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment	3rd segment:	☐ N/A, full yield curve used
4.05%	6.47%	6.65%	

b Applicable month (enter code) — 21b: 3

22 Weighted average retirement age — 22: 63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — 27:

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years — 28: 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) — 29: 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) — 30: 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) — 31: 400000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	12762279	2508448
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — 33:

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33) — 34: 2908448

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) — 36: 2908448

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) — 37: 4142944

38 Interest-adjusted excess contributions for current year (see instructions) — 38: 1234496

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) — 39: 0

40 Unpaid minimum required contribution for all years — 40: 0

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Year Ended September 30, 2011

EIN: 43-1554045
Plan Number: 101

(a) Identity of party involved	(b) Description of asset	(c) Purchase Price	(d) Selling Price	(g)/(h) Cost of Asset	(i) Net gain(loss)
Series of transactions in excess of 5% of Plan assets:					
Commerce	Financial Square Government Fund	$ 49,905,726	$ -	$ 49,905,726	$ -
		-	50,264,641	50,264,641	-
Commerce	iShares MSCI EAFE Index Fund	309,704	-	309,703	-
Commerce	iShares Russell Midcap Growth Index Fund	-	4,089,014	1,957,002	2,132,013
Commerce	SSGA S&P 500 Index Institutional Fund	1,043,055	-	1,043,055	-
Commerce	AHGT Small & Mid Cap Equity Fund	9,100,000	-	9,100,000	-
Commerce	AHGT Non U.S. Equity Fund	9,100,000	-	9,100,000	-
Commerce	AHGT High Yield Bond Fund	3,600,000	-	3,600,000	-
Commerce	AHGT Global Real Estate Fund	2,700,000	-	2,700,000	-
Commerce	AHGT Long Credit Bond Fund	-	400,000	383,093	16,907
Commerce	AHGT Intermediate Credit Bond Fund	10,800,000	-	10,800,000	-
Single transactions in excess of 5% of Plan assets:					
Commerce	iShares MSCI EAFE Index Fund	-	3,659,968	3,350,623	309,345
Commerce	SSGA S&P 500 Index Institutional Fund	-	18,478,292	13,483,183	4,995,109
Commerce	AHGT Large Cap Equity Fund	9,100,000	-	9,100,000	-
Commerce	AHGT Long Credit Bond Fund	10,700,000	-	10,700,000	-

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS ACQUIRED AND DISPOSED

Year Ended September 30, 2011

EIN: 43-1554045
Plan Number: 101

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Commerce	Americredit Automobile Receivables Trust; Series 2011-1 Class A2; 0.84%; 09/10/12	$ 124,995	$ 124,999
Commerce	Burlington North Santa Fe Senior Unsecured Note; 6.53%; 07/15/37	101,877	104,917
Commerce	Duke Energy Ohio Inc. Note; 5.45%; 04/01/19	132,416	135,900
Commerce	Ford Credit Auto Owner Trust; Series 2009-A Class A4; 6.07%; 05/15/14	140,055	136,988
Commerce	Ford Credit Floorplan Master Owner Trust; Series 2010-5 Class A1; 1.5%; 09/15/15	124,977	125,205
Commerce	Goldman Sachs Group Inc. Senior Unsecured Note; 3.625%; 02/07/16	124,756	126,254
Commerce	Kroger Company Note; 6.9%; 04/15/38	99,091	105,656
Commerce	Louisville & Jefferson County Kentucky Metro Sewer & Drain System Build America Bonds; 6.25%; 05/15/43	134,628	133,442
Commerce	New York Taxable Build America Bonds F-1 General Obligation Unlimited; 4.787%; 12/01/18	100,000	108,576
Commerce	Purdue University in Revenues Build America Bonds Taxable Student Fee; Series Z-2; 1.607%; 07/01/15	115,000	113,851
Commerce	Rio Tinto Finance USA Ltd. Note; 1.875%; 11/02/15	89,927	89,190
Commerce	Teva Pharma Fin II/III Note; 3.0%; 06/15/15	136,007	134,403

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ESCO Technologies Inc. Retirement Plan

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ESCO Technologies Inc.

D Employer Identification Number (EIN)
43-1554045

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 10 Day 01 Year 2010			
2	Assets:			
	a Market value	2a		52563890
	b Actuarial value	2b		51635389
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	526	27461257
	b For terminated vested participants	3b	924	17906927
	c For active participants:			
	(1) Non-vested benefits	3c(1)		469829
	(2) Vested benefits	3c(2)		17973384
	(3) Total active	3c(3)	495	18443213
	d Total	3d	1945	63811397
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.39%
6	Target normal cost	6		400000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Randall K. Lynn RKL — July 2, 2012

Signature of actuary — Date

RANDALL K. LYNN — 1103145

Type or print name of actuary — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA, INC. — 314-719-5900

Firm name — Telephone number (including area code)

101 SOUTH HANLEY

ST. LOUIS MO 63105-3411

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1964500	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	1964500	0
10	Interest on line 9 using prior year's actual return of 10.01 %	196646	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		1972358
b	Interest on (a) using prior year's effective rate of 6.68 % except as otherwise provided (see instructions)		131754
c	Total available at beginning of current plan year to add to prefunding balance		2104112
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	1574875	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	586271	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.24 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/13/2011	610000				
04/14/2011	610000				
07/14/2011	610000				
10/13/2011	610000				
06/13/2012	2000000				
			Totals ► 18(b)	4440000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4142944

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment	3rd segment:	☐ N/A, full yield curve used
4.05%	6.47%	6.65%	

b Applicable month (enter code) — 21b: 3

22 Weighted average retirement age — 22: 63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — 27:

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years — 28: 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) — 29: 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) — 30: 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) — 31: 400000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	12762279	2508448
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — 33:

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33) — 34: 2908448

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35) — 36: 2908448

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) — 37: 4142944

38 Interest-adjusted excess contributions for current year (see instructions) — 38: 1234496

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) — 39: 0

40 Unpaid minimum required contribution for all years — 40: 0

Attachment to Schedule SB, Part V
Summary of Plan Provisions
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 3

ESCO Retirement Plan (Excluding PTI Hourly, PTI Salaried, Vacco, and Doble)

Plan Provisions

The most recent amendment reflected in the following plan provisions became effective September 30, 2009.

Covered employees	Non-union employees.
Participation date	April 1 or October 1 following one year of Vesting Service. No new participants after December 31, 2003.

Definitions

Vesting service	One year for each 1,000-hour calendar year of employment.
Pension service	One year for each 1,000-hour calendar year of employment. For employees of the following locations, include pension service earned on or after the specified date.

Location	Pension Service Date
ETS	January 1, 1996
PTA	January 1, 2000

Pensionable pay	All cash pay received including severance pay. Excludes any payments deferred for more than one year, severance pay that constitutes a parachute payment, any reimbursed item, any payment under a stock option plan or performance share plan, and any payment for a stock appreciation right. Includes amounts contributed through salary reduction to a 401(k) or cafeteria plan but excludes any other employer contributions to or benefits from a qualified plan.
Average earnings	The average of the highest five consecutive calendar years of pensionable pay.
Covered compensation	The average of the maximum wages upon which Social Security taxes were based during the 35 calendar years ending with the calendar year in which the participant reaches his Social Security Retirement date, or, if earlier, the calendar year ending December 31, 2003.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65.

Pension benefit	The sum of (A) and (B) less (C): (A) For pension service limited to 35 years, the sum of (1), (2), and (3) where: (1) .85%/.00% of average earnings (breakpoint $16,000) times pension service prior to 1/1/1975. Minimum of $85 for each year. (2) 1.40%/2.00% of average earnings (breakpoint $16,000) times contributory pension service prior to 1/1/1975. (3) 1.00% of average earnings (breakpoint covered compensation) times pension service after 1/1/1975. Minimum of $85 for each year. (B) 1.00% of average earnings times pension service in excess of 35 years. (C) Emerson benefit as of 10/1/1990.

Eligibility for Benefits

Normal retirement	Pension benefit determined as of NRD.
Early retirement	Retire before NRD and on or after both attaining age 55 and completing 10 years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service.
Disability	Become disabled while employed and are eligible to receive disability benefits under the Social Security Act.
Preretirement spouse benefits	Die while eligible for deferred vested, early, normal, or postponed retirement benefits, with a surviving spouse.
Preretirement non-spouse benefits	Die on or after both attaining age 60 and completing 10 years of vesting service. Must be actively employed at the time of death.
In-service benefit	Effective October 1, 2010, a participant who remains employed until NRD may elect to receive a monthly in-service benefit commencing as of NRD.

Benefits Paid Upon the Following Events

Normal retirement	Pension benefit determined as of NRD.
Early retirement	Pension benefit determined as of ERD, with an early retirement reduction of 1/3 of 1% for each full month between the participant's ERD and NRD after the participant attains age 60, and a reduction of 5/12 of 1% for each full month by which the participant's ERD precedes age 60.
Postponed retirement	Pension benefit determined as of actual retirement date.
Termination with deferred vested benefit	Pension determined as of termination date, payable as of NRD.

Disability:

▸ Immediate	If eligible for Social Security and attained 15 years of pension credited service, $100 payable monthly until NRD.
▸ Deferred	If eligible for Social Security, pension benefit payable at NRD.

Preretirement spouse benefits:

▸ After ERD	50% of early retirement benefit, reduced for the 50% J&S election, payable for life of spouse.
▸ After attainment of both age 40 and 10 years of vesting service and before ERD	40% of pension benefit payable until earliest of 10 years, remarriage or death.
▸ After vested and before attainment of both age 40 and 10 years of vesting service	50% of the earliest early retirement benefit, reduced for the 50% J&S election, deferred to ERD, payable for life of spouse.
Preretirement non-spouse benefits	The early retirement benefit payable for one year.
In-Service benefit	Pension benefit calculated as a normal retirement or postponed retirement benefit.

Other Plan Provisions

Forms of payment	The normal form of payment is for life or 60 months, whichever period is longer. Optional forms of a certain-and-life annuity (120 months) and a joint-and-survivor annuity (50%, 75%, or 100%) are available. Social Security level income annuity is also available if annuity starting date is prior to April 1, 2011. Preretirement spouse benefits are payable only as described above.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Attachment to Schedule SB, Part V
Summary of Plan Provisions
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 3

ESCO Retirement Plan (PTI Salaried Only)

Plan Provisions	
Effective date	Most recent amendment effective September 30, 2009.
Covered employees	Non-union employees.
Participation date	Date that employee completes one year of service. No new participants after December 31, 2003.

Definitions	
Vesting service	Years and completed months of employment.
Pension service	Years and completed months of employment earned on or after March 1, 1984 (on or after January 1, 1967 for employees who transferred from HR Textron after its acquisition of PTI).
Pensionable pay	All cash pay received, excluding: Any payments deferred for more than one year, severance pay, awards and prizes, any reimbursed item, payments of vacation or holiday pay in lieu of time off, any payment under a stock option plan or performance share plan, and any payment for a stock appreciation right. Includes amounts contributed through salary reduction to a 401(k) or cafeteria plan but excludes nay other employer contributions to or benefits from a qualified plan.
Average earnings	The average of the highest five consecutive calendar years of pensionable pay.
Covered compensation	The average of the maximum wages upon which Social Security taxes were based during the 35 calendar years ending with the calendar year in which the participant reaches his Social Security Retirement Age in the earlier of the year the Participant terminates or 2003.
Normal retirement date (NRD)	First of month coinciding with or next following age 65.
Pension benefit	For pension service limited to 35 years, 1.00%/1.50% of average earnings (breakpoint 82.5% of covered compensation for an individual attaining Social Security retirement age in the calendar year of 2003, if earlier) times pension service. The pension benefit is frozen as of December 31, 2003.

Eligibility for Benefits

Normal retirement	Pension benefit determined as of NRD.
Early retirement	Retire before NRD and on or after both attaining age 55 and completing 10 years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service.
Preretirement spouse benefits	Die while eligible for deferred vested, early, normal, or postponed retirement benefits, with a surviving spouse.
Preretirement non-spouse benefits	Die while eligible for early, normal, or postponed retirement benefits with a selected annuitant.
In-service benefit	Effective October 1, 2010, a participant who remains employed until NRD may elect to receive a monthly in-service benefit commencing as of NRD.

Benefits Paid Upon the Following Events

Normal retirement	Pension benefit determined as of NRD.
Early retirement	Pension benefit determined as of ERD, with an early retirement reduction of 1/3 of 1% for each full month between the participant's ERD and NRD after the participant attains age 60, and a reduction of 5/12 of 1% for each full month by which the participant's ERD precedes age 60.
Postponed retirement	Pension benefit determined as of actual retirement date.
Termination with deferred vested benefit	Pension determined as of termination date, payable as of NRD.
Preretirement spouse benefits	
▸ After ERD	50% of early retirement benefit, reduced for the 50% J&S election, payable for life of spouse.
▸ After vested	50% of the earliest early retirement benefit, reduced for the 50% J&S election, deferred to ERD, payable for life of spouse.
Preretirement non-spouse benefits	50% of earliest retirement benefit, reduced for the 50% J&S election, deferred to ERD, payable for life of annuitant.
In-Service benefit	Pension benefit calculated as a normal retirement or postponed retirement benefit.

Other Plan Provisions

Forms of payment	The normal form of payment is for life. Optional forms of a joint-and-survivor annuity (50%, 75%, or 100%) are available. Social Security level income annuity is also available if annuity starting date is prior to April 1, 2011. Preretirement spouse benefits are payable only as described above.

Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Attachment to Schedule SB, Part V
Summary of Plan Provisions
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 3

ESCO Retirement Plan (Vacco Only)

Plan Provisions

Effective date	Most recent amendment effective September 30, 2009.
Covered employees	All employees.
Participation date	April 1 or October 1 following one year of Vesting Service. No new participants after December 31, 2003.

Definitions

Vesting service	One year for each 1,000-hour calendar year of employment.
Pension service	One year for each 1,000-hour calendar year of employment after October 1, 1978.
Pensionable pay	All cash pay received including severance pay. Excludes any payments deferred for more than one year, severance pay that constitutes a parachute payment, any reimbursed item, any payment under a stock option plan or performance share plan, and any payment for a stock appreciation right. Includes amounts contributed through salary reduction to a 401(k) or cafeteria plan but excludes any other employer contributions to or benefits from a qualified plan.
Average earnings	The average of the highest five consecutive calendar years of pensionable pay.
Covered compensation	The average of the maximum wages upon which Social Security taxes were based during the 35 calendar years ending with the calendar year in which the participant reaches his Social Security Retirement date, or, if earlier, the calendar year ending December 31, 2003.
Normal retirement date (NRD)	First of month coinciding with or next following age 65.
Pension benefit	The sum of (A) and (B): (A) For pension service limited to 35 years: .70%/1.20% of average earnings (breakpoint covered compensation) times pension service after 10/1/1978) (B) .70% of average earnings time pension service in excess of 35 years.

Eligibility for Benefits

Normal retirement	Pension benefit determined as of NRD.
Early retirement	Retire before NRD and on or after both attaining age 55 and completing 10 years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service.
Disability	Become disabled while employed and are eligible to receive disability benefits under the Social Security Act.
Preretirement spouse benefits	Die while eligible for deferred vested, early, normal, or postponed retirement benefits, with a surviving spouse.
Preretirement non-spouse benefits	Die on or after both attaining age 60 and completing 10 years of vesting service. Must be actively employed at the time of death.
In-service benefit	Effective October 1, 2010, a participant who remains employed until NRD may elect to receive a monthly in-service benefit commencing as of NRD.

Benefits Paid Upon the Following Events

Normal retirement	Pension benefit determined as of NRD.
Early retirement	Pension benefit determined as of ERD, with an early retirement reduction of 1/3 of 1% for each full month between the participant's ERD and NRD after the participant attains age 60, and a reduction of 5/12 of 1% for each full month by which the participant's ERD precedes age 60.
Postponed retirement	Pension benefit determined as of actual retirement date.
Termination deferred with vested benefit	Pension determined as of termination date, payable as of NRD.
Disability:	
▸ Immediate	If eligible for Social Security and attained 15 years of pension credited service, $100 payable monthly until NRD.
▸ Deferred	If eligible for Social Security, pension benefit payable at NRD.
Preretirement spouse benefits:	
▸ After ERD	50% of early retirement benefit, reduced for the 50% J&S election, payable for life of spouse.
▸ After attainment of both age 40 and 10 years of vesting service and before ERD	40% of pension benefit payable until earliest of 10 years, remarriage or death.
▸ After vested and before attainment of both age 40 and 10 years of vesting service	50% of the earliest early retirement benefit, reduced for the 50% J&S election, deferred to ERD, payable for life of spouse.

Preretirement non-spouse benefit	The early retirement benefit payable for one year.
In-Service benefit	Pension benefit calculated as a normal retirement or postponed retirement benefit.

Other Plan Provisions

Forms of payment	The normal form of payment is for life or 60 months, whichever period is longer. Optional forms of a certain-and-life annuity (120 months), a life annuity, and a joint-and-survivor annuity (50%, 75%, or 100%) are available. Social Security level income annuity is also available if annuity starting date is prior to April 1, 2011. Preretirement spouse benefits are payable only as described above.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Attachment to Schedule SB, Part V
Summary of Plan Provisions
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 3

ESCO Retirement Plan (PTI Hourly)

Plan Provisions	
Effective date	Most recent amendment effective September 30, 2009.
Covered employees	Non-union hourly employees.
Participation date	Date of employment. No new participants after December 31, 2003.
Definitions	
Vesting service	One year for each 1,000-hour calendar year of employment.
Pension service	For each calendar year after 12/31/1981, one-tenth of a year for each 180 hours of service credited during such year (up to a maximum of one year for any calendar year). Prior to 1/1/1982, pension service equals vesting service. For employees of the PTA location: include pension service earned on or after January 1, 2000.
Pensionable pay	Not applicable.
Normal retirement date (NRD)	First of month coinciding with or next following the age 65.
Pension benefit	$240 times Pension Service, frozen as of December 31, 2003.
Eligibility for Benefits	
Normal retirement	Pension benefit determined as of NRD.
Early retirement	Retire before NRD and on or after both attaining age 55 and completing 10 years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service.
Disability	Become disabled while employed, after 10 years of pension service, and are eligible to receive disability benefits under the Social Security Act.
Preretirement spouse benefits	Die while eligible for deferred vested, early, normal, or postponed retirement benefits, with a surviving spouse.
In-service benefit	Effective October 1, 2010, a participant who remains employed until NRD may elect to receive a monthly in-service benefit commencing as of NRD.

Benefits Paid Upon the Following Events

Normal retirement	Pension benefit determined as of NRD.
Early retirement	Pension benefit determined as of ERD, with an early retirement reduction of 1/3 of 1% for each full month between the participant's ERD and NRD after the participant attains age 60, and a reduction of 5/12 of 1% for each full month by which the participant's ERD precedes age 60.
Postponed retirement	Pension benefit determined as of actual retirement date.
Termination with deferred vested benefit	Pension determined as of termination date, payable as of NRD.
Disability	Pension benefit determined as of date of disability, payable 6 months after eligible for Social Security benefits.
Preretirement spouse benefits:	
▸ After ERD	50% of early retirement benefit, reduced for the 50% J&S election, payable for life of spouse.
▸ After vested	50% of the earliest early retirement benefit, reduced for the 50% J&S election, deferred to ERD, payable for life of spouse.
In-Service benefit	Pension benefit calculated as a normal retirement or postponed retirement benefit.

Other Plan Provisions

Forms of payment	The normal form of payment is for life. Optional forms of a certain-and-life annuity (60 months or 120 months) and a joint-and-survivor annuity (25%, 50%, 75%, or 100%) are available. Social Security level income annuity is also available if annuity starting date is prior to April 1, 2011. Preretirement spouse benefits are payable only as described above.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Attachment to Schedule SB, Part V
Summary of Plan Provisions
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 3

ESCO Retirement Plan (Doble Only)

Plan Provisions

Effective date	Most recent amendment effective September 30, 2009.
Covered employees	Any employee of Doble Engineering Company who met the participation requirements prior to December 31, 2008.
Participation requirements:	
▸ Age	Attained age 21.
▸ Service	One year of service of at least 1,000 hours worked.
▸ Date of employment	No new participants after December 31, 2008.

Definitions

Doble plan	Doble Engineering Company Retirement Income Plan, as in effect on merger date.
Merger date	September 30, 2009.
Pension benefit	Frozen accrued benefit under Doble Plan as of December 31, 2008.

Eligibility of Benefits

Normal retirement	Later of attained age 65 or five years after the first day of the plan year in which his/her entry date occurred.
Early retirement	Retire before normal retirement age and on or after both attaining age 60 and completing 10 years of vesting service.
Postponed retirement	Retirement after normal retirement age with no maximum age.
Deferred vested	
▸ Vesting percentage	100% after five years of vesting
▸ Form	Same as normal retirement benefit with income deferred until normal retirement date.

Disability	If not covered under the employer's long-term disability plan: ► Age: Attained age 60. ► Service: Ten years of vesting service. If covered under the employer's long-term disability plan: ► Not eligible for disability benefit. Benefit at normal retirement date would be the participant's retirement benefit.
Survivor annuity death benefit:	Die while eligible for deferred vested, early, normal or postponed retirement benefits, with a surviving spouse.
In-service benefit	Effective October 1, 2009, a participant who remains employed until NRD may elect to receive a monthly in-service benefit commencing as of NRD.

Benefits Paid Upon the Following Events

Normal retirement	Doble frozen benefit determined as of NRD.
Early retirement	Doble frozen benefit determined as of ERD, with an early retirement reduction of 6 2/3 of 1% for each year up to 5 that ERD precedes NRD.
Postponed retirement	Doble frozen benefit determined as of actual retirement date.
Termination with deferred vested benefit	Doble frozen plan determined as of termination date, payable as of NRD.
Disability	Doble frozen benefit determined as of date of disability. Service and compensation while disabled do not accrue beyond December 31, 2008.
Survivor annuity death benefit	If death occurs, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his/her earliest retirement age, retired with a qualified joint and 50% survivor annuity in effect, then died the next day.
In-Service benefit	Pension benefit calculated as a normal retirement or postponed retirement benefit.

Other Plan Provisions

Forms of payment	The normal form of payment is for life. Optional forms of a certain-and-life annuity (60, 120 or 180 months) and a joint-and-survivor annuity (50%, 75%, or 100%) are available. Social Security level income annuity is also available if annuity starting date is prior to April 1, 2011. Preretirement spouse benefits are payable only as described above.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Attachment to Schedule SB, Part V
Summary of Plan Provisions
ESCO Technologies, Inc. Retirement Plan
EIN: 43-1554045
Plan No: 101

Exhibit 3

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2011

EIN: 43-1554045
Plan Number: 101

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Financial Square	Tr Government Institutional Class	$ 507,575	$ 507,575
*	Aon Hewitt Group Trust (AHGT)	Global Real Estate Fund	2,700,000	2,272,123
*	Aon Hewitt Group Trust (AHGT)	Large Cap Equity Fund	9,100,000	7,567,292
*	Aon Hewitt Group Trust (AHGT)	Non U.S. Equity Fund	9,100,000	7,763,852
*	Aon Hewitt Group Trust (AHGT)	Small and Mid Cap Equity Fund	9,100,000	7,477,767
*	Aon Hewitt Group Trust (AHGT)	High Yield Bond Fund	3,600,000	3,327,066
*	Aon Hewitt Group Trust (AHGT)	Intermediate Credit Bond Fund	10,800,000	10,590,446
*	Aon Hewitt Group Trust (AHGT)	Long Credit Bond Fund	10,316,907	10,954,059
			$ 55,224,482	$ 50,460,180

* Party-in-interest as defined by ERISA

Attachment to Schedule SB - Line 32
Schedule of Amortization Basis
ESCO Technologies Inc. Retirement Plan
EIN: 43-1554045
Plan Number: 101

	Date of Base Creation	Initial Amount	Amortization Installment	Remaining Period	PV of Future Installments
Shortfall Amortization Bases					
2008 Shortfall	10/1/2008	7,667,146	1,309,144	5	6,055,605
2009 Shortfall	10/1/2009	4,668,381	787,703	6	4,219,356
2010 Shortfall	10/1/2010	2,487,318	411,601	7	2,487,318
Total Shortfall Amortization Installments			2,508,448		12,762,279
Waiver Amortization Bases					
Total Waiver Amortization Installments			0		0
Total Amortization Installments			2,508,448		12,762,279
Total Amortization Installments reflecting minimum of 0 on Total Shortfall Installments			2,508,448		

Attachment to Schedule SB - Line 25
Change in Method
ESCO Technologies Inc. Retirement Plan
EIN: 43-1554045
Plan Number: 101

In accordance with 1.430(d)-1(g)(3)(ii)(A), automatic approval has been granted for the first plan year for which all the provisions of 1.430(d)-1, 1.430(f)-1, 1.430(g)-1, 1.430(i)-1, and 1.436-1 are reflected of any changes to funding methods permitted by the Pension Protection Act. 2010 is the first plan year for which all of these provisions were reflected, and thus all funding method changes are automatically approved.

Attachment to Schedule SB - Line 24
Change in Assumption
ESCO Technologies Inc. Retirement Plan
EIN: 43-1554045
Plan Number: 101

The amount included for plan-related expenses was changed from $ 340,000 to $ 400,000.

Attachment to Schedule SB - Line 22
Description of Weighted Average Retirement Age
ESCO Technologies Inc. Retirement Plan
EIN: 43-1554045
Plan Number: 101

Age	Retirement Rate	Assumed Number Eligible	Assumed Number Retiring	Age * Number Retiring
55	2%	**495**	10	550
56	2%	485	10	560
57	2%	475	10	570
58	2%	465	9	522
59	2%	456	9	531
60	2%	447	9	540
61	2%	438	9	549
62	15%	429	64	3,968
63	10%	365	37	2,331
64	10%	328	33	2,112
65	100%	295	295	19,175
			495	31,408
				/ 495
		Weighted Average Retirement Age		63