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ESPEY MFG & ELECTRONICS CORP
Form 10-Q
November 13, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2008

Commission File Number I-4383

ESPEY MFG. & ELECTRONICS CORP.

(Exact name of registrant as specified in its charter)

NEW YORK

14-1387171

(State of incorporation)

(I.R.S. Employer's Identification No.)

233 Ballston Avenue, Saratoga Springs, New York 12866

(Address of principal executive offices)

Registrant's telephone number, including area code 518-584-4100

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Outstanding at November 13, 2008

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Common stock, \$.33-1/3 par value

2,325,353 shares

ESPEY MFG. & ELECTRONICS CORP.
Quarterly Report on Form 10-Q
I N D E X

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PART I: FINANCIAL INFORMATION

ESPEY MFG. & ELECTRONICS CORP.
Balance Sheets
September 30, 2008 (Unaudited) and June 30, 2008

2008
September 30,

2008
June

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ASSETS:

| | | |
|---|--------------|-----------|
| Cash and cash equivalents | \$ 4,240,259 | \$ 6,851, |
| Short term investments | 9,466,000 | 7,336, |
| Trade accounts receivable, net | 4,284,555 | 3,646, |
| Income tax receivable | 502,244 | 276, |
| Other receivables | 2,874 | 4, |
| ESOP receivable due to dividends on unallocated shares | -- | 36, |
| Inventories: | | |
| Raw materials | 1,556,332 | 1,575, |
| Work-in-process | 976,038 | 1,151, |
| Costs relating to contracts in process, net of advance payments of \$968,648 at September 30, 2008 and \$959,175 at June 30, 2008 | 8,343,542 | 7,461, |
| | ----- | ----- |
| Total inventories | 10,875,912 | 10,188, |
| Deferred income taxes | 166,898 | 169, |
| Prepaid expenses and other current assets | 291,197 | 355, |
| | ----- | ----- |
| Total current assets | 29,829,939 | 28,864, |
| | ----- | ----- |
| Property, plant and equipment, net | 2,955,478 | 2,956, |
| Loan receivable | 58,494 | 65, |
| | ----- | ----- |
| Total assets | \$32,843,911 | \$31,886, |
| | ===== | ===== |

See accompanying notes to the financial statements.

(Continued)

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ESPEY MFG. & ELECTRONICS CORP.
Balance Sheets
September 30, 2008 (Unaudited) and June 30, 2008

2008
September 30,

LIABILITIES AND STOCKHOLDERS' EQUITY:

| | | |
|---------------------------------|--------------|----|
| Accounts payable | \$ 1,531,034 | \$ |
| Accrued expenses: | | |
| Salaries, wages and commissions | 254,654 | |
| Vacation | 481,018 | |
| ESOP payable | 30,984 | |
| Other | 36,793 | |

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| | | |
|--|---------------|-------|
| Payroll and other taxes withheld and accrued | 49,015 | |
| | ----- | --- |
| Total current liabilities | 2,383,498 | --- |
| | ----- | --- |
| Deferred income taxes | 123,568 | |
| | ----- | --- |
| Total liabilities | 2,507,066 | --- |
| | ----- | --- |
| Common stock, par value \$.33-1/3 per share. | | |
| Authorized 10,000,000 shares; issued 3,029,874 shares on September 30, 2008 and June 30, 2008. Outstanding 2,327,358 and 2,325,902 (includes 219,167 and 225,000 Unearned ESOP Shares on September 30, 2008 and June 30, 2008, respectively) | 1,009,958 | |
| Capital in excess of par value | 13,568,187 | |
| Retained earnings | 25,721,621 | |
| | ----- | --- |
| | 40,299,766 | --- |
| Less: Unearned ESOP shares | (3,251,248) | |
| Treasury shares, cost of 702,516 shares on September 30, 2008 and 703,972 shares on June 30, 2008 | (6,711,673) | |
| | ----- | --- |
| Total stockholders' equity | 30,336,845 | --- |
| | ----- | --- |
| Total liabilities and stockholders' equity | \$ 32,843,911 | \$ == |
| | ===== | == |

See accompanying notes to the financial statements.

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ESPEY MFG. & ELECTRONICS CORP.
 Statements of Income (Unaudited)
 Three Months Ended September 30, 2008 and 2007

| | Three Months | |
|--|-----------------------|-----------------------|
| | September 30, 2008 | September 30, 2007 |
| | ----- | ----- |
| Net sales | \$ 6,053,519 | \$ 6,301,786 |
| Cost of sales | 4,902,244 | 4,952,676 |
| | ----- | ----- |
| Gross profit | 1,151,275 | 1,349,110 |
| Selling, general and administrative expenses | 678,227 | 667,553 |
| | ----- | ----- |

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| | | |
|--|------------|------------|
| Operating income (expense) | 473,048 | 681,557 |
| | ----- | ----- |
| Other income (expense) | | |
| Interest and dividend income | 102,915 | 196,121 |
| Other | 11,241 | 19,485 |
| | ----- | ----- |
| | 114,156 | 215,606 |
| | ----- | ----- |
| Income before income taxes | 587,204 | 897,163 |
| Provision for income taxes | 188,908 | 305,580 |
| | ----- | ----- |
| Net income | \$ 398,296 | \$ 591,583 |
| | ===== | ===== |
| Net income per share: | | |
| Basic | \$ 0.19 | \$ 0.29 |
| Diluted | \$ 0.19 | \$ 0.28 |
| | ----- | ----- |
| Weighted average number of shares outstanding: | | |
| Basic | 2,102,306 | 2,065,879 |
| Diluted | 2,116,039 | 2,103,746 |
| | ----- | ----- |
| Dividends per share: | \$ 0.2250 | \$ 0.1750 |
| | ===== | ===== |

See accompanying notes to the financial statements.

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ESPEY MFG. & ELECTRONICS CORP.
 Statements of Cash Flows (Unaudited)
 Three Months Ended September 30, 2008 and 2007

| | September 2008 | September 2007 |
|---|-------------------|-------------------|
| | ----- | ----- |
| Cash Flows From Operating Activities: | | |
| Net income | \$ 398,296 | \$ 591,583 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Excess tax benefits from share-based compensation | 30,245 | 29,083 |
| Stock-based compensation | 29,083 | 124,325 |
| Depreciation | 124,325 | 118,418 |
| ESOP compensation expense | 118,418 | 2,542 |
| Loss on disposal of assets | 2,542 | - |

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| | | |
|--|--------------|-------|
| Deferred income tax | (6,055) | |
| Changes in assets and liabilities: | | |
| Increase in trade receivable, net | (638,428) | |
| Increase in income taxes receivables | (226,157) | |
| Decrease (increase) in other receivables | 1,474 | |
| Decrease in ESOP receivable due to dividends on unallocated shares | 36,809 | |
| (Increase) decrease in inventories | (687,678) | |
| Decrease in prepaid expenses and other current assets | 64,491 | |
| Increase (decrease) in accounts payable | 930,103 | |
| Increase in accrued salaries, wages and commissions | 70,277 | |
| Decrease in vacation accrual | (61,423) | |
| Decrease in ESOP payable | (87,434) | |
| Decrease in other accrued expenses | (9,460) | |
| Increase in payroll and other taxes withheld and accrued | 6,840 | |
| Decrease in income taxes payable | (30,245) | |
| | ----- | |
| Net cash provided by operating activities | 66,023 | |
| | ----- | |
| Cash Flows From Investing Activities: | | |
| Additions to property, plant and equipment | (125,755) | |
| Proceeds from loan receivable | 6,509 | |
| Purchase of short term investments | (4,242,000) | |
| Maturity of short term investments | 2,112,000 | |
| | ----- | |
| Net cash used in investing activities | (2,249,246) | |
| | ----- | |
| Cash Flows From Financing Activities: | | |
| Dividends on common stock | (473,378) | |
| Purchase of treasury stock | (52,038) | |
| Proceeds from exercise of stock options | 66,900 | |
| Excess tax benefits from share-based compensation | 30,245 | |
| | ----- | |
| Net cash used in financing activities | (428,271) | |
| | ----- | |
| Decrease in cash and cash equivalents | (2,611,494) | |
| Cash and cash equivalents, beginning of period | 6,851,753 | |
| | ----- | |
| Cash and cash equivalents, end of period | \$ 4,240,259 | \$ |
| | ===== | ===== |
| Supplemental disclosures of cash flow information: | | |
| Income Taxes Paid | \$ 400,000 | \$ |
| | ===== | ===== |

See accompanying notes to the financial statements.

ESPEY MFG. & ELECTRONICS CORP.
Notes to Financial Statements (Unaudited)

Note 1. Basis of Presentation

In the opinion of management the accompanying unaudited financial statements contain all adjustments (consisting of only normal recurring adjustments)

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necessary for a fair presentation of the results for such periods. The results for any interim period are not necessarily indicative of the results to be expected for the full fiscal year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted accounting principles have been condensed or omitted. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of assets and liabilities. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, inventories, income taxes, and stock-based compensation. Management bases its estimates on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. These financial statements should be read in conjunction with the Company's most recent audited financial statements included in its report on Form 10-KSB for the year ended June 30, 2008.

Note 2. Net Income per Share

Basic net income per share excludes dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the income of the Company. As Unearned ESOP shares are released or committed-to-be-released the shares become outstanding for earnings-per-share computations.

Note 3. Stock Based Compensation

Effective July 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123 (Revised 2004), "Share-Based Payment" ("SFAS No. 123 (R)"), which amends SFAS No. 123 and supersedes Accounting Principles Board Opinion ("APB") No. 25 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 maybe settled by the issuance of those equity instruments. SFAS No. 123(R) 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. SFAS No.123(R) 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. As allowed under SFAS No. 123(R), the Company elected the modified prospective method of adoption, under which compensation cost is recognized in the financial statements beginning with the effective date of SFAS No. 123(R) for all share-based payments granted after that date, and for all unvested awards granted prior to the effective date of SFAS No. 123(R). Accordingly, prior period amounts have not been restated.

Total stock-based compensation expense recognized in the Statement of Income for the three months ended September 30, 2008 and 2007, was \$29,083 and \$50,840, respectively, before income taxes. The related total deferred tax benefit was approximately \$2,477 and \$4,017, for the three months ended September 30, 2008 and 2007, respectively. Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits for deductions resulting from the exercise of stock options as operating cash flows in the Statements of Cash Flows. SFAS No. 123(R) 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 on a prospective

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basis upon adoption.

As of September 30, 2008, there was approximately \$118,984 of unrecognized compensation cost related to stock option awards that is expected to be recognized as expense over a period of 1.75 years.

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

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stock to employees of the Company at the fair market value of the common stock on the date of grant. Generally, 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 supercedes 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 34,400 have been granted as of September 30, 2008. While no further grants of options may be made under the 2000 Plan, as of September 30, 2008, 87,900 options were outstanding of which 53,900 are vested and exercisable.

SFAS No. 123(R) 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.

The table below outlines the weighted average assumptions that the Company used to calculate stock-based employee compensation for the three months ended:

| | September 30, 2008 | September 30, 2007 |
|--|--------------------|--------------------|
| | ----- | ----- |
| Dividend yield | 3.34 % | 2.4% |
| Expected stock price volatility | 24.41 % | 22.29% |
| Risk-free interest rate | 3.91 % | 4.54% |
| Expected option life (in years) | 4 yrs | 5 yrs |
| Weighted average fair value per share of options granted during the period | \$3.594 | \$4.04 |

The Company pays dividends quarterly and does plan to pay dividends in the foreseeable future. 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 the safe harbor calculation under SFAS No. 123.

The following table summarizes stock option activity during the three months ended September 30, 2008:

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Employee Stock Options Plan

| | Number of Shares Subject To Option | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term |
|-----------------------------------|---|--|---|
| Balance at July 1, 2008 | 126,500 | \$18.40 | 8.10 |
| Granted | -- | | |
| Exercised | (4,200) | \$15.93 | |
| Forfeited or expired | -- | | |
| Balance September 30, 2008 | 122,300 | \$18.49 | 8.14 |
| Exercisable at September 30, 2008 | 53,900 | \$16.66 | 7.02 |

The intrinsic value of stock options exercised was \$18,495 and \$144,447, during the three months ended September 30, 2008 and 2007, respectively. The intrinsic value of stock options outstanding and exercisable as of September 30, 2008 and 2007 was \$90,945 and \$239,585, respectively.

Note 4. 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 September 30, 2008. As a government contractor, the Company is continually subject to audit by various agencies of the U.S. Government to determine compliance with various procurement laws and regulations. As a result of such audits and as part of normal business operations of the Company, various claims and charges can be asserted against the Company. It is not possible to predict the outcome of such actions. Currently the Company has no claims or assertions pending or threatened against it.

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Note 5. Recently Issued Accounting Standards

In May 2008, the FASB issued Statement of Financial Accounting Standard No. 162 ("SFAS 162"), The Hierarchy of Generally Accepted Accounting Principles. SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States. SFAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles. SFAS 162 does not have a material effect on the company's financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standard No. 159 ("SFAS 159"), The Fair Value Option for Financial Assets and Financial Liabilities. SFAS 159 provides companies with an option to report selected financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. SFAS 159 is effective beginning July 1, 2008. The adoption of the provisions of SFAS 159 did not have a material

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effect on the Company's financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standard No. 157 ("SFAS 157"), Fair Value Measurements. SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 applies to other accounting pronouncements that require or permit fair value measurements, but does not require any new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those years. SFAS 157 did not have a material effect on the Company's financial statements.

In July 2006, the FASB issued Interpretation No. 48 ("FIN 48"), Accounting for Uncertainty in Income Taxes—An Interpretation of FASB Statement No. 109, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. In particular, this interpretation requires uncertain tax positions to be recognized only if they are "more-likely-than-not" to be upheld based on their technical merits. Additionally, the measurement of the tax position will be based on the largest amount that is determined to have greater than a 50% likelihood of realization upon ultimate settlement. Any resulting cumulative effect of applying the provisions of FIN 48 upon adoption would be reported as an adjustment to the beginning balance of retained earnings in the period of adoption. FIN 48 was effective beginning July 1, 2007. The adoption of FIN 48 did not have a material effect on the Company's financial statements.

Note 6. 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 Statement of Position 93-6. 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 \$118,418 for the quarter ended September 30, 2008. The ESOP shares as of September 30, 2008 were as follows:

| | |
|---|--------------|
| Allocated Shares | 442,886 |
| Committed-to-be-released shares | 5,833 |
| Unreleased shares | 219,167 |
| | ----- |
| Total shares held by the ESOP | 667,886 |
| | ===== |
| Fair value of unreleased shares at September 30, 2008 | \$ 4,021,714 |
| | ===== |

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of Operations

Overview

Espey Mfg. & Electronics Corp. (the "Company") located in Saratoga Springs, New York, is engaged principally in the development, design, production and sale of specialized electronic power supplies, a wide variety of transformers and other types of iron-core components, and electronic system components. In some cases, the Company manufactures such products in accordance with pre-developed mechanical and electrical requirements ("build to print"). In other cases, the Company is responsible for both the overall design and manufacture of the product. The Company does not generally manufacture standardized components and does not have a product line. The products manufactured by the Company find application principally in (i) shipboard and land based radar, (ii) locomotives, (iii) aircraft, (iv) short and medium range communication systems, (v) navigation systems, and (vi) land-based military vehicles.

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. The Company is also on the eligible list of contractors of agencies of the United States Department of Defense and generally is automatically solicited by such agencies for procurement needs falling within the major classes of products produced by the Company. In addition, the Company directly solicits bids from the United States Department of Defense for prime contracts.

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.

In the first three months of fiscal 2009, the Company received approximately \$5.5 million in new orders. These orders include both follow-on production quantities for mature products and engineering development orders which will enable the Company to utilize its engineering expertise in developing new customer specific products. Some of these products, once developed, will be produced in the Company's manufacturing facility and are expected to provide large production order quantities over several years. These orders are in line with the Company's strategy of getting involved in long-term high quantity military and industrial products. The Company's backlog was \$44.2 million at September 30, 2008 and is \$42.7 million at November 10, 2008, which includes \$26.8 million from two significant customers.

The sales backlog gives the Company a solid base of future sales. Based upon the backlog and the anticipated schedule for the fulfillment of orders, management expects sales for fiscal 2009 to be higher than fiscal 2008 sales. In addition to the backlog, the Company currently has outstanding quotations and potential business representing approximately \$48.2 million in the aggregate for both repeat and new programs.

Sales to two significant customers in the first three months of fiscal 2009 and 2008 represented 71.8% and 56.9%, respectively, of the Company's total sales. While the Company has always had a small number of customers that account for a

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large percentage of its total sales in any given year, management is pursuing business opportunities involving significant product programs with new and current customers with an overall objective of lowering the concentration of sales and minimizing the impact of a significant customer or excessive reliance upon a single major product program of a particular customer.

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.

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The total backlog for the Company of \$44.2 million at September 30, 2008, up \$10.1 million from September 30, 2007, and down \$0.6 million from June 30, 2008, represents the estimated remaining sales value of work to be performed under firm contracts. These contracts include significant orders for military and industrial power supplies, and contracts to manufacture certain customer products in accordance with pre-engineered requirements.

Management, along with the Board of Directors, continues to evaluate the need and use of the Company's working capital. Expectations are that the working capital will be required to fund any increase in orders over the next several quarters, dividend payments, and general operations of the business. Also, the Mergers and Acquisitions Committee of the Board of Directors continues to evaluate potential strategic options on a periodic basis.

Critical Accounting Policies and Estimates

Management believes our most critical accounting policies include revenue recognition and estimates to completion.

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 schedule. 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.

Results of Operations

Net sales for the three months ended September 30, 2008 were \$6,053,519 as compared to \$6,301,786 for the same period in 2007, representing a 3.9% decrease. Generally, these decreases can be attributed to the contract specific nature of the Company's business. Net sales to two customers represented 72% of total sales for the quarter. New orders received in the first three months of fiscal 2009 were approximately \$5.5 million, representing a 31.8% increase over the amount of new orders received in the first three months of fiscal 2008.

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For the three months ended September 30, 2008 and 2007 gross profits were \$1,151,275 and \$1,349,110, respectively. Gross profit as a percentage of sales was 19.0% and 21.4%, for the three months ended September 30, 2008 and 2007, respectively. 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 which 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 decreased gross profit and gross profit percentage in the three months ended September 30, 2008, was the result of shipping mature products with favorable margins, offset by losses incurred on contracts with significant engineering time required for design efforts. Management continues to evaluate the Company's workforce to ensure that production and overall execution of the backlog orders and additional anticipated orders are successfully obtained and executed. Employment of full time equivalents at September 30, 2008 was 169 compared to 182 people at September 30, 2007.

Selling, general and administrative expenses were consistent with the comparable period one year earlier, \$678,227 for the three months ended September 30, 2008; an increase of \$10,674, compared to the three months ended September 30, 2007.

Other income for three months ended September 30, 2008 decreased as compared to the three months ended September 30, 2007 due to decreased interest income on the Company's cash and cash equivalents and short-term investments. The Company does not believe that there is a significant risk associated with its investment policy, since at September 30, 2008 all of the investments were primarily represented by short-term liquid investments including certificates of deposit and money market funds.

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The effective income tax rate at September 30, 2008 and 2007 was 32.2% and 34.1%, respectively. The effective tax rate is less than the statutory tax rate mainly due to the benefit the Company receives on its Qualified Production Activities and the benefit derived from the ESOP dividends paid on allocated shares.

Net income for the three months ended September 30, 2008, was \$398,296 or \$.19 per share, both basic and diluted, compared to \$591,583 or \$.29 and \$.28 per share, basic and diluted, respectively, for the three months ended September 30, 2007. The decrease in net income per share was mainly due to lower gross profit as a percentage of sales and decreased interest income.

Liquidity and Capital Resources

The Company's working capital is an appropriate indicator of the liquidity of its business, and during the past three 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 three fiscal years. Management had available a \$3,000,000 line of credit to help fund further growth or working capital needs, but did not anticipate the need for any borrowed funds in the foreseeable future and therefore did not renew the line of credit which expired November 30, 2007.

The Company's working capital as of September 30, 2008 was approximately \$27.4 million. During the three months ended September 30, 2008 and 2007 the Company repurchased 2,744 and 16,743 shares, respectively, of its common stock from the Company's Employee Retirement Plan and Trust ("ESOP"), for a total purchase

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price of \$52,038 and \$370,857, respectively. Under existing authorizations from the Company's Board of Directors, as of September 30, 2008, management is authorized to purchase an additional \$1,947,961 million of Company stock.

| | Three Months Ended September 30, | |
|---|----------------------------------|------------|
| | 2008 | 2007 |
| | ----- | ----- |
| Net cash provided by operating activities | \$ 66,023 | \$ 533,506 |
| Net cash used in investing activities | (2,249,246) | (72,359) |
| Net cash used in financing activities | (428,271) | (521,179) |

Net cash provided by operating activities fluctuates between periods primarily as a result of differences in net income, the timing of the collection of accounts receivable, purchase of inventory, level of sales and payment of accounts payable. Net cash used in investing activities increased in the first three months of fiscal 2009 due to the increase in purchases of short-term investments. The decrease in cash used in financing activities is due primarily to the decrease in purchases of treasury stock.

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.

During the three months ended September 30, 2008 and 2007, the Company expended \$125,755 and \$72,359, respectively, for plant improvements and new equipment. The Company has budgeted approximately \$350,000 for new equipment and plant improvements in fiscal 2009. Management anticipates that the funds required will be available from current operations.

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 September 30, 2008.

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CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The terms "believe," "anticipate," "intend," "goal," "expect," and similar expressions may identify forward-looking statements. These forward-looking statements represent the Company's current expectations or beliefs concerning future events. The matters covered by these statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements, including the Company's dependence on timely development, introduction and customer acceptance of new products, the impact of competition and price erosion, supply and manufacturing constraints, potential new orders from customers and other risks and uncertainties. The foregoing list should not be construed as exhaustive, and the Company disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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The Company is a smaller reporting company as defined under Securities and Exchange Commission Rule 12b-2. Pursuant to the exemption available to smaller reporting company issuers under Item 305 of Regulation S-K, quantitative and qualitative disclosures about market risk, the Company is not required to provide the information for this item.

Item 4T. 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 Quarterly Report on Form 10-Q. 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.

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PART II: Other Information and Signatures

Item 1. Legal Proceedings

None

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) None

(c) Securities Repurchased

Purchases of Equity Securities

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plan or Program | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plan or Program (1) |
|--------------------------------------|---|---------------------------------------|---|---|
| September 1 to September 30, 2008 | 2,744 | \$18.96 | 2,744 | \$1,947,961 |

(1) Pursuant to a prior Board of Directors authorization, as of September 30, 2008 the Company can repurchase up to \$1,947,961 of

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its common stock pursuant to an ongoing plan.

Item 3 Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits

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

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

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

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

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S I G N A T U R E S

Pursuant to the requirements 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/ Howard Pinsley

Howard Pinsley, President and
Chief Executive Officer

/s/ David O'Neil

David O'Neil, Treasurer and
Principal Financial Officer

November 13, 2008

Date

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