

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>10/01/2012</u> and ending <u>09/30/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ESCO TECHNOLOGIES INC. RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>101</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>101</u>	1c Effective date of plan <u>10/01/1990</u>	
1b Three-digit plan number (PN) ▶	<u>101</u>				
1c Effective date of plan <u>10/01/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ESCO TECHNOLOGIES INC.</u> <u>9900A CLAYTON ROAD</u> <u>ST. LOUIS, MO 63124</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>43-1554045</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>314-213-7200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>43-1554045</u>	2c Sponsor's telephone number <u>314-213-7200</u>	2d Business code (see instructions) <u>335900</u>	
2b Employer Identification Number (EIN) <u>43-1554045</u>					
2c Sponsor's telephone number <u>314-213-7200</u>					
2d Business code (see instructions) <u>335900</u>					

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. Signature of plan administrator	07/10/2014 Date	DEBORAH HANLON 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address 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 1921
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	434
b Retired or separated participants receiving benefits.....	6b	557
c Other retired or separated participants entitled to future benefits.....	6c	851
d Subtotal. Add lines 6a , 6b , and 6c	6d	1842
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	71
f Total. Add lines 6d and 6e	6f	1913
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	0
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 Characteristics 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 Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

▶ **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 <u>ESCO TECHNOLOGIES INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>101</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ESCO TECHNOLOGIES INC.</u>	D Employer Identification Number (EIN) <u>43-1554045</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>63185808</u>
b Actuarial value	2b <u>59702899</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>572</u> <u>28858579</u>
b For terminated vested participants.....	3b <u>891</u> <u>17644236</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>48670</u>
(2) Vested benefits.....	3c(2) <u>17744244</u>
(3) Total active	3c(3) <u>458</u> <u>17792914</u>
d Total	3d <u>1921</u> <u>64295729</u>
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.00 %</u>
6 Target normal cost.....	6 <u>500000</u>

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		<u>06/20/2014</u>
<u>RANDALL K. LYNN</u>	Signature of actuary	Date
<u>TOWERS WATSON PENNSYLVANIA, INC.</u>	Type or print name of actuary	<u>14-03145</u>
<u>101 SOUTH HANLEY</u> <u>ST. LOUIS, MO 63105-3411</u>	Firm name	Most recent enrollment number
	Address of the firm	<u>314-719-5900</u>
		Telephone number (including area code)

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 Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	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)	0	0
10	Interest on line 9 using prior year's actual return of <u>18.70</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		50979
b	Interest on (a) using prior year's effective interest rate of <u>5.60</u> % except as otherwise provided (see instructions)		2855
c	Total available at beginning of current plan year to add to prefunding balance		53834
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	92.85 %
15	Adjusted funding target attainment percentage	15	93.05 %
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	74.68 %
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
01/11/2013	1025000	0			
04/11/2013	245000	0			
07/09/2013	500000	0			
10/08/2013	500000	0			
06/10/2014	340000	0			
			Totals ►	18(b)	2610000
				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	2486798
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 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: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ 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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	500000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	4592830	1976589	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	2476589	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)	36	2476589	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2486798	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	10209	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan <u>ESCO TECHNOLOGIES INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>101</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESCO TECHNOLOGIES INC.</u>	D Employer Identification Number (EIN) <u>43-1554045</u>

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)..... ☒ 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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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)

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?
17 27 50	NONE	127475	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(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	123162	Yes ☐ No ☒	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?
21 50 25 59 33	NONE	88613	Yes ☒ No ☐	Yes ☐ No ☒	748	Yes ☐ No ☒

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)

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	11150	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON HEWITT GROUP TRUST

27-2436452

(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?
19 21 28	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	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
AON HEWITT GROUP TRUST	28 19 21	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>GLOBAL EQUITY FUND</p> <p>27-2436452</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ORDINARY FUND LEVEL FEES BASED ON .55% EXPENSE RATIO</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>AON HEWITT GROUP TRUST</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>19 21 28</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>U.S. LARGE CAP ACTIVE FUND</p> <p>27-2436452</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ORDINARY FUND LEVEL FEES BASED ON .50% EXPENSE RATIO</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>AON HEWITT GROUP TRUST</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>19 21 28</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>US INTERMEDIATE FIXED INCOME FUND</p> <p>27-2436452</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ORDINARY FUND LEVEL FEES BASED ON .19% EXPENSE RATIO</p> </div> </div>		

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
AON HEWITT GROUP TRUST	19 21 28	0
(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.	
US SMALL/MID ACTIVE FUND 27-2436452	ORDINARY FUND LEVEL FEES BASED ON .78% EXPENSE RATIO	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AON HEWITT GROUP TRUST	19 21 28	0
(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.	
US LONG FIXED INCOME FUND 27-2436452	ORDINARY FUND LEVEL FEES BASED ON .12% EXPENSE RATIO	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AON HEWITT GROUP TRUST	19 21 28	0
(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.	
NON US EQUITY INDEX FUND 27-2436452	ORDINARY FUND LEVEL FEES BASED ON .11% EXPENSE RATIO	

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
AON HEWITT GROUP TRUST	19 21 28	0
(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.	
HIGH YIELD PLUS BOND FUND 27-2436452	ORDINARY FUND LEVEL FEES BASED ON .38% EXPENSE RATIO	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AON HEWITT GROUP TRUST	19 21 28	0
(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.	
GLOBAL REAL ESTATE FUND 27-2436452	ORDINARY FUND LEVEL FEES BASED ON .60% EXPENSE RATIO	
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan <u>ESCO TECHNOLOGIES INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>101</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ESCO TECHNOLOGIES INC.</u>	D Employer Identification Number (EIN) <u>43-1554045</u>	

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: <u>GLOBAL REAL ESTATE FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-005</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2148041</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>U.S.LARGE CAP ACTIVE FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4858958</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NON U.S. EQUITY INDEX FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4414032</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>U.S. SMALL/MID ACTIVE FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6414235</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>HIGH YIELD PLUS BOND FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2659835</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>U.S. INTERMEDIATE FIXED INCOME FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-008</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7258394</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>U.S. LONG FIXED INCOME FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-007</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>33925498</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL EQUITY FUND**b** Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.**c** EIN-PN 27-2436452-011**d** Entity code C**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

5279404

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**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)

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**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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**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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>10/01/2012</u> and ending <u>09/30/2013</u>		
A Name of plan <u>ESCO TECHNOLOGIES INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>101</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESCO TECHNOLOGIES INC.</u>	D Employer Identification Number (EIN) <u>43-1554045</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2130000	840000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	22	5
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	775619	922729
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(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)	60333456	66958397
	(10) Value of interest in pooled separate accounts	1c(10)		
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	63239097	68721131

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	29089	37469
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	29089	37469

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	63210008	68683662
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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)	2610000	
(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)		2610000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1912	
(B) U.S. Government securities	2b(1)(B)		
(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)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1912
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(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)		0
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6724942
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		9336854

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3291065	
(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)		3291065
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)	224875	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	127475	
(4) Other	2i(4)	219785	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		572135
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3863200

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5473654
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ 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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....	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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan <u>ESCO TECHNOLOGIES INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>101</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESCO TECHNOLOGIES INC.</u>	D Employer Identification Number (EIN) <u>43-1554045</u>

Part I	Distributions
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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	<u>0</u>
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): <u>43-6334070</u>		
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	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 34.1% Investment-Grade Debt: 57.5% High-Yield Debt: 3.9% Real Estate: 3.1% Other: 1.4%

- 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 line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES**

Years Ended September 30, 2013 and 2012



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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the

ESCO TECHNOLOGIES INC. RETIREMENT PLAN:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ESCO Technologies Inc. Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, the statement of accumulated plan benefits as of September 30, 2012, the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") 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., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of September 30, 2013 and 2012 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets (held at end of year) as of September 30, 2013 and reportable transactions for the year ended September 30, 2013, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the DOL'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 7, 2014

ESCO TECHNOLOGIES INC. RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<u>ASSETS</u>		
Investments at fair value:		
Common/collective trusts	\$ 66,958,397	\$ 60,333,456
Cash equivalents	922,729	775,619
	<u>67,881,126</u>	<u>61,109,075</u>
Receivables:		
Employer contributions	840,000	2,130,000
Accrued interest receivable	5	22
	<u>840,005</u>	<u>2,130,022</u>
 TOTAL ASSETS	 <u>68,721,131</u>	 <u>63,239,097</u>
<u>LIABILITIES</u>		
Accrued expenses	<u>37,469</u>	<u>29,089</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 68,683,662</u>	 <u>\$ 63,210,008</u>

See Notes to Financial Statements

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended September 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS		
Investment income:		
Net appreciation in fair value of investments	\$ 6,724,942	\$ 9,585,250
Interest	<u>1,912</u>	<u>3,421</u>
	6,726,854	9,588,671
Employer contributions	<u>2,610,000</u>	<u>4,320,000</u>
TOTAL ADDITIONS	<u>9,336,854</u>	<u>13,908,671</u>
DEDUCTIONS		
Benefits paid to participants	3,291,065	3,122,961
Administrative expenses	<u>572,135</u>	<u>601,209</u>
TOTAL DEDUCTIONS	<u>3,863,200</u>	<u>3,724,170</u>
NET INCREASE	5,473,654	10,184,501
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>63,210,008</u>	<u>53,025,507</u>
End of Year	<u>\$ 68,683,662</u>	<u>\$ 63,210,008</u>

See Notes to Financial Statements

ESCO TECHNOLOGIES INC. RETIREMENT PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS

September 30, 2012

ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS:

Vested benefits:

Participants currently receiving benefits	\$ 36,200,675
Other participants	<u>57,807,292</u>

Total vested benefits	94,007,967
-----------------------	------------

Nonvested benefits	<u>204,172</u>
--------------------	----------------

TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	<u><u>\$ 94,212,139</u></u>
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See Notes to Financial Statements

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

Year Ended September 30, 2012

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, BEGINNING OF YEAR	\$ 82,868,390
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTABLE TO:	
Benefits accumulated	1,956,808
Interest due to decrease in the discount period	3,659,584
Benefits paid	(3,122,961)
Changes in plan assumptions	<u>8,850,318</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, END OF YEAR	<u><u>\$ 94,212,139</u></u>

See Notes to Financial Statements

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

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; ETS-Lindgren Inc.; 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). Commerce Bank, N.A. (Commerce) serves as the trustee of the Plan.

The Plan is administered by the Company's Human Resources and Compensation Committee (Committee). The Committee has overall responsibility for the operation and administration of the Plan. In addition, the Company's Audit and Finance Committee determines the appropriateness of the Plan's investment policy, monitors investment performance and reports to the Company's Board of Directors.

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, 2013 and 2012 were \$2,598,554 and \$4,264,487, respectively. The Company made contributions of \$2,610,000 and \$4,320,000 for the years ended September 30, 2013 and 2012, 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.

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.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(1) Description of plan (continued)

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 accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and changes therein, 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.

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. 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.

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 valuation 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, and withdrawal, or retirement) between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits is presented based on a beginning-of-year benefit information date.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(2) Summary of significant accounting policies (continued)

The significant actuarial assumptions used in the valuation as of September 30, 2012 are as follows:

Mortality:	IRS 2012 Mortality Table
Average retirement age:	63
Discount rate:	3.75%
Rate of return on assets:	7.50%
Salary increase rate:	Due to the benefit freeze, the salary increase assumption is no longer applicable

There were two key actuarial assumption changes from prior year in preparation of the September 30, 2012 valuation: the discount rate used to value pension obligations decreased from 4.5% to 3.75% and the mortality table was updated to reflect one additional year of projected mortality improvement. These changes have been reflected in the statement of changes in accumulated plan benefits as "changes in plan assumptions" for the year ended September 30, 2012.

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.

Reclassifications – Certain items in the 2012 financial statements have been reclassified to conform to the 2013 presentation.

(3) Investments

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

	September 30	
	2013	2012
Aon Hewitt Group Trust Long Credit Bond Fund	\$ 33,925,498	\$ 12,689,298
Aon Hewitt Group Trust Intermediate Credit Bond Fund	7,258,394	11,233,125
Aon Hewitt Group Trust Small and Mid Cap Equity Fund	6,414,235	8,888,388
Aon Hewitt Group Trust Global Equity Fund	5,279,404	7,288,608
Aon Hewitt Group Trust Large Cap Equity Fund	4,858,958	7,141,396
Aon Hewitt Group Trust Non U.S. Equity Fund	4,414,032	6,222,476
Aon Hewitt Group Trust High Yield Bond Fund	N/A	3,913,670

During 2013 and 2012, the Plan's investments in common/collective trusts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$ 6,724,942 and \$9,585,250, respectively.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(4) **Information prepared and certified by the trustee**

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Commerce, the trustee for the years ended September 30, 2013 and 2012, has certified the following data included in the accompanying financial statements and supplemental schedules is complete and accurate with respect to investments:

- Investments at fair value
- Net appreciation in fair value of investments
- Interest
- 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.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(5) Fair value measurements (continued)

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, 2013 and 2012.

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).

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, 2013 and 2012:

Investments at Fair Value as of September 30, 2013				
	Level 1	Level 2	Level 3	Total
Common/collective trusts:				
Fixed income investments				
Intermediate credit bond fund * \$	-	\$ 7,258,394	\$ -	\$ 7,258,394
Long credit bond fund *	-	33,925,498	-	33,925,498
High yield bond fund *	-	2,659,835	-	2,659,835
Equity	-	-	-	-
Small/mid U.S. equity *	-	6,414,235	-	6,414,235
Large U.S. equity *	-	4,858,958	-	4,858,958
International equity *	-	4,414,032	-	4,414,032
Global equity *	-	5,279,404	-	5,279,404
Real estate *	-	2,148,041	-	2,148,041
	-	66,958,397	-	66,958,397
Cash equivalents	922,729	-	-	922,729
Total investments at fair value	\$ 922,729	\$ 66,958,397	\$ -	\$ 67,881,126

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(5) Fair value measurements (continued)

Investments at Fair Value as of September 30, 2012					
		Level 1	Level 2	Level 3	Total
Common/collective trusts:					
Fixed income investments					
Intermediate credit bond fund	* \$	-	\$ 11,233,125	\$ -	\$ 11,233,125
Long credit bond fund	*	-	12,689,298	-	12,689,298
High yield bond fund	*	-	3,913,670	-	3,913,670
Equity					
Small/mid U.S. equity	*	-	8,888,388	-	8,888,388
Large U.S. equity	*	-	7,141,396	-	7,141,396
International equity	*	-	6,222,476	-	6,222,476
Global equity	*	-	7,288,608	-	7,288,608
Real estate	*	-	2,956,495	-	2,956,495
		-	60,333,456	-	60,333,456
Cash equivalents		775,619	-	-	775,619
Total investments at fair value		\$ 775,619	\$ 60,333,456	\$ -	\$ 61,109,075

* Fair value of the investments in the common/collective trust funds has been estimated using the net asset value of the investment. The 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.

(6) Related party transactions

As described in Note 2, the Plan made direct payments to the trustee of \$88,613 and \$78,797, respectively, for the years ended September 30, 2013 and 2012, respectively.

Certain fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. In addition, Aon Hewitt Group and related entities (Aon), received direct payments from the Plan for investment management services of \$127,475 and \$109,551 for the years ended September 30, 2013 and 2012, respectively. Aon provides investment management services to the Plan and therefore, these transactions qualify as exempt party-in-interest transactions.

(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.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(7) **Plan termination (continued)**

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.

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.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(8) Risks and uncertainties (continued)

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 November 21, 2011 that the Plan and related trust are designed in accordance with the applicable requirements of the Internal Revenue Code (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, 2013, 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 could be subject to 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 2010.

(10) Subsequent event

The Plan has evaluated subsequent events through July 7, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

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

Average Age:		Schedule of Active Participant Data as of October 1, 2012										
Average Service:		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	0	1	0	0	0	0	0	0	0	0	
30 to 34	Count	2	3	0	0	0	0	0	0	0	0	
35 to 39	Count	2	20	5	2	0	0	0	0	0	0	
40 to 44	Count	2	21	11	8	1	1	0	0	0	0	
45 to 49	Count	1	22	12	15	10	5	3	0	0	0	
50 to 54	Count	1	20	18	15	29	28	5	0	0	0	
55 to 59	Count	0	13	13	17	24	16	9	5	0	0	
60 to 64	Count	0	10	10	16	13	9	10	5	0	0	
65 to 69	Count	0	2	2	2	5	1	2	2	0	1	
70 & up	Count	0	5	0	1	0	1	0	0	1	0	

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

▶ Applicable month	July 2012
▶ Interest rate basis	3-Segment rates
▶ MAP-21 applied for funding	Yes
▶ MAP-21 applied for benefit restrictions	Yes

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
▶ First segment rate	5.54%	1.81%
▶ Second segment rate	6.85%	4.73%
▶ Third segment rate	7.52%	5.85%
▶ Effective interest rate	7.00%	5.03%

Annual rates of 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 2027 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2019 using Scale AA).
▶ Disabled	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2019 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 date: 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 \$500,000

At-risk assumptions For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan.

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 market value, including contributions receivable.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with ESCO Technologies Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in assumptions and methods since prior valuation	<p>The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of July 2011 to July 2012 and the segment interest rate corridors of MAP-21 were applied.</p> <p>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.</p> <p>The assumed plan-related expenses added to the target normal cost were changed from \$400,000 for 2011 to \$500,000 for 2012.</p>
Data Sources	Towers Watson used asset data supplied by the trustee. ESCO furnished participant data. ESCO furnished the dates and amounts of the 2011 contributions that will be paid in 2012. 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.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Year Ended September 30, 2013

EIN: 43-1554045
Plan Number: 101

(a)	(b)	(c)	(d)	(g)/(h)	(i)
Identity of party involved	Description of asset	Purchase Price	Selling Price	Cost of Asset	Net gain(loss)
Series of transactions in excess of 5% of Plan assets:					
Financial Square	Tr Government Institutional Class	\$ 4,005,793	\$ -	\$ 4,005,793	\$ -
		-	3,858,683	3,858,683	-
Aon Hewitt Group Trust (AHGT)	AHGT Global Equity Fund	-	3,480,000	2,876,304	603,696
Aon Hewitt Group Trust (AHGT)	AHGT Large Cap Equity Fund	-	3,973,500	3,031,226	942,274
Aon Hewitt Group Trust (AHGT)	AHGT Small and Mid Cap Equity Fund	-	5,026,500	3,914,922	1,111,578
Aon Hewitt Group Trust (AHGT)	AHGT Long Credit Bond Fund	21,656,000	-	21,656,000	-
Aon Hewitt Group Trust (AHGT)	AHGT Intermediate Credit Bond Fund	10,744,000	-	10,744,000	-
		-	14,500,000	13,818,850	681,150
Single transactions in excess of 5% of Plan assets:					
Aon Hewitt Group Trust (AHGT)	AHGT Long Credit Bond Fund	5,865,000	-	5,865,000	-
		6,000,000	-	6,000,000	-
Aon Hewitt Group Trust (AHGT)	AHGT Intermediate Credit Bond Fund	-	5,865,000	5,449,404	415,596
		-	4,000,000	4,063,628	(63,628)

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

► 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: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information**

1 Enter the valuation date: Month 10 Day 1 Year 2012		
2 Assets:		
a Market value	2a	63,185,808
b Actuarial value	2b	59,702,899
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 572	28,858,579
b For terminated vested participants.....	3b 891	17,644,236
c For active participants:		
(1) Non-vested benefits	3c(1)	48,670
(2) Vested benefits	3c(2)	17,744,244
(3) Total active.....	3c(3) 458	17,792,914
d Total.....	3d 1,921	64,295,729
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate	5	7.00 %
6 Target normal cost	6	500,000

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 <i>RKC</i>	6-20-2014
	Signature of actuary	Date
RANDALL K. LYNN		14-03145
	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 ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	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)	0	0
10 Interest on line 9 using prior year's actual return of <u>18.70</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		50,979
b Interest on (a) using prior year's effective interest rate of <u>5.60</u> % except as otherwise provided (see instructions)		2,855
c Total available at beginning of current plan year to add to prefunding balance		53,834
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	92.85 %
15 Adjusted funding target attainment percentage	15	93.05 %
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	74.68 %
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
01/11/2013	1,025,000				
04/11/2013	245,000				
07/09/2013	500,000				
10/08/2013	500,000				
06/10/2014	340,000				
			Totals ►	18(b)	2,610,000
				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	2,486,798

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 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:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ 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 subject to 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 contributions for all prior years**28**

0

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

0

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

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

500,000

b Excess assets, if applicable, but not greater than line 31a**31b**

0

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

4,592,830

1,976,589

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 (lines 31a - 31b + 32a + 32b - 33)...**34**

2,476,589

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

0

0

36 Additional cash requirement (line 34 minus line 35).....**36**

2,476,589

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

2,486,798

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

10,209

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

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

0

40 Unpaid minimum required contributions for all years**40**

0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected☐ 2 plus 7 years☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made☐ 2008☐ 2009☐ 2010☐ 2011**42** Amount of acceleration adjustment**42**

0

43 Excess installment acceleration amount to be carried over to future plan years**43**

0

ESCO Technologies Inc. Retirement Plan
EIN: 43-1554045
Plan Number: 101

Attachment to 2012 Schedule SB (Form 5500)

<u>Attachment Label</u>	<u>Exhibit #</u>
Line 22 — Description of Weighted Average Retirement Age	1
Part V — Statement of Actuarial Assumptions and Methods	2
Part V — Summary of Plan Provisions	3
Line 24 — Change in Actuarial Assumptions	4
Line 26 — Schedule of Active Participant Data	5
Line 32 — Schedule of Amortization Bases	6

Randall K. Lynn
Enrollment Number 14-03145
Towers Watson
101 South Hanley
St. Louis, Missouri 63105
(314) 719-5900

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%	458	9	495
56	2%	449	9	504
57	2%	440	9	513
58	2%	431	9	522
59	2%	422	8	472
60	2%	414	8	480
61	2%	406	8	488
62	15%	398	60	3,720
63	10%	338	34	2,142
64	10%	304	30	1,920
65	100%	274	274	17,810
			458	29,066
				/ 458
Weighted Average Retirement Age				63

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's termination date falls, 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%/1.50% 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 was also available if annuity starting date was 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.

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 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's termination date falls, 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	For pension service limited to 35 years, 1.00%/1.50% of average earnings (breakpoint 82.5% of covered compensation) 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 was also available if annuity starting date was prior to April 1, 2011. Preretirement spouse benefits are payable only as described above.
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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.

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 was also available if annuity starting date was 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.

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 was also available if annuity starting date was 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.

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: <ul style="list-style-type: none">▶ Age: Attained age 60.▶ Service: Ten years of vesting service. If covered under the employer's long-term disability plan: <ul style="list-style-type: none">▶ 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, or if earlier, December 31, 2008. 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 was also available if annuity starting date was 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.

ESCO TECHNOLOGIES INC. RETIREMENT PLAN

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

September 30, 2013

EIN: 43-1554045

Plan Number: 101

(a)	(b)	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Identity of issue, borrower, lessor, or similar party			
	Financial Square	Tr Government Institutional Class	\$ 922,729	\$ 922,729
*	Aon Hewitt Group Trust (AHGT)	Intermediate Credit Bond Fund	7,279,409	7,258,394
*	Aon Hewitt Group Trust (AHGT)	Long Credit Bond Fund	31,819,951	33,925,498
*	Aon Hewitt Group Trust (AHGT)	High Yield Bond Fund	2,303,947	2,659,835
*	Aon Hewitt Group Trust (AHGT)	Small and Mid Cap Equity Fund	4,495,582	6,414,235
*	Aon Hewitt Group Trust (AHGT)	Large Cap Equity Fund	3,603,561	4,858,958
*	Aon Hewitt Group Trust (AHGT)	Non U.S. Equity Fund	3,673,080	4,414,032
*	Aon Hewitt Group Trust (AHGT)	Global Equity Fund	4,251,004	5,279,404
*	Aon Hewitt Group Trust (AHGT)	Global Real Estate Fund	1,827,982	2,148,041
			<u>\$ 60,177,245</u>	<u>\$ 67,881,126</u>

* Party-in-interest as defined by ERISA

Attachment to Schedule SB - Line 32
Schedule of Amortization Bases
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	3	3,724,881
2009 Shortfall	10/1/2009	4,668,381	787,703	4	2,911,291
2010 Shortfall	10/1/2010	2,487,318	411,601	5	1,852,994
2011 Shortfall	10/1/2011	7,141,790	1,134,981	6	5,924,515
2012 Shortfall	10/1/2012	(9,820,851)	(1,666,840)	7	(9,820,851)
Total Shortfall Amortization Installments			1,976,589		4,592,830
Waiver Amortization Bases					
Total Waiver Amortization Installments			0		0
Total Amortization Installments			1,976,589		4,592,830
Total Amortization Installments reflecting minimum of 0 on Total Shortfall Installments			1,976,589		

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

The assumed plan-related expenses added to the target normal cost were changed from \$400,000 for 2011 to \$500,000 for 2012.