



*Annual Report 2013*



*Row one: Michael Wool, Howard Pinsley, Carl Helmetag  
Row Two: Alvin O. Sabo, Mark St. Pierre, Barry Pinsley, Paul J. Corr*

## **ESPEY MFG. & ELECTRONICS CORP.**

### **BOARD OF DIRECTORS**

**Howard Pinsley**  
*Chairman of the Board  
Espey Mfg. & Electronics Corp.*

**Mark St. Pierre**  
*President and Chief Executive Officer  
Espey Mfg. & Electronics Corp.*

**Paul J. Corr, CPA**  
*Principal, Capital Financial Advisors of New York, LLC  
Clifton Park, New York*

**Carl Helmetag**  
*Business Consultant*

**Barry Pinsley, CPA**  
*Retired Certified Public Accountant  
Saratoga Springs, New York*

**Alvin O. Sabo**  
*Attorney at Law, Albany, New York*

**Michael Wool**  
*Senior Partner, Langrock, Sperry & Wool  
Burlington, Vermont*

### **OFFICERS**

**Howard Pinsley**, *Chairman of the Board*  
**Mark St. Pierre**, *President and Chief Executive Officer*  
**David O'Neil**, *Treasurer and Chief Financial Officer*  
**Katrina Sparano**, *Assistant Treasurer and Principal Accounting Officer*  
**Peggy A. Murphy**, *Corporate Secretary and Director of Human Resources*

### **CORPORATE COUNSEL**

Gibbons P.C.  
One Gateway Center  
Newark, NJ 07102

### **REGISTRAR AND TRANSFER AGENT**

Registrar and Transfer Company  
10 Commerce Drive  
Cranford, New Jersey 07016

A copy of the Company's Annual Report on Form 10-K (including financial statements) for the fiscal year ended June 30, 2013 filed with the Securities and Exchange Commission will be provided without charge upon written request of shareholders to Espey Mfg. & Electronics Corp., attention: Investor Relations, 233 Ballston Avenue, Saratoga Springs, New York 12866. The report on Form 10-K can also be viewed electronically at [www.espey.com](http://www.espey.com).

# Message to Shareholders

For the third consecutive year, we are happy to report outstanding results for our Fiscal Year ending June 30<sup>th</sup> 2013. Espey shareholders have been rewarded with total dividends of \$1.97 per share, including a special dividend of \$1.00 authorized by the Board of Directors.

Earnings of \$5.5M on sales of \$34M compared to earnings of \$4.3M on sales of \$32M last year reflect the concerted effort of a dedicated Board and fine management team navigating the twin obstacles of a sluggish economic recovery and defense budget uncertainty that has pervaded our entire industry for the last several years.

Fiscal 2013 has also benefitted from a renewed focus on the customer—from improvements to on-time delivery, product / process quality, and lean manufacturing. In 2013 Espey launched its effort to upgrade its Quality System standard from ISO 9001 to the newer AS/EN 9100—the quality standard adopted by the world’s leading defense companies, and we expect to be certified by December 2013. We have invested in people in 2013 to establish Espey as the finest engineering design and manufacturing site of specialty power electronics in the United States.

The ultimate long-term goal of all of these efforts is to position Espey as the leading “supplier of choice” of power electronics and magnetics for the world’s most demanding military and industrial applications. This will be important to further differentiate Espey as we compete for diminished Defense dollars from Congress that are likely over the next 12 months.

Below is a photograph of Espey personnel ringing the closing bell of the New York Stock Exchange in July—part of our company’s 85<sup>th</sup> birthday festivities. We are proud of our legacy and enthusiastic about the future with important wins on major long-term programs like the Ohio Class Replacement submarine program, the Ground Combat Vehicle, and the Navy Rail Gun project. These will furnish the foundation of exceptional long-term growth as we manage the short-term challenges of budget stalemates and defense slowdowns in the next year.

Many thanks for your continued interest and support of Espey.

Howard Pinsley  
Chairman of the Board

Mark St. Pierre  
President and Chief Executive Officer



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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10 – K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended June 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-4383

ESPEY MFG. & ELECTRONICS CORP.  
(Exact name of registrant as specified in its charter)

NEW YORK  
(State or other jurisdiction of incorporation or organization)

14-1387171  
(IRS Employer Identification No.)

233 Ballston Avenue, Saratoga Springs, NY 12866  
(Address of principal executive offices including Zip Code)

(Registrant's telephone number including area code) (518)245-4400

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock \$.33-1/3 par value	NYSE MKT
Common Stock Purchase Rights	NYSE MKT

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company.  Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant was \$39,391,957 million based upon the closing sale price of \$25.20 on the NYSE MKT on December 31, 2012.

At September 12, 2013, there were 2,352,260 shares outstanding of the registrant's Common stock, \$.33-1/3 par value.

## DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to the 2013 Annual Meeting of Shareholders, to be filed with the Securities and Exchange Commission, are incorporated by reference in Part III, Items 10 through 14 on Form 10-K as indicated herein.

### Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements that are based on management's expectations, estimates, projections and assumptions. Words such as "expects," "anticipates," "plans," "believes," "scheduled," "estimates" and variations of these words and similar expressions are intended to identify forward-looking statements. Forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. Therefore, actual future results and trends may differ materially from what is forecast in forward-looking statements due to a variety of factors, including, without limitation:

- Changing priorities or decreases in the U.S. government's defense budget (including changes in priorities in response to terrorist threats, improvement of homeland security and the overall financial health of the U.S. Government);
- Termination of government contracts due to unilateral government action;
- Differences in anticipated and actual program performance, including the ability to perform under long-term fixed-price contracts within estimated costs, and performance issues with key suppliers and subcontractors;
- Potential of changing prices for energy and raw materials.

All forward-looking statements speak only as of the date of this report or, in the case of any document incorporated by reference, the date of that document. All subsequent written and oral forward-looking statements attributable to the Company or any person acting on the Company's behalf are qualified by the cautionary statements in this section. The Company does not undertake any obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances or changes in expectations after the date of this report.

## PART I

### Item 1. Business

#### General

Espey Mfg. & Electronics Corp. (“Espey”) is a power electronics design and original equipment manufacturing (OEM) company with a long history of developing and delivering highly reliable products for use in military and severe environment applications. All design, manufacturing, and testing is performed in our 150,000+ square foot facility located at 233 Ballston Ave, Saratoga Springs, New York. Espey is classified as a “smaller reporting company” for purposes of the reporting requirements under the Securities Exchange Act of 1934, as amended. Espey’s common stock is publicly-traded on the NYSE MKT under the symbol “ESP.”

Espey began operations after incorporation in New York in 1928. We strive to remain competitive as a leader in high power energy conversion and transformer solutions through the design and manufacture of new and improved products by using advanced and “cutting edge” electronics technologies.

Espey is ISO 9001:2008 certified and our primary products are power supplies, power converters, filters, power transformers, magnetic components, power distribution equipment, ups systems, antennas and high power radar systems. The applications of these products include AC and DC locomotives, shipboard power, shipboard radar, airborne power, ground-based radar, and ground mobile power. The Company is in the process of obtaining AS9100 certification. This quality management system is specific to the aerospace industry. Major aerospace manufacturers and suppliers worldwide require compliance to AS9100 as a condition of doing business with them. Obtaining certification will allow the Company to maintain current business and will provide an opportunity to expand the Company’s qualification to bid on more work in the aerospace industry.

Espey services include design and development to specification, build to print, design services, design studies, environmental testing services, metal fabrication, painting services, and development of automatic testing equipment. Espey is vertically integrated, meaning that the Company produces individual components (including inductors), populates printed circuit boards, fabricates metalwork, paints, wires, qualifies, and fully tests items, mechanically, electrically and environmentally, in house. Portions of the manufacturing process are subcontracted to vendors from time to time.

In the fiscal years ended June 30, 2013 and 2012, the Company's total sales were \$34,298,210 and \$32,037,357, respectively. Sales to three customers accounted for 33%, 18% and 12% of total sales in 2013. Sales to two customers accounted for 37% and 23% of total sales in 2012. A loss of a significant customer would negatively impact the financial performance of the Company.

Export sales in 2013 and 2012 were approximately \$2,671,000 and \$5,085,000, respectively. This decrease is primarily due to one large customer specific transmitter shipment in fiscal 2012.

#### Sources of Raw Materials

The Company has never experienced any significant delay or shortage with respect to the purchase of raw materials and components used in the manufacture of its products, and has at least two potential sources of supply for a majority of its raw materials. However, certain components used in our products are available from only a limited number of sources, and other components are only available from a single source. Despite the risk associated with limited or single source suppliers, the benefits of higher quality goods and timely delivery minimize and often limit any potential risk and can eliminate problems with part failures during production.

#### Sales Backlog

At September 10, 2013, the Company's backlog was approximately \$40.5 million. The total backlog at June 30, 2013 was approximately \$42.1 million compared to approximately \$50.8 million at June 30, 2012. The Company’s total backlog represents the estimated remaining sales value of work to be performed under firm contracts. The funded portion of this backlog at June 30, 2013 is approximately \$42.0 million. This includes items that have been authorized and appropriated by Congress and/or funded by the customer. The unfunded backlog is approximately \$114,000 and represents firm multi-year orders for which funding has not yet been appropriated by Congress or funded by our customer. While there is no guarantee that future budgets and appropriations will provide funding for a given program, management has included in unfunded backlog only those programs that it believes are likely to receive funding based on discussions with customers and program status. The unfunded backlog at June 30, 2012 was \$2.3 million. The Company's backlog and risks associated with government contracts is discussed in greater detail in Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in Item 7 below.

It is presently anticipated that a minimum of \$27 million of orders comprising the June 30, 2013 backlog will be filled during the fiscal year ending June 30, 2014. The minimum of \$27 million does not include any shipments, which may be made against orders subsequently received during the fiscal year ending June 30, 2014. The estimate of the June 30, 2013 backlog to be shipped in fiscal 2014 is subject to future events, which may cause the amount of the backlog actually shipped to differ from such estimate.

#### Marketing and Competition

The Company markets its products primarily through its own direct sales organization. Business is solicited from large industrial manufacturers and defense companies, the government of the United States, foreign governments and major foreign electronic equipment companies. In certain countries the Company has external sales representatives to help solicit and coordinate foreign contracts. Espey is also on the eligible list of contractors with the United States Department of Defense and generally is automatically solicited by Defense Department procurement agencies for their needs falling within the major classes of products produced by the Company. In addition, the Company directly pursues opportunities from the United States Department of Defense for prime contracts. Espey contracts with the Federal Government under cage code 20950 as Espey Mfg. & Electronics Corp. and cage code 98675 as Espey Mfg. & Electronics Corp., Saratoga Industries Division.

There is competition in all classes of products manufactured by the Company from divisions of the largest electronic companies, as well as many small companies. The Company's sales do not represent a significant share of the industry's market for any class of its products. The principal methods of competition for electronic products of both a military and industrial nature include, among other factors, price, product performance, the experience of the particular company and history of its dealings in such products. The Company, as well as other companies engaged in supplying equipment for military use, is subject to various risks, including, without limitation, dependence on United States and foreign government appropriations and program allocations, the competition for available military business, and government termination of orders for convenience.

Our business is not seasonal. However, the concentration of our business in equipment for military applications exposes us to on-going associated risks including, without limitation, dependence on appropriations from the United States Government and the governments of foreign nations, program allocations, and the potential of governmental termination of orders for convenience.

The unresolved process for addressing the U.S.'s fiscal imbalances is a risk to the company. This risk is not unique to Espey and is in fact common to all defense contractors. The Congressional sequestration established a level of uncertainty associated with large-scale across-the-board defense cuts and has caused delays in program management including the processing of new orders and requests for proposals associated with new procurement.

In addition to the defense spending cuts associated with the Federal budget sequestration, we have experienced new incidents of competition. Based upon discussions during contract negotiations with our major customers, we believe that many of our competitors are aggressively investing in upfront product design costs and lowering profit margins as a strategic means of maintaining existing business and enhancing market share at the expense of competing contractors. This change in the market place has put pressure on the pricing of our current products and will likely result in lower margins on some of our legacy business. In order to compete effectively for new business, we may similarly need to invest in upfront design costs, thereby reducing initial profitability as a means of procuring new long-term programs. Accordingly, we have adjusted our pricing strategy in order to achieve a balance which enables us both to retain repeat programs while being more competitive in bidding on new programs.

#### Research and Development

The Company's expenditures for research and development were approximately \$60,597 and \$139,576 in fiscal 2013 and 2012, respectively. Some of the Company's engineers and technicians spend varying degrees of time on either development of new products or improvements of existing products. A majority of these expenditures relate to research that is required by Espey engineers to support a request for a quotation from a customer having a product-specific custom need usually associated with stringent size and weight requirements.

#### Employees

The Company had 173 employees as of September 12, 2013. Approximately 40% of these employees are represented by the International Brotherhood of Electrical Workers Local #1799. A new collective bargaining agreement was approved in July 2012. The three-year agreement expires on June 30, 2015. Relations with the Union are considered good.

## Government Regulations

Compliance with federal, state and local laws regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, did not in fiscal year 2013, and the Company believes will not in fiscal year 2014, have a material effect upon the capital expenditures, net income, or competitive position of the Company.

The Company's U.S. Government contract and subcontract orders are funded by government budgets, which operate on an October-to-September fiscal year. Normally, in February of each year, the President of the United States presents to Congress a proposed budget for the upcoming fiscal year. This budget includes recommended appropriations for every Federal agency and is the result of months of policy and program reviews throughout the executive branch. From February through September of each year, the appropriations and authorization committees of Congress review the President's budget proposals and establish the funding levels for the upcoming fiscal year in appropriations and authorization legislation. Once these levels are enacted into law, the Executive Office of the President administers the funds to the agencies.

There are two primary risks associated with this process. First, the process may be delayed or disrupted because of congressional schedules, negotiations over funding levels for programs or unforeseen world events, which could, in turn, alter the funding for a program or contract. Second, funding for multi-year contracts can be changed by future appropriations, which could affect the timing of funds, schedules and program content.

Also, our international sales are denominated in United States currency. Consequently, changes in exchange rates that strengthen the United States dollar could increase the price in local currencies of our products in foreign markets and make our products relatively more expensive than competitors' products.

### U.S. Government Defense Contracts and Subcontracts

Generally, U.S. Government contracts are subject to procurement laws and regulations. Some of the Company's contracts are governed by the Federal Acquisition Regulation (FAR), which lays out uniform policies and procedures for acquiring goods and services by the U.S. Government, and agency-specific acquisition regulations that implement or supplement the FAR. For example, the Department of Defense implements the FAR through the Defense Federal Acquisition Regulation (DFAR).

The FAR also contains guidelines and regulations for managing a contract after award, including conditions under which contracts may be terminated, in whole or in part, at the government's convenience or for default. If a contract is terminated for the convenience of the government, a contractor is entitled to receive payments for its allowable costs and, in general, the proportionate share of fees or earnings for the work done. If a contract is terminated for default, the government generally pays for only the work it has accepted. These regulations also subject the Company to financial audits and other reviews by the government of its costs, performance, accounting and general business practices relating to its contracts, which may result in adjustment of the Company's contract-related costs and fees.

### Item 2. Property

The Company's entire operation, including administrative, manufacturing and engineering facilities, is located in Saratoga Springs, New York.

The Saratoga Springs plant, which the Company owns, consists of various adjoining one-story buildings on a 22 acre site, approximately eight acres of which is unimproved. The property is not subject to mortgage indebtedness or any other material encumbrance. The plant has a sprinkler system throughout and contains approximately 151,000 square feet of floor space, of which 90,000 is used for manufacturing, 24,000 for engineering, 33,000 for shipping and climatically secured storage, and 4,000 for offices. The offices, engineering and some manufacturing areas are air-conditioned. In addition to assembly and wiring operations, the plant includes facilities for varnishing, potting, impregnation and spray-painting operations. The manufacturing operation also includes a complete machine shop, with welding and sheet metal fabrication facilities adequate for substantially all of the Company's current operations. Besides normal test equipment, the Company maintains a sophisticated on-site environmental test facility. In addition to meeting all of the Company's in-house needs, the machine shop and environmental facilities are available to other companies on a contract basis.

### Item 3. Legal Proceedings

None

### Item 4. Mine Safety Disclosures

Not applicable

PART II

Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities

Price Range of Common Stock

The table below shows the range of high and low prices for the Company's common stock on the NYSE MKT (symbol "ESP"), the principal market for trading in the common stock, for each quarterly period for the last two fiscal years ended June 30:

<u>2013</u>	<u>High</u>	<u>Low</u>
First Quarter	\$31.00	\$22.03
Second Quarter	27.98	22.87
Third Quarter	26.94	24.26
Fourth Quarter	26.49	24.09
<u>2012</u>		
First Quarter	\$27.00	\$19.40
Second Quarter	25.54	19.80
Third Quarter	25.55	22.00
Fourth Quarter	27.10	24.42

Holder

The approximate number of holders of record of the common stock was 91 on September 12, 2013 according to records of the Company's transfer agent. Included in this number are shares held in "nominee" or "street" name and, therefore, the number of beneficial owners of the common stock is believed to be substantially in excess of the foregoing number.

Dividends

The Company paid cash dividends on common stock of \$1.975 per share for the fiscal years ended June 30, 2013 and \$1.90 per share for the fiscal years ended June 30, 2012, which included a special dividend of \$1.00 per share during each such fiscal year. The Board of Directors has authorized the payment of a fiscal 2014 first quarter dividend of \$.25 payable September 27, 2013 to shareholders of record on September 10, 2013. Our Board of Directors assesses the Company's dividend policy periodically and we anticipate that regular quarterly dividends will be paid for the foreseeable future. There is no assurance, however, that the Board of Directors will increase the amount of the regular cash dividend during the fiscal year ending June 30, 2014 or any future years. Moreover, there is no assurance that the Board of Directors will declare a special dividend during fiscal year 2014 or in future years. Typically, the Board will assess whether a special dividend is warranted in the latter part of the second fiscal quarter based upon the Company's cash position, anticipated future sales during the fiscal year and the sales backlog.

During fiscal 2013, the Company sold common stock to certain employees and directors as they exercised existing stock options granted under a shareholder approved plan. During the year, 27,300 shares were sold at prices that ranged from \$17.09 a share to \$21.54 a share. The securities were sold for cash. Proceeds are used for general working capital purposes.

The Company did not make any open market purchases of equity securities in the fiscal 2013 fourth quarter.

The following table sets forth information as of June 30, 2013 with respect to compensation plans under which equity securities of the Company may be issued.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of Securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	159,250	\$21.12	252,650
Equity compensation plans not approved by security holders	--		--
<b>Total</b>	<b>159,250</b>		<b>252,650</b>

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Business Outlook

Management expects revenues in fiscal 2014 to be less than fiscal year 2013 revenues. Expectations are for product mix and margins to remain favorable for fiscal year 2014. During fiscal 2013 new orders received by the Company were approximately \$26.1 million. The order backlog of approximately \$42.1 million at June 30, 2013 gives the Company a solid base of future sales. It is presently anticipated that a minimum of \$27 million of orders comprising the June 30, 2013 backlog will be filled during the fiscal year ending June 30, 2014. The minimum of \$27 million does not include any shipments, which may be made against orders subsequently received during the fiscal year ending June 30, 2014. See discussions below for further detail on the customer mix included in the backlog.

In addition to the backlog, the Company currently has outstanding opportunities representing in excess of \$56 million in the aggregate for both repeat and new programs. The outstanding quotations encompass various new and previously manufactured power supplies, transformers, and subassemblies. However, there can be no assurance that the Company will acquire any or all of the anticipated orders described above, many of which are subject to allocations of the United States defense spending and factors affecting the defense industry and military procurement generally.

Three significant customers represented 63% of the Company's total sales in fiscal 2013 and two significant customers represented 60% of the Company's total sales in fiscal 2012. These sales are in connection with multiyear programs in which the Company is a significant subcontractor. The June 30, 2013 backlog of \$42.1 million includes orders from two customers that represent 57% and 11% of the total backlog. A loss of one of these customers or programs related to these customers could significantly impact the Company. Historically, a small number of customers have accounted for a large percentage of the Company's total sales in any given fiscal year. For several years, management has pursued opportunities with current and new customers with an overall objective of lowering the concentration of sales, mitigating excessive reliance upon a single major product of a particular program and minimizing the impact of the loss of a single significant customer. Management continues to evaluate its business development functions and potential revised courses of action in order to diversify its customer base. The Company currently has a very high concentration level with two customers and this presents significant risk.

Management, along with the Board of Directors, continues to evaluate the need and use of the Company's working capital. Capital expenditures are expected to be approximately \$800,000 for fiscal 2014. Expectations are that the working capital will be required to fund orders, dividend payments, and general operations of the business. From time to time, management along with the Mergers and Acquisitions Committee of the Board of Directors examine opportunities involving acquisitions or other strategic options, including buying certain products or product lines. The criteria for consideration are synergies with the Company's existing product base and accretion to earnings.

### Results of Operations

Net sales for fiscal years ended June 30, 2013 and 2012, were \$34,298,210 and \$32,037,357, respectively, a 7% increase. This increase can be attributed to the contract specific nature of the Company's business and the timing of deliveries on these contracts. More specifically, engineering sales increased by approximately \$3.1 million while shipments of transformers and spare parts increased by approximately \$1.2 million each.

For the fiscal years ended June 30, 2013 and 2012 gross profits were \$10,699,569 and \$8,820,163, respectively. Gross profit as a percentage of sales increased to 31.2% for fiscal 2013, up from 27.5% in fiscal 2012. The primary factor in determining gross profit and net income is product mix. The gross profits on mature products and build to print contracts are higher as compared to products that are still in the engineering development stage or in the early stages of production. In any given accounting period the mix of product shipments between higher margin mature programs and less mature programs including loss contracts, has a significant impact on gross profit and net income. The increased gross profit in fiscal 2013 as compared to fiscal 2012 was primarily the result of an increased sales backlog for both engineering and production with a favorable product mix, offset by the impact of investments in future programs.

Selling, general and administrative expenses were \$2,917,140 for the fiscal year ended June 30, 2013, an increase of \$88,731, or 3% as compared to the prior year. The increase for fiscal 2013 relates primarily to increases in salary and employee related expenses.

Employment of full time equivalents at June 30, 2013 was 170 people compared with 165 people at June 30, 2012.

Other income remained consistent for the fiscal years ended June 30, 2013 and 2012 was \$83,758 and \$89,702, respectively.

The effective income tax rate was 29.3% in fiscal 2013 and 27.8% in fiscal 2012. The effective tax rate is less than the statutory tax rate mainly due to the benefit the Company receives on its “qualified production activities” under The American Jobs Creation Act of 2004 and the benefit derived from the dividends paid on allocated ESOP shares.

Net income for fiscal 2013, was \$5,562,425 or \$2.52 and \$2.48 per share, basic and diluted, respectively, compared to net income of \$4,390,268 or \$2.02 and \$1.99 per share, basic and diluted, respectively, for fiscal 2012. The increase in net income per share was primarily due to higher sales, higher gross profit on sales, offset slightly by higher selling, general and administrative expenses.

#### Liquidity and Capital Resources

The Company's working capital is an appropriate indicator of the liquidity of its business, and during the past two fiscal years, the Company, when possible, has funded all of its operations with cash flows resulting from operating activities and when necessary from its existing cash and investments. The Company did not borrow any funds during the last two fiscal years.

The Company's working capital as of June 30, 2013 and 2012 was \$29,591,453 and \$27,199,385, respectively. During the three months ended June 30, 2013 and 2012 the Company did not repurchase any shares of its common stock. During the fiscal years ended June 30, 2013 and 2012 the Company repurchased 5,753 and 6,269 shares, respectively, of its common stock from the Company's Employee Retirement Plan and Trust (“ESOP”) and in other open market transactions, for a total purchase price of \$150,020 and \$143,731, respectively. Under existing authorizations from the Company's Board of Directors, as of June 30, 2013, management is authorized to purchase an additional \$1,706,248 million of Company stock.

The table below presents the summary of cash flow information for the fiscal year indicated:

	<u>2013</u>	<u>2012</u>
Net cash provided by operating activities .....	\$3,285,630	\$7,386,326
Net cash used in investing activities .....	(990,225)	(1,463,276)
Net cash used in financing activities .....	(3,930,201)	(4,095,437)

Net cash provided by operating activities fluctuates between periods primarily as a result of differences in net income, level of sales, the timing of the collection of accounts receivable, purchase of inventory and payments of accounts payable. Net cash used in investing activities decreased in fiscal 2013 due to an increase in purchases of investment securities offset by an increase in proceeds from maturity of investment securities. The decrease in cash used in financing activities is due primarily to an increase in the proceeds from the exercise of stock options.

The Company currently believes that the cash flow generated from operations and when necessary, from cash and cash equivalents will be sufficient to meet its long-term funding requirements for the foreseeable future.

Management believes that the Company's reserve for bad debts of \$3,000 is adequate given the customers with whom the Company does business. Historically, bad debt expense has been minimal.

During fiscal year 2013 and fiscal 2012, the Company expended \$322,507 and \$267,983, respectively, for plant improvements and new equipment. The Company has budgeted approximately \$800,000 for new equipment and plant improvements in fiscal 2014. Management anticipates that the funds required will be available from current operations.

#### Critical Accounting Policies and Estimates

Our significant accounting policies are described in note 2 to the financial statements. We believe our most critical accounting policies include revenue recognition and cost estimation on our contracts.

#### Revenue Recognition and Estimates

A significant portion of our business is comprised of development and production contracts. Generally revenues on long-term fixed-price contracts are recorded on a percentage of completion basis using units of delivery as the measurement basis for progress toward completion.

Percentage of completion accounting requires judgment relative to expected sales, estimating costs and making assumptions related to technical issues and delivery schedules. Contract costs include material, subcontract costs, labor and an allocation of overhead costs. The estimation of cost at completion of a contract is subject to numerous variables involving contract costs and estimates as to the length of time to complete the contract. Given the significance of the estimation processes and judgments described above, it is possible that materially different amounts of expected sales and contract costs could be recorded if different assumptions were used, based on changes in circumstances, in the estimation process. When a change in expected sales value or estimated cost is determined, changes are reflected in current period earnings.

Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of Espey Mfg. & Electronics Corp.

We have audited the accompanying balance sheets of Espey Mfg. & Electronics Corp. as of June 30, 2013 and 2012, and the related statements of comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended June 30, 2013. Espey Mfg. & Electronics Corp.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Espey Mfg. & Electronics Corp. as of June 30, 2013 and 2012, and the results of its operations and its cash flows for each of the years in the two-year period ended June 30, 2013 in conformity with accounting principles generally accepted in the United States of America.

/s/ EFP Rotenberg, LLP  
EFP Rotenberg, LLP  
Rochester, New York  
September 12, 2013

Espey Mfg. & Electronics Corp.  
Balance Sheets  
June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<b>ASSETS</b>		
Cash and cash equivalents .....	\$ 9,888,628	\$ 11,523,424
Investment securities .....	3,892,968	3,184,711
Trade accounts receivable, net.....	7,204,226	3,217,875
Inventories:		
Raw materials.....	1,607,112	1,364,019
Work-in-process.....	607,165	801,092
Costs related to contracts in process, net of progress payments of \$146,916 in 2013 and \$511,502 in 2012 .....	<u>9,159,493</u>	<u>9,480,595</u>
Total inventories .....	11,373,770	11,645,706
Deferred tax asset .....	419,093	422,998
Prepaid expenses and other current assets .....	<u>315,736</u>	<u>200,322</u>
Total current assets .....	33,094,421	30,195,036
Property, plant and equipment, net.....	2,421,332	2,523,196
Loan receivable .....	<u>25,194</u>	<u>67,371</u>
Total assets.....	<u>\$ 35,540,947</u>	<u>\$ 32,785,603</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Accounts payable .....	\$ 1,273,142	\$ 1,309,037
Accrued expenses:		
Salaries, wages and commissions.....	370,554	417,677
Vacation .....	748,040	707,760
Other .....	629,878	442,695
Payroll and other taxes withheld and accrued .....	50,891	44,886
Income taxes payable .....	<u>430,463</u>	<u>73,596</u>
Total current liabilities.....	3,502,968	2,995,651
Deferred tax liability.....	<u>195,385</u>	<u>222,504</u>
Total liabilities.....	3,698,353	3,218,155
Common stock, par value \$.33-1/3 per share		
Authorized 10,000,000 shares; Issued 3,029,874 shares in 2013 and 2012. Outstanding 2,344,690 and 2,320,822 in 2013 and 2012, respectively (includes 116,666 and 136,666 Unearned ESOP Shares) .....	1,009,958	1,009,958
Capital in excess of par value .....	15,780,009	15,093,512
Accumulated other comprehensive income.....	412	1,477
Retained earnings .....	<u>24,260,121</u>	<u>23,053,762</u>
	41,050,500	39,158,709
Less: Unearned ESOP shares .....	(1,685,827)	(1,974,829)
Cost of 685,184 and 709,052 shares of common stock in treasury in 2013 and 2012, respectively .....	<u>(7,522,079)</u>	<u>(7,616,432)</u>
Total stockholders' equity .....	31,842,594	29,567,448
Total liabilities and stockholders' equity.....	<u>\$ 35,540,947</u>	<u>\$ 32,785,603</u>

The accompanying notes are an integral part of the financial statements.

Espey Mfg. & Electronics Corp.  
 Statements of Comprehensive Income  
 Years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Net sales.....	\$ 34,298,210	\$ 32,037,357
Cost of sales.....	<u>23,598,641</u>	<u>23,217,194</u>
Gross profit.....	10,699,569	8,820,163
Selling, general and administrative expenses .....	<u>2,917,140</u>	<u>2,828,409</u>
Operating income .....	7,782,429	5,991,754
Other income		
Interest and dividend income .....	35,813	49,354
Other.....	<u>47,945</u>	<u>40,348</u>
Total other income.....	83,758	89,702
Income before income taxes .....	7,866,187	6,081,456
Provision for income taxes .....	<u>2,303,762</u>	<u>1,691,188</u>
Net income.....	<u>\$ 5,562,425</u>	<u>\$ 4,390,268</u>
Other comprehensive income, net of tax:		
Unrealized (loss) gain on investment securities .....	(1,065)	1,477
Total comprehensive income .....	<u>\$ 5,561,360</u>	<u>\$ 4,391,745</u>
Net income per share:		
Basic.....	\$ 2.52	\$ 2.02
Diluted.....	\$ 2.48	\$ 1.99
Weighted average number of shares outstanding:		
Basic.....	2,206,937	2,172,589
Diluted.....	2,242,648	2,203,060

The accompanying notes are an integral part of the financial statements.

Espey Mfg. & Electronics Corp.  
 Statements of Changes in Stockholders' Equity  
 Years Ended June 30, 2013 and 2012

	Outstanding Common Shares	Amount	Capital in Excess of Par Value	Accumulated Other Comprehensive Income	Retained Earnings
Balance as of June 30, 2011	<u>2,320,960</u>	<u>\$ 1,009,958</u>	<u>\$14,674,189</u>	<u>\$ -</u>	<u>\$ 22,780,026</u>
Comprehensive income:					
Net income, 2012					4,390,268
Other comprehensive income, net of tax of \$795				1,477	
Total comprehensive income					
Stock options exercised	3,800		33,700		
Stock option expense			98,723		
Dividends paid on common stock \$1.90 per share					(4,116,532)
Tax effect of stock options exercised			40,801		
Sale of treasury stock to ESOP	2,331		39,744		
Purchase of treasury stock	(6,269)				
Reduction of unearned ESOP shares			<u>206,355</u>		
Balance as of June 30, 2012	<u>2,320,822</u>	<u>\$1,009,958</u>	<u>\$15,093,512</u>	<u>\$ 1,477</u>	<u>\$23,053,762</u>
Comprehensive income:					
Net income, 2013					5,562,425
Other comprehensive income, net of tax of \$(573)				(1,065)	
Total comprehensive income					
Stock options exercised	27,300		268,049		
Stock option expense			115,183		
Dividends paid on common stock \$1.975 per share					(4,356,066)
Tax effect of stock options exercised			16,509		
Sale of treasury stock to ESOP	2,321		46,954		
Purchase of treasury stock	(5,753)				
Reduction of unearned ESOP shares			<u>239,802</u>		
Balance as of June 30, 2013	<u>2,344,690</u>	<u>\$1,009,958</u>	<u>\$ 15,780,009</u>	<u>\$ 412</u>	<u>\$ 24,260,121</u>

The accompanying notes are an integral part of the financial statements.

(Continued)

Espey Mfg. & Electronics Corp.  
 Statements of Changes in Stockholders' Equity  
 Years Ended June 30, 2013 and 2012

	Treasury Stock		Unearned	Total
	Shares	Amount	ESOP Shares	Stockholders Equity
Balance as of June 30, 2011	<u>708,914</u>	<u>\$(7,523,282)</u>	<u>\$(2,275,872)</u>	<u>\$28,665,019</u>
Comprehensive income:				
Net income, 2012				4,390,268
Other comprehensive income, net of tax of \$795				<u>1,477</u>
Total comprehensive income				<u>4,391,745</u>
Stock options exercised	(3,800)	31,350		65,050
Stock option expense				98,723
Dividends paid on common stock \$1.90 per share				(4,116,532)
Tax effect of stock options exercised				40,801
Sale of treasury stock to ESOP	(2,331)	19,231		58,975
Purchase of treasury stock	6,269	(143,731)		(143,731)
Reduction of unearned ESOP shares			<u>301,043</u>	<u>507,398</u>
Balance as of June 30, 2012	<u>709,052</u>	<u>\$(7,616,432)</u>	<u>\$(1,974,829)</u>	<u>\$29,567,448</u>
Comprehensive income:				
Net income, 2013				5,562,425
Other comprehensive income, net of tax of \$(573)				<u>(1,065)</u>
Total comprehensive income				<u>5,561,360</u>
Stock options exercised	(27,300)	225,225		493,274
Stock option expense				115,183
Dividends paid on common stock \$1.975 per share				(4,356,066)
Tax effect of stock options exercised				16,509
Sale of treasury stock to ESOP	(2,321)	19,148		66,102
Purchase of treasury stock	5,753	(150,020)		(150,020)
Reduction of unearned ESOP shares			<u>289,002</u>	<u>528,804</u>
Balance as of June 30, 2013	<u>685,184</u>	<u>\$(7,522,079)</u>	<u>\$(1,685,827)</u>	<u>\$ 31,842,594</u>

The accompanying notes are an integral part of the financial statements.

Espey Mfg. & Electronics Corp.  
 Statements of Cash Flows  
 Years Ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Cash Flows from Operating Activities:		
Net income .....	\$ 5,562,425	\$ 4,390,268
Adjustments to reconcile net income to net cash provided by operating activities:		
Excess tax benefits from share-based compensation.....	(16,509)	(40,801)
Stock-based compensation .....	115,183	98,723
Depreciation.....	418,149	426,389
ESOP compensation expense.....	528,804	507,398
Loss on disposal of assets .....	6,222	21,412
Deferred income tax benefit.....	(22,641)	(111,465)
Changes in assets and liabilities:		
(Increase) decrease in trade receivables, net .....	(3,986,351)	3,048,890
Decrease (increase) in inventories, net .....	271,936	(1,066,646)
(Increase) decrease in prepaid expenses and other current assets .....	(115,414)	8,582
Decrease in accounts payable.....	(35,895)	(144,670)
(Decrease) increase in accrued salaries, wages and commissions.....	(47,123)	5,122
Increase in other accrued expenses.....	187,183	321,669
Increase in vacation accrual .....	40,280	84,003
Increase in payroll and other taxes withheld and accrued .....	6,005	801
Increase (decrease) in income taxes payable .....	<u>373,376</u>	<u>(163,349)</u>
Net cash provided by operating activities .....	<u>\$ 3,285,630</u>	<u>\$ 7,386,326</u>

The accompanying notes are an integral part of the financial statements.

(Continued)

Espey Mfg. & Electronics Corp.  
 Statements of Cash Flows  
 Years Ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Cash Flows from Investing Activities:		
Additions to property, plant and equipment.....	(322,507)	(267,983)
Proceeds from loan receivable .....	42,177	40,932
Purchase of investment securities .....	(7,359,816)	(4,523,363)
Proceeds from sale/maturity of investment securities.....	<u>6,649,921</u>	<u>3,287,138</u>
Net cash used in investing activities .....	<u>(990,225)</u>	<u>(1,463,276)</u>
Cash Flows from Financing Activities:		
Sale of treasury stock .....	66,102	58,975
Dividends on common stock.....	(4,356,066)	(4,116,532)
Purchase of treasury stock.....	(150,020)	(143,731)
Proceeds from exercise of stock options .....	493,274	65,050
Excess tax benefits from share-based compensation.....	<u>16,509</u>	<u>40,801</u>
Net cash used in financing activities.....	<u>(3,930,201)</u>	<u>(4,095,437)</u>
(Decrease) increase in cash and cash equivalents.....	(1,634,796)	1,827,613
Cash and cash equivalents, beginning of the year .....	<u>11,523,424</u>	<u>9,695,811</u>
Cash and cash equivalents, end of the year.....	<u>\$ 9,888,628</u>	<u>\$ 11,523,424</u>
Supplemental Schedule of Cash Flow Information:		
Income taxes paid.....	<u>\$ 1,960,000</u>	<u>\$ 1,966,000</u>

The accompanying notes are an integral part of the financial statements.

#### Note 1. Nature of operations

Espey Mfg. & Electronics Corp. (the Company) is a manufacturer of electronic equipment used primarily in military and industrial applications. The principal markets for the Company's products are companies that provide electronic support to both military and industrial applications.

#### Note 2. Summary of Significant Accounting Policies

##### Inventory Valuation, Cost Estimation and Revenue Recognition

Raw materials are valued at weighted average cost.

Inventoried work relating to contracts in process and work in process is valued at actual production cost, including factory overhead incurred to date. Work in process represents spare units; parts and other inventory items acquired or produced to service units previously sold or to meet anticipated future orders. The cost elements of contracts in process and work in process consist of production costs of goods and services currently in process and overhead. Provision for losses on contracts is made when the existence of such losses becomes probable and estimable. The costs attributed to units delivered under contracts are based on the estimated average cost of all units expected to be produced. Certain contracts are expected to extend beyond twelve months.

Revenue is recognized on contracts in the period in which the units are delivered and billed (units-of-delivery method). A significant portion of our business is comprised of development and production contracts. Generally, revenues on long-term fixed-price contracts are recorded on a percentage of completion basis using units of delivery as the measurement basis for progress toward completion.

Percentage of completion accounting requires judgment relative to expected sales, estimating costs and making assumptions related to technical issues and delivery schedules. Contract costs include material, subcontract costs, labor and an allocation of overhead costs. The estimation of cost at completion of a contract is subject to numerous variables involving contract costs and estimates as to the length of time to complete the contract. Given the significance of the estimation processes and judgments described above, it is possible that materially different amounts of expected sales and contract costs could be recorded if different assumptions were used, based on changes in circumstances, in the estimation process. When a change in expected sales value or estimated cost is determined, changes are reflected in current period earnings.

##### Depreciation

Depreciation of plant and equipment is computed on a straight-line basis over the estimated useful lives of the assets.

Estimated useful lives of depreciable assets are as follows:

Buildings and improvements	10 – 40 years
Machinery and equipment	3 - 20 years
Furniture and fixtures	7 – 10 years

##### Income Taxes

The Company follows the provisions of ASC Topic 740-10, "Accounting for Income Taxes."

Under the provisions of ASC 740-10, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred taxes and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date. In addition, ASC 740-10 requires that the tax benefit of tax-deductible dividends on unallocated ESOP shares be recorded as a direct addition to retained earnings rather than as a reduction of income tax expense.

##### Cash and Cash Equivalents

Cash and cash equivalents consist of cash in banks, certificates of deposit, and money market funds. The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

## Note 2. Summary of Significant Accounting Policies, Continued

### Investment Securities

The Company accounts for its investments in accordance with ASC 320-10-25, "Accounting for Certain Investments in Debt and Equity Securities." Investment securities at June 30, 2013 and June 30, 2012 consist of certificates of deposit and municipal bonds. The Company classifies investment securities as available-for-sale. Unrealized holding gains and losses, net of related tax effect, on available-for-sale securities are excluded from earnings and are reported as a separate component of stockholders' equity until realized. Realized gains and losses for securities classified as available-for-sale are included in earnings and are determined using the specific identification method. Interest income is recognized when earned. Fair values are based on quoted market prices available as of the balance sheet date.

### Accounts receivable and allowance for doubtful accounts

The Company extends credit to its customers in the normal course of business and collateral is generally not required for trade receivables. Exposure to credit risk is controlled through the use of credit approvals, credit limits and monitoring procedures. Accounts receivable are reported net of an allowance for doubtful accounts. The Company estimates the allowance based on its analysis of specific balances. An account is generally considered past due after thirty (30) days from the invoice date. Based on these factors, there was an allowance for doubtful accounts of \$3,000 at June 30, 2013. Changes to the allowance for doubtful accounts are charged to expense and reduced by charge-offs, net of recoveries.

### Per Share Amounts

ASC 260-10 "Earnings Per Share" requires the Company to calculate net income (loss) per share based on basic and diluted net income (loss) per share, as defined. Basic EPS excludes dilution and is computed by dividing net income (loss) by the weighted average number of shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The dilutive effect of outstanding options issued by the Company are reflected in diluted EPS using the treasury stock method. Under the treasury stock method, options will only have a dilutive effect when the average market price of common stock during the period exceeds the exercise price of the options.

### Comprehensive Income

Comprehensive income consists of net income and other comprehensive income. Other comprehensive income for fiscal years ended June 30, 2013 and 2012 consists of unrealized holding gains and losses on available-for-sale securities.

### 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 the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Investment Tax Credits

Investment tax credits are accounted for as a reduction of income tax expense in the year taxes payable are reduced.

### Reclassifications

Certain reclassifications may have been made to the prior year financial statements to conform to the current year presentation.

### Recently Issued Accounting Standards

In February 2013, the FASB amended Accounting Standards No. 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," to improve the transparency of reporting reclassifications out of accumulated other comprehensive income. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income.

## Note 2. Summary of Significant Accounting Policies, Continued

The amendments in the Update do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this Update requires already is required to be disclosed elsewhere in the financial statements under U.S. Generally Accepted Accounting Principles.

The new amendments require:

Presentation of (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income—but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period.

Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments are effective for reporting periods beginning after December 15, 2012. The adoption of this guidance did not have a material impact on the Company's financial statements.

### Impairment of Long-Lived Assets

Long-lived assets, including property, plant, and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and no longer depreciated. The assets and liabilities of a disposed group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

### Concentrations of Risk

The market for our defense electronics products is largely dependent on the availability of new contracts from the United States and foreign governments to prime contractors to which we provide components. Any decline in expenditures by the United States or foreign governments may have an adverse effect on our financial performance.

Generally, U.S. Government contracts are subject to procurement laws and regulations. Some of the Company's contracts are governed by the Federal Acquisition Regulation (FAR), which lays out uniform policies and procedures for acquiring goods and services by the U.S. Government, and agency-specific acquisition regulations that implement or supplement the FAR. For example, the Department of Defense implements the FAR through the Defense Federal Acquisition Regulation (DFAR).

The FAR also contains guidelines and regulations for managing a contract after award, including conditions under which contracts may be terminated, in whole or in part, at the government's convenience or for default. If a contract is terminated for the convenience of the government, a contractor is entitled to receive payments for its allowable costs and, in general, the proportionate share of fees or earnings for the work done. If a contract is terminated for default, the government generally pays for only the work it has accepted. These regulations also subject the Company to financial audits and other reviews by the government of its costs, performance, accounting and general business practices relating to its contracts, which may result in adjustment of the Company's contract-related costs and fees.

## Note 3. Investment in Fair Value

ASC 820 establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Note 3. Investment in Fair Value, Continued

- Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Investment securities at June 30, 2013 and June 30, 2012 consist of certificates of deposit and municipal bonds which are classified as available-for-sale securities and have been determined to be level 1 assets. The cost, gross unrealized gains, gross unrealized losses and fair value of available-for-sale securities by major security type at June 30, 2013 and June 30, 2012 are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<u>2013</u>				
Certificates of deposit	\$ 2,600,000	\$ -	\$ -	\$ 2,600,000
Municipal bonds	1,292,335	5,414	( 4,780)	1,292,968
2013 Total investment securities	<u>\$ 3,892,335</u>	<u>\$ 5,414</u>	<u>\$ ( 4,780)</u>	<u>\$ 3,892,968</u>
<u>2012</u>				
Certificates of deposit	\$ 2,324,945	\$ -	\$ -	\$ 2,324,945
Municipal bonds	857,494	4,224	( 1,952)	859,766
2012 Total investment securities	<u>\$ 3,182,439</u>	<u>\$ 4,224</u>	<u>\$ ( 1,952)</u>	<u>\$ 3,184,711</u>

The portfolio is diversified and highly liquid and primarily consists of investment grade fixed income instruments. At June 30, 2013, the Company did not have any investments in individual securities that have been in a continuous loss position to be temporary for more than 12 months. Due to the fact that the decline in market value is attributable to changes in interest rates and not credit quality, and because the severity and duration of the unrealized losses were not significant, the Company considered these unrealized losses to be temporary at June 30, 2013.

As of June 30, 2013 and June 30, 2012, the contractual maturities of available-for-sale securities were as follows:

	<u>Years to Maturity</u>		
	<u>Less than One Year</u>	<u>One to Five Years</u>	<u>Total</u>
<u>2013</u>			
Available-for-sale	\$ 2,077,769	\$ 1,815,199	\$ 3,892,968
<u>2012</u>			
Available-for-sale	\$ 2,468,500	\$ 716,211	\$ 3,184,711

Note 4. Contracts in Process

Contracts in process at June 30, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
Gross contract value	\$42,069,522	\$ 50,839,601
Costs related to contracts in process, net of progress payments of \$146,916 in fiscal 2013 and \$511,502 in fiscal 2012	9,159,493	9,480,595

Included in costs relating to contracts in process at June 30, 2013 and 2012 are costs of \$4,155,629 and \$2,925,245, respectively, relative to contracts that may not be completed within the ensuing year. Under the units-of-delivery method, the related sale and cost of sales will not be reflected in the statement of comprehensive income until the units under contract are shipped.

Note 5. Property, Plant and Equipment

A summary of the original cost of property, plant and equipment at June 30, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Land	\$ 45,000	\$ 45,000
Building and improvements	4,254,834	4,189,908
Machinery and equipment	7,650,014	7,458,075
Furniture and fixtures	<u>160,867</u>	<u>160,867</u>
	12,110,715	11,853,850
Accumulated depreciation	<u>(9,689,383)</u>	<u>(9,330,654)</u>
Property, plant and equipment, net	<u>\$ 2,421,332</u>	<u>\$ 2,523,196</u>

Depreciation expense was \$418,149 and \$426,389, during the years ended June 30, 2013 and 2012, respectively.

Note 6. Pension Expense

Under terms of a negotiated union contract which expires on June 30, 2015, the Company is obligated to make contributions to a union-sponsored International Brotherhood of Electrical Workers Local 1799 defined benefit pension plan (Plan identifying number is 14-6065199) covering eligible employees. Such contributions and expenses are based upon hours worked at a specified rate and amounted to \$98,712 in fiscal 2013 and \$103,486 in fiscal 2012. These contributions represent more than five percent of the total contributions. For the year beginning January 1, 2013, the Plan is in "critical status." Plan Trustees entered into a Funding Improvement Plan which calls for an increase in contributions starting January 1, 2016 of \$0.04 for each year for five years thereafter. This Funding Improvement Plan should put the Plan status back into the "green zone." For the year beginning January 1, 2012, the Plan was in the "green zone" which means it is in neither endangered nor critical status. The Plan has used extended amortization provisions.

The Company sponsors a 401(k) plan for non-union workers with employee and employer matching contributions. The employer match is 10% of the employee contribution and was \$40,521 and \$39,005, for fiscal years 2013 and 2012, respectively.

Note 7. Provision for Income Taxes

A summary of the components of the provision for income taxes for the years ended June 30, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
Current tax expense - federal	\$ 2,293,795	\$ 1,785,633
Current tax expense - state	32,608	17,020
Deferred tax benefit	<u>(22,641)</u>	<u>(111,465)</u>
Provision for income taxes	<u>\$ 2,303,762</u>	<u>\$ 1,691,188</u>

Deferred income taxes reflect the impact of "temporary differences" between the amount of assets and liabilities for financial reporting purposes and such amounts measured by tax laws and regulations. These "temporary differences" are determined in accordance with ASC 740-10.

The combined U.S. federal and state effective income tax rates of 29.3% and 27.8%, for 2013 and 2012 respectively, differed from the statutory U.S. federal income tax rate for the following reasons:

	<u>2013</u>	<u>2012</u>
U.S. federal statutory income tax rate	34.0%	34.0%
Increase (reduction) in rate resulting from:		
State franchise tax, net of federal income tax benefit	0.3	0.1
ESOP cost versus Fair Market Value	1.0	1.2
Dividend on allocated ESOP shares	(3.4)	(4.3)
Qualified production activities	(2.9)	(2.9)
Stock-based compensation	0.3	(0.2)
Other	-	(0.1)
Effective tax rate	<u>29.3%</u>	<u>27.8%</u>

For the years ended June 30, 2013 and 2012 deferred income tax benefit of \$22,641 and \$111,465, respectively, result from the changes in temporary differences for each year. The tax effects of temporary differences that give rise to deferred tax assets and deferred tax liabilities as of June 30, 2013 and 2012 are presented as follows:

Note 7. Provision for Income Taxes, Continued

	<u>2013</u>	<u>2012</u>
Deferred tax assets:		
Accrued expenses.....	\$ 348,085	\$ 333,592
ESOP.....	121,315	121,314
Stock-based compensation.....	19,946	15,697
Inventory - effect on uniform capitalization.....	49,032	70,788
Other.....	<u>2,252</u>	<u>3,715</u>
Total deferred tax assets.....	<u>540,630</u>	<u>545,106</u>
Deferred tax liabilities:		
Unrealized gain on investment securities.....	222	795
Property, plant and equipment - principally due to differences in depreciation methods.....	<u>316,700</u>	<u>343,817</u>
Total deferred tax liabilities.....	<u>316,922</u>	<u>344,612</u>
Net deferred tax asset.....	<u>\$ 223,708</u>	<u>\$ 200,494</u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projection for future taxable income over the period in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these temporary differences without consideration of a valuation allowance.

As the result of the implementation of the FASB interpretation ASC 740-10, Accounting for Uncertainty in Income Taxes – An Interpretation of ASC 740, the Company recognized no material adjustments to unrecognized tax benefits. As of June 30, 2013 and 2012, the Company has no unrecognized tax benefits.

The Company recognizes interest and penalties related to uncertain tax positions, if any, in general and administrative expense. As of June 30, 2013, the Company has not recorded any provision for accrued interest and penalties related to uncertain tax positions.

By statute, tax years ended June 30, 2013, 2012, 2011, and 2010 remain open to examination by the major taxing jurisdictions to which the Company is subject.

Note 8. Significant Customers

A significant portion of the Company's business is the production of military and industrial electronic equipment for use by the U.S. and foreign governments and certain industrial customers. Sales to two domestic customer and one foreign customer (based in United Kingdom) accounted for 45% and 18%, respectively of total sales in fiscal 2013. Sales to one domestic customer and one foreign customer (based in United Kingdom) accounted for 37% and 23%, respectively of total sales in fiscal 2012.

Export sales in fiscal 2013 and fiscal 2012 were approximately \$2,671,000 and \$5,085,000, respectively.

Note 9. Stock Rights Plan

The Company has a Shareholder Rights Plan that expires on December 31, 2019. Under this plan, common stock purchase rights were distributed as a dividend at the rate of one right for each share of common stock outstanding as of or issued subsequent to April 14, 1989. Each right entitles the holder thereof to buy one-half share of common stock of the Company at an exercise price of \$25 per share subject to adjustment. The rights are exercisable only if a person or group acquires beneficial ownership of 15% or more of the Company's common stock or commences a tender or exchange offer which, if consummated, would result in the offer or individually or, together with all affiliates and associates thereof, being the beneficial owner of 15% or more of the Company's common stock.

If a 15% or larger shareholder should engage in certain self-dealing transactions or a merger with the Company in which the Company is the surviving corporation and its shares of common stock are not changed or converted into equity securities of any other person, or if any person were to become the beneficial owner of 15% or more of the

Note 9. Stock Rights Plan, Continued

Company's common stock, then each right not owned by such shareholder or related parties of such shareholder (all of which will be void) will entitle its holder to purchase, at the right's then current exercise price, shares of the Company's common stock having a value of twice the right's exercise price. In addition, if the Company is involved in any other merger or consolidation with, or sells 50% or more of its assets or earning power to another person, each right will entitle its holder to purchase, at the right's then current exercise price, shares of common stock of such other person having a value of twice the right's exercise price.

The Company generally is entitled to redeem the rights at one cent per right at any time until the 15th day (or 25th day if extended by the Company's Board of Directors) following public announcement that a 15% position has been acquired or the commencement of a tender or exchange offer which, if consummated, would result in the offer or, together with all affiliates and associates thereof, being the beneficial owner of 15% or more of the Company's common stock.

Note 10. Employee Stock Ownership Plan

The Company sponsors a leveraged employee stock ownership plan (the "ESOP") that covers all nonunion employees who work 1,000 or more hours per year and are employed on June 30. The Company makes annual contributions to the ESOP equal to the ESOP's debt service less dividends on unallocated shares received by the ESOP. All dividends on unallocated shares received by the ESOP are used to pay debt service. Dividends on allocated ESOP shares are recorded as a reduction of retained earnings. As the debt is repaid, shares are released and allocated to active employees, based on the proportion of debt service paid in the year. The Company accounts for its ESOP in accordance with FASB ASC 718-40. Accordingly, the shares purchased by the ESOP are reported as Unearned ESOP Shares in the statement of financial position. As shares are released or committed-to-be-released, the Company reports compensation expense equal to the current average market price of the shares, and the shares become outstanding for earnings-per-share (EPS) computations. ESOP compensation expense was \$528,804 for the year ended June 30, 2013 and \$507,398 for the year ended June 30, 2012. The ESOP shares as of June 30, 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>
Allocated shares	469,338	454,588
Unreleased shares	<u>116,666</u>	<u>136,666</u>
Total shares held by the ESOP	<u>586,004</u>	<u>591,254</u>
Fair value of unreleased shares	<u>\$ 2,998,316</u>	<u>\$ 3,609,349</u>

Note 11. Stock-based Compensation

The Company follows ASC 718 in establishing standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, as well as transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. ASC 718 requires that the cost resulting from all share-based payment transactions be recognized in the financial statements based on the fair value of the share-based payment. ASC 718 establishes fair value as the measurement objective in accounting for share-based payment transactions with employees, except for equity instruments held by employee share ownership plans.

Total stock-based compensation expense recognized in the statement of comprehensive income for the three-month period ended June 30, 2013 and 2012, was \$27,406 and \$30,224, respectively, before income taxes. The related total deferred tax benefit was approximately \$3,116 and \$3,194, for the same periods. Total stock-based compensation expense recognized in the statement of comprehensive income for the fiscal years ended June 30, 2013 and 2012, was \$115,183 and \$98,723, respectively, before income taxes. The related total deferred tax benefit was approximately \$12,968 and \$10,230, for the same periods. ASC 718 requires the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options to be classified and reported as both an operating cash outflow and a financing cash inflow.

As of June 30, 2013, there was approximately \$55,623 of unrecognized compensation cost related to stock option awards that is expected to be recognized as expense over the next year. The total deferred tax benefit related to these awards is approximately \$6,292.

The Company has one employee stock option plan under which options may be granted, the 2007 Stock Option and Restricted Stock Plan (the "2007 Plan"). The Board of Directors may grant options to acquire shares of common stock to employees of the Company at the fair market value of the common stock on the date of grant. Generally,

Note 11. Stock-based Compensation, Continued

options granted have a two-year vesting period based on two years of continuous service and have a ten-year contractual life. Option grants provide for accelerated vesting if there is a change in control. Shares issued upon the exercise of options are from those held in Treasury. The 2007 Plan was approved by the Company's shareholders at the Company's Annual Meeting on November 30, 2007 and supersedes the Company's 2000 Stock Option Plan (the "2000 Plan"). Options covering 400,000 shares are authorized for issuance under the 2007 Plan, of which 158,500 have been granted and 123,450 are outstanding as of June 30, 2013. While no further grants of options may be made under the 2000 Plan, as of June 30, 2013, 35,800 options remain outstanding, vested and exercisable from the 2000 Plan.

ASC 718 requires the use of a valuation model to calculate the fair value of stock-based awards. The Company has elected to use the Black-Scholes option valuation model, which incorporates various assumptions including those for volatility, expected life and interest rates.

There were no options awarded for the twelve months ended June 30, 2013. The table below outlines the weighted average assumptions that the Company used to calculate the fair value of each option award for the years ended June 30, 2012:

	<u>2012</u>
Dividend yield	3.58%
Expected stock price volatility	31.37%
Risk-free interest rate	0.56%
Expected option life (in years)	3.7 yrs
Weighted average fair value per share of options granted during the period	\$4.323

The Company pays dividends quarterly. Our Board of Directors assesses the Company's dividend policy periodically and we anticipate that regular quarterly dividends will be paid for the foreseeable future. There is no assurance, however, that the Board of Directors will either increase the amount of the regular cash dividend or declare a special dividend during the fiscal year ending June 30, 2014 or any future years. Expected stock price volatility is based on the historical volatility of the Company's stock. The risk-free interest rate is based on the implied yield available on U.S. Treasury issues with an equivalent term approximating the expected life of the options. The expected option life (in years) represents the estimated period of time until exercise and is based on actual historical experience.

The following table summarizes stock option activity during the twelve months ended June 30, 2013:

	<u>Employee Stock Options Plan</u>			
	Number of Shares Subject to Option	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance at July 1, 2012	187,050	\$20.69	6.96	
Granted	--	--	--	
Exercised	(27,300)	\$18.07	--	
Forfeited or expired	(500)	\$25.14		
Outstanding at June 30, 2013	<u>159,250</u>	<u>\$21.12</u>	<u>6.30</u>	<u>\$729,337</u>
Vested or expected to vest at June 30, 2013	<u>151,395</u>	<u>\$20.91</u>	<u>6.18</u>	<u>\$724,943</u>
Exercisable at June 30, 2013	<u>101,300</u>	<u>\$18.82</u>	<u>5.01</u>	<u>\$696,915</u>

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between the closing sale price of the Company's common stock as reported on the NYSE MKT on June 30, 2013 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders if all option holders had exercised their options on June 30, 2013. This amount changes based on the fair market value of the Company's common stock. The total intrinsic values of the options exercised during the twelve months ended June 30, 2013 and 2012 was \$82,656 and \$21,089, respectively.

Note 11. Stock-based Compensation, Continued

The following table summarizes changes in non-vested stock options during the twelve months ended June 30, 2013:

	Weighted Number of Shares Subject to Option	Average Grant Date Fair Value (per Option)
Non-Vested at July 1, 2012	89,050	\$3.982
Granted	--	--
Vested	(30,600)	\$3.335
Forfeited or expired	(500)	\$4.327
Non-Vested at June 30, 2013	<u>57,950</u>	<u>\$4.321</u>

Note 12. Financial Instruments/Concentration of Credit Risk

The carrying amounts of financial instruments, including cash and cash equivalents, short term investments, accounts receivable, accounts payable and accrued expenses, approximated fair value as of June 30, 2013 and 2012 because of the relatively short maturities of these instruments.

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, short-term investments and accounts receivable. The Company maintains cash and cash equivalents with various financial institutions. At times such investments may be in excess of FDIC insurance limits. As disclosed in note 8, a significant portion of the Company's business is the production of military and industrial electronic equipment for use by the U.S. and foreign governments and certain industrial customers. The related accounts receivable balance, as a percentage of the Company's total trade accounts receivable balance, was 52% represented by three customers at June 30, 2013, and 46% by two customers at June 30, 2012.

Although the Company's exposure to credit risk associated with nonpayment of these concentrated balances is affected by the conditions or occurrences within the U.S. and foreign governments, the Company believes that its trade accounts receivable credit risk exposure is limited. The Company performs ongoing credit evaluations of its customer's financial conditions and requires collateral, such as progress payments, in certain circumstances. The Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information.

Note 13. Related Parties

The administration of the shares of common stock held by the ESOP Trust is subject to the Second Amended and Restated Plan, effective as of July 1, 2002, creating the Trust, and a Trust Agreement dated July 15, 2005. The Trustees' rights with respect to the disposition of shares are governed by the terms of the Plan and the Trust Agreement. As to shares that have been allocated to the accounts of participants in the ESOP Trust, the Plan provides that the Trustees are required to vote such shares in accordance with instructions received from the participants. As to unallocated shares and allocated shares for which voting instructions have not been received from participants, the Plan provides that the Trustees are required to vote such shares in accordance with the direction of a Committee, appointed by the Board of Directors of the Company under the terms of the Plan and Trust Agreement. See note 10 for additional information regarding the ESOP.

Note 14. Commitments and Contingencies

The Company at certain times enters into standby letters of credit agreements with financial institutions primarily relating to the guarantee of future performance on certain contracts. Contingent liabilities on outstanding standby letters of credit agreements aggregated to zero at June 30, 2013 and 2012. The Company, as a U.S. Government contractor, is subject to audits, reviews, and investigations by the U.S. Government related to its negotiation and performance of government contracts and its accounting for such contracts. Failure to comply with applicable U.S. Government standards by a contractor may result in suspension from eligibility for award of any new government contract and a guilty plea or conviction may result in debarment from eligibility for awards. The government may, in certain cases, also terminate existing contracts, recover damages, and impose other sanctions and penalties. As a result of a pending U.S. government audit the Company has determined a range of possible outcomes none of which the Company believes would have a materially adverse effect on the Company's financial position or results of operations. In accordance with ASC 450 "Contingencies" the Company has accrued the amount within the range that appears to be its best estimate of a possible outcome.

Note 15. Stockholders' Equity

Reservation of Shares

The Company has reserved common shares for future issuance as follows as of June 30, 2013:

Stock options outstanding	159,250
Stock options available for issuance	<u>252,650</u>
Number of common shares reserved	<u>411,900</u>

The following table sets forth the reconciliation of the numerators and denominators of the basic and diluted per share computations for continuing operations for the years ended June 30:

	<u>2013</u>	<u>2012</u>
Numerator:		
Net Income	<u>\$ 5,562,425</u>	<u>\$ 4,390,268</u>
Denominator:		
Basic EPS:		
Common shares outstanding, beginning of period	2,320,822	2,320,960
Unearned ESOP shares	(136,666)	(157,500)
Weighted average common shares issued during the period	17,810	4,149
Weighted average common shares purchased during the period	(2,550)	(2,861)
Weighted average ESOP shares earned during the period	<u>7,521</u>	<u>7,841</u>
Denominator for basic earnings per common shares – Weighted average common shares	<u>2,206,937</u>	<u>2,172,589</u>
Diluted EPS:		
Common shares outstanding, beginning of period	2,320,822	2,320,960
Unearned ESOP shares	(136,666)	(157,500)
Weighted average common shares issued during the period	17,810	4,149
Weighted average common shares purchased during the period	(2,550)	(2,861)
Weighted average ESOP shares earned during the period	7,521	7,841
Weighted average dilutive effect of issued or forfeited shares	<u>35,711</u>	<u>30,471</u>
Denominator for diluted earnings per common shares – Weighted average common shares	<u>2,242,648</u>	<u>2,203,060</u>

There were no anti-dilutive options for the years ended June 30, 2013 and 2012.

Note 16. Quarterly Financial Information (Unaudited)

	<u>First</u> <u>Quarter</u>	<u>Second</u> <u>Quarter</u>	<u>Third</u> <u>Quarter</u>	<u>Fourth</u> <u>Quarter</u>
<b>2013</b>				
Net sales	\$ 7,891,877	\$ 8,052,447	\$ 6,799,970	\$11,553,916
Gross profit.....	2,482,193	2,144,508	1,969,878	4,102,990
Net income.....	1,280,718	1,071,776	915,231	2,294,700
Net income per share -				
Basic .....	0.59	0.49	0.41	1.03
Diluted .....	0.57	0.48	0.41	1.02
<b>2012</b>				
Net sales	\$ 7,993,927	\$ 8,265,754	\$ 7,661,946	\$ 8,115,730
Gross profit.....	2,001,808	2,181,860	2,404,390	2,232,105
Net income.....	926,904	1,070,863	1,262,863	1,129,638
Net income per share -				
Basic .....	0.43	0.49	0.58	0.52
Diluted .....	0.42	0.49	0.57	0.51

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

### Item 9A. Controls and Procedures

#### Evaluation of Controls and Procedures

(a) The Company's management, with the participation of the Company's chief executive officer and chief financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) There have been no changes in our internal controls over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

#### Management's Report on Internal Control over Financial Reporting

Management of our Company is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including the principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation using the criteria set forth in Internal Control-Integrated Framework, management has concluded that our internal control over financial reporting was effective as of June 30, 2013.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Our report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this annual report.

### Item 9B. Other information

None

## PART III

The information called for by "Item 10. Directors, Executive Officers, and Corporate Governance", "Item 11. Executive Compensation", "Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters", "Item 13. Certain Relationships and Related Transactions, and Director Independence" and "Item 14. Principal Accountant Fees and Services", is hereby incorporated by reference to the Company's Proxy Statement for its Annual Meeting of Shareholders, (scheduled to be held on November 15, 2013) to be filed with the SEC pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules, Signatures

- 3.1 Certificate of incorporation and all amendments thereto (incorporated by reference to Exhibit 3.1 to Espey's Report on Form 10-K for the year ended June 30, 2004 and Report on Form 10-Q for the quarter ended December 31, 2004)
- 3.2 Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 to Espey's Report on Form 8-K dated February 26, 2009)
- 4.1 Second Amended and Restated Rights Agreement, dated December 18, 2009, between Espey Mfg. & Electronics Corp. and Registrar and Transfer Company (incorporated by reference to Exhibit 4.01 to Espey's Report on Form 8-K dated December 18, 2009)
- 4.2 Description of Capital Stock (incorporated by reference to Espey's Report on Form 8-K dated October 7, 2005)
- 10.1 2000 Stock Option Plan (incorporated by reference to Espey's Definitive Proxy Statement dated December 6, 1999 for the January 4, 2000 Annual Meeting)
- 10.2 Executive Officer contract with Howard Pinsley (incorporated by reference to Exhibit 10.2 to Espey's Report on Form 8-K dated July 27, 2009)
- 10.3 2007 Stock Option and Restricted Stock Plan (incorporated by reference to Espey's Proxy Statement dated October 23, 2007 for the November 30, 2007 Annual Meeting)
- 10.4 Employment Agreement with David O'Neil (incorporated by reference to Exhibit 10.1 on Espey's Report on Form 8-K dated August 17, 2009)
- 10.5 Retired Director Compensation Program and Mandatory Retirement Agreement (incorporated by reference to Exhibit 10.5 to Espey's Report on Form 10-Q dated May 12, 2011)
- 10.6 Retired Director Compensation Program and Mandatory Retirement Agreement – Paul Corr (incorporated by reference to Exhibit 10.6 to Espey's Report on Form 10-Q dated May 12, 2011)
- 10.7 Retired Director Compensation Program and Mandatory Retirement Agreement – Carl Helmetag (incorporated by reference to Exhibit 10.7 to Espey's Report on Form 10-Q dated May 12, 2011)
- 10.8 Retired Director Compensation Program and Mandatory Retirement Agreement – Barry Pinsley (incorporated by reference to Exhibit 10.8 to Espey's Report on Form 10-Q dated May 12, 2011)
- 10.9 Retired Director Compensation Program and Mandatory Retirement Agreement – Howard Pinsley (incorporated by reference to Exhibit 10.9 to Espey's Report on Form 10-Q dated May 12, 2011)
- 10.10 Retired Director Compensation Program and Mandatory Retirement Agreement – Alvin Sabo (incorporated by reference to Exhibit 10.10 to Espey's Report on Form 10-Q dated May 12, 2011)
- 10.11 Retired Director Compensation Program and Mandatory Retirement Agreement – Michael Wool (incorporated by reference to Exhibit 10.11 to Espey's Report on Form 10-Q dated May 12, 2011)
- 10.12 Executive Employment Agreement with Mark St. Pierre (incorporated by reference to Exhibit 10.12 on Espey's Report on Form 8-K dated March 4, 2013)
- 10.13 Executive Employment Agreement with David O'Neil (incorporated by reference to Exhibit 10.13 on Espey's Report on Form 8-K dated March 4, 2013)
- 10.14 Executive Employment Agreement with Peggy Murphy (incorporated by reference to Exhibit 10.14 on Espey's Report on Form 8-K dated March 4, 2013)

- 11.1 Statement re: Computation of Per Share Net income (filed herewith)
- 14.1 Code of ethics (incorporated by reference to Espey's website [www.espey.com](http://www.espey.com))
- 23.1 Consent of EFP Rotenberg, LLP (filed herewith)
- 31.1 Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
- 31.2 Certification of the Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
- 32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
- 32.2 Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)

SIGNATURES

Pursuant to the requirements of Section 13 and 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ESPEY MFG. & ELECTRONICS CORP.

/s/Mark St. Pierre  
Mark St. Pierre  
President and Chief Executive Officer

/s/Mark St. Pierre  
Mark St. Pierre

President  
(Chief Executive Officer)  
September 12, 2013

/s/David O'Neil  
David O'Neil

Treasurer  
(Principal Financial Officer)  
September 12, 2013

/s/Katrina Sparano  
Katrina Sparano

Assistant Treasurer  
(Principal Accounting Officer)  
September 12, 2013

/s/Howard Pinsley  
Howard Pinsley

Chairman of the Board  
September 12, 2013

/s/Barry Pinsley  
Barry Pinsley

Director  
September 12, 2013

/s/Michael W. Wool  
Michael W. Wool

Director  
September 12, 2013

/s/Paul J. Corr  
Paul J. Corr

Director  
September 12, 2013

/s/Alvin O. Sabo  
Alvin O. Sabo

Director  
September 12, 2013

/s/Carl Helmetag  
Carl Helmetag

Director  
September 12, 2013

EXHIBIT 11.1  
ESPEY MFG. & ELECTRONICS CORP.  
Computation of per Share Net Income

	Five years ended June 30,				
	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Computation of net income per share:					
BASIC					
Weighted average number of primary shares outstanding .....	<u>2,206,937</u>	<u>2,172,589</u>	<u>2,151,443</u>	<u>2,129,417</u>	<u>2,107,643</u>
Net income.....	<u>\$ 5,562,425</u>	<u>\$ 4,390,268</u>	<u>\$ 3,857,537</u>	<u>\$ 3,564,962</u>	<u>\$ 2,733,240</u>
Per share-basic.....	<u>\$ 2.52</u>	<u>\$ 2.02</u>	<u>\$ 1.79</u>	<u>\$ 1.67</u>	<u>\$ 1.30</u>
DILUTED					
Weighted average number of primary shares outstanding .....	<u>2,242,648</u>	<u>2,203,060</u>	<u>2,176,299</u>	<u>2,137,799</u>	<u>2,113,798</u>
Net effect of dilutive stock options based on treasury stock method.....	<u>35,711</u>	<u>30,471</u>	<u>24,856</u>	<u>8,382</u>	<u>6,155</u>
Net income.....	<u>\$ 5,562,425</u>	<u>\$ 4,390,268</u>	<u>\$ 3,857,537</u>	<u>\$ 3,564,962</u>	<u>\$ 2,733,240</u>
Per share-diluted.....	<u>\$ 2.48</u>	<u>\$ 1.99</u>	<u>\$ 1.77</u>	<u>\$ 1.67</u>	<u>\$ 1.29</u>

EXHIBIT 23.1  
ESPEY MFG. & ELECTRONICS CORP.  
Consent of Rotenberg & Co., LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Espey Mfg. & Electronics Corp.  
Saratoga Springs, New York

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-128922 and 333-148678) pertaining to the 2000 and 2007 Stock Option Plans of Espey Mfg. & Electronics Corp. of our report dated September 12, 2013, with respect to the financial statements and schedule of Espey Mfg. & Electronics Corp. included in its Annual Report (Form 10-K) for the year ended June 30, 2013, filed with the Securities and Exchange Commission.

/s/ EFP Rotenberg, LLP  
Rochester, New York  
September 12, 2013

EXHIBIT 31.1  
Certification of the Chief Executive Officer  
Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934,  
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Mark St. Pierre, certify that:

1. I have reviewed this annual report on Form 10-K of Espey Mfg. & Electronics Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 12, 2013

/s/Mark St. Pierre \_\_\_\_\_  
Mark St. Pierre  
President and Chief Executive Officer

EXHIBIT 31.2  
Certification of the Principal Financial Officer  
Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934,  
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David O'Neil, certify that:

1. I have reviewed this annual report on Form 10-K of Espey Mfg. & Electronics Corp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 12, 2013

/s/David O'Neil  
\_\_\_\_\_  
David O'Neil  
Treasurer and Principal Financial Officer

EXHIBIT 32.1

Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350,  
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with this annual report of Espey Mfg. & Electronics Corp. (the "Company") on Form 10-K for the period ended June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "report"), I, Mark St. Pierre, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 12, 2013

/s/Mark St. Pierre  
Mark St. Pierre  
President and Chief Executive Officer

EXHIBIT 32.2

Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350,  
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with this annual report of Espey Mfg. & Electronics Corp. (the "Company") on Form 10-K for the period ended June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "report"), I, David O'Neil, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 12, 2013

/s/David O'Neil  
David O'Neil  
Treasurer and Principal Financial Officer





**ESPEY MFG. & ELECTRONICS CORP.**  
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