CURTISS WRIGHT CORP

FORM 10-K
(Annual Report)

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Address	1200 WALL ST W
	LYNDHURST, New Jersey 07071
Telephone	201-896-8400
CIK	0000026324
Industry	Aerospace & Defense
Sector	Capital Goods
Fiscal Year	12/31

FORM 10-K
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF

THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 1996
[ ]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 1-134

CURTISS-WRIGHT CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	13-0612970
(State or other jurisdiction of incorporation or organization)	I.R.S. Employer Identification No.
1200 Wall Street West, Lyndhurst, N.J.	07071
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (201) 896-8400 Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $1 per share	New York Stock Exchange

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

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, and (2) has been subject to such filing requirements for the past 90 days. Yes [X] 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. Yes [X] No [ ]

The aggregate market value of the voting stock held by non-affiliates* of the Registrant is $126,397,420 (based on the closing price of the Registrant's Common Stock on the New York Stock Exchange on March 7, 1997 of $53.00.

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock, as of the latest practicable date.

Class	Number of Shares Outstanding at March 7, 1997
Common Stock, par value $1 per share	5,079,783

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Report of the Registrant to stockholders for the year ended December 31, 1996 are incorporated by reference into Parts I, II and IV. Portions of the Proxy Statement of the Registrant with respect to the 1997 Annual Meeting of Stockholders are incorporated by reference into Part III.

* Shares held by Unitrin, Inc. and Argonaut Group, Inc. have been excluded from the amount shown solely because of the definition of the term "affiliate" in the regulations promulgated pursuant to the Securities Exchange Act of 1934. Also, for purposes of this computation, all

directors and executive officers of Registrant have been deemed to be affiliates, but the Registrant disclaims that any of such directors or officers is an affiliate. See material referred to under Item 12, below.

Introduction

Pursuant to the Securities Exchange Act of 1934, the Registrant, Curtiss-Wright Corporation, ("Curtiss-Wright", the "Corporation" or the "Registrant"), hereby files its Form 10-K Annual Report for the year 1996. References in the text to the "Corporation," "Curtiss-Wright" or the "Registrant" include Curtiss-Wright Corporation and its consolidated subsidiaries unless the context indicates otherwise.

PART I

Item 1. Business.
Curtiss-Wright Corporation was incorporated in 1929 under the laws of the State of Delaware. Curtiss-Wright operates in two industry segments: Aerospace & Marine, and Industrial.

Aerospace & Marine Segment

Control and actuation systems are designed, developed, manufactured and overhauled by the Corporation for the aerospace industry by Curtiss-Wright Flight Systems, Inc. ("Flight Systems"), a wholly-owned subsidiary of the Registrant. Manufactured products offered consist of electro-mechanical and hydro-mechanical actuation components and systems which are designed to position aircraft control surfaces, or to operate canopies, landing gear or weapon bay doors or other devices. They include actuators and control systems for the Lockheed Martin F-16 and McDonnell Douglas F/A-18 fighter planes, the Boeing 737, 747, 757, 767 and 777 jet airliners and the Sikorsky Black Hawk and Seahawk helicopters.

In 1996 Flight Systems began production deliveries of trailing edge flap rotary actuators for Boeing 767 aircraft and trailing edge flap transmissions for the new Boeing 737-700 aircraft. These production contracts run through the year 2002. Flight Systems also manufactures trailing edge flap transmissions for the Boeing 757 aircraft.

Flight Systems is a major supplier for the Lockheed Martin F-22 Advanced Tactical Fighter plane which has been described as the Air Force's future air superiority fighter. While substantial production on this program is not expected for several years, the design phase has been completed, test hardware has been delivered and the system's hardware qualification test phase is now proceeding.

Flight Systems continues to work on a control system for the new Bell/Boeing tilt rotor V-22 aircraft which is also in the qualification testing and initial hardware phase of an engineering and manufacturing development program. Flight Systems began delivering hardware in 1996 and has completed safety of flight testing. Qualification testing is proceeding.

Engineering, manufacturing and development work is also proceeding for the FA-18E/F Lex Vent Drive System under a contract awarded in 1993, with actual production currently scheduled to begin in 1999.

Flight Systems' manufactured products are sold in competition with a number of other systems suppliers, some of which have broader product lines and financial resources greater than those of the Corporation and significant technological and human resources. This Curtiss-Wright unit and these suppliers compete to have their systems selected to perform control and actuation functions on new aircraft. Flight Systems competes primarily on the basis of engineering capability, quality and price. Competition has intensified because of relatively low production levels for military aircraft in recent years and a limited number of new production programs for both military and commercial aircrafts. Flight Systems has achieved some degree of success in capturing programs for which it was not the original supplier, such as the actuators and transmissions referred to above for the Boeing 767 and 757 aircraft. Products are marketed directly to Flight Systems' customers by employees.

Flight Systems also provides the commercial airlines, military and general aviation with component overhaul and repair services. Before 1996 Flight Systems' overhaul activities were in large measure limited to furnishing spare parts for, and the overhaul and repair of components that it had manufactured. The scope of overhaul services was increased in 1996, with the acquisition of the Accessory Services unit of Aviall, Inc. This acquisition expanded Flight Systems' overhaul capability to include a variety of hydraulic, pneumatic, mechanical, electro-mechanical, electrical and electronic components found on Boeing, McDonnell Douglas, Lockheed Martin and Airbus aircraft. Curtiss-Wright Flight Systems Europe A/S (an 80% owned subsidiary located in Denmark) provides overhaul and repair services, spare parts and components to the European and North African markets.

Flight Systems' overhaul services are sold in competition with a number of other overhaul and repair facilities. Competition in the overhaul business is based upon quality, delivery and price. Marketing is accomplished through sales representatives and by direct sales. The overhaul business is not dependent upon any single customer.

Metal Improvement Company, Inc. ("MIC"), a wholly-owned subsidiary of the Corporation, performs shot-peening and peen-forming operations for aerospace manufacturers and their suppliers. Shot peening is a physical process used primarily to increase fatigue life in metal parts. MIC provides shot-peening services to jet engine manufacturers, landing gear suppliers and many other aerospace manufacturers. Peen forming is a process used to form curvatures in panel shape metal parts to very close tolerances. These panels are used as the "wing skins" after assembly on many commercial, military and executive aircraft in service today. Currently, MIC is peen-forming "wing skins" for Airbus and McDonnell Douglas commercial aircraft.

MIC's marketing is accomplished through direct sales. While MIC competes with a great many firms and often deals with customers which have the resources to perform for themselves the same services as are provided by MIC, MIC considers that its greater technical expertise and superior Page 5 quality provide it with a competitive advantage.

Curtiss-Wright Flow Control Corporation ("CWFC"), formerly named Target Rock Corporation, a wholly-owned subsidiary of the Corporation, manufactures and refurbishes highly engineered valves of various types and sizes, such as motor operated and solenoid operated globe, gate, control and safety relief valves. The ultimate customer for the CWFC valves for the marine industry is the U.S. Navy, which uses them in nuclear propulsion systems. CWFC also supplies actuators and controllers for valves of its own manufacture as well as for valves manufactured by others. Sales are made by responding directly to requests for proposals from customers. The production of valves for the U. S. Navy is characterized by long lead times from order placement to delivery. CWFC's customers are sophisticated and demanding. Strong competition in valves is encountered primarily from a small number of domestic firms in the military market. Despite a declining market, CWFC has been able to increase its market share and to maintain its sales volume. Performance, quality, technology, delivery and price are the principal areas of competition.

Although the Aerospace & Marine segment had no single customer that accounted for 10% or more of total sales in 1996 and 1995, the Corporation believes that the segment would be materially affected by the loss of any one of several important customers. A substantial portion of segment sales are made to the Boeing Company for commercial transport aircraft and to Lockheed Martin Corporation for F-22 engineering and design work and for F-16 actuators. A substantial amount of the sales of CWFC are made to the Westinghouse Electric Corporation for United States Navy end use. Furthermore, the possibility of future reductions in military programs due to reduced spending continues to exist. U.S. Government direct and end use sales of this segment in 1996, 1995 and 1994 were $37.4, $38.0 and $44.0 million, respectively. The backlog of the Aerospace & Marine segment as of January 31, 1997 was $102.1 million as compared with $119.4 million as of January 31, 1996. Of the January 31, 1997 amount, approximately 64% is expected to be shipped during 1997. None of the business of this segment is seasonal. Raw materials are generally available in adequate quantities from a number of suppliers.

Industrial Segment

The MIC subsidiary of the Corporation is engaged in the business of performing shot peening and heat treating for a broad spectrum of industrial customers, principally in the automotive, agricultural equipment, construction equipment and oil and gas industries. Heat treating is a metallurgical process used primarily to harden metals in order to provide increased durability and service life. MIC marketing and sales activity are done on a direct sales basis. Operations are conducted in facilities in the United States, Canada, England, France and Germany. Although numerous companies compete in the shot-peening field, and many customers for shot-peening services have the resources to perform such services themselves, MIC believes that its greater technical know-how provides it with a competitive advantage. MIC experiences substantial competition from other companies in heat-treating metal components. MIC also competes on the basis of quality, service, price and delivery.
MIC is also engaged in the business of precision stamping and finishing of high strength steel reed valves used by various manufacturers of products such as refrigerators, air compressors, and small engines.
The Corporation's Flight Systems subsidiary has designed and developed a commercial rescue tool using its power hinge aerospace technology which is being marketed under the name Power Hawk.(TM) The primary use for this tool is the extrication of automobile accident victims. A distribution network for the United States market has been completed and limited commercial sales have commenced.

The CWFC subsidiary of the Corporation manufactures and refurbishes highly engineered valves of various types and sizes for commercial markets, such as motor operated and solenoid operated globe, gate, control and safety relief valves. These valves are used to control the flow of liquids and gases, and to provide safe relief in the event of system overpressure in new and existing commercial nuclear and fossil fuel power plants and in facilities for process steam regeneration in the petroleum, paper and chemical industries. It also supplies actuators and controllers for its own valves as well as for valves manufactured by others. CWFC's packless electronic control valve is offered as a replacement item for competitors' commercial valves containing packing. The success of this valve is dependent upon the future application of stringent new Federal standards limiting air pollution from "fugitive" emissions from valves now widely in use.

CWFC's products are sold to domestic and foreign end users. Foreign sales have been for use in nuclear power plant construction projects principally for Asian markets.

Strong competition in valves is encountered primarily from a large number of domestic and foreign sources in the commercial market. Sales to commercial users are accomplished through independent marketing representatives and by direct sales. These valve products are sold to customers who are sophisticated and demanding. Performance, quality, technology, delivery and price are the principal areas of competition.

The business of the Industrial segment is not materially dependent upon any single source of supply. The backlog of this segment (which has historically been low relative to sales of the segment) as of January 31, 1997 was $2.8 million as compared with $ 4.4 million as of January 31, 1996. Virtually all of the January 31, 1997 backlog is expected to be shipped in 1997. None of the business of this segment is seasonal. Raw materials, though not particularly significant to these operations, are available in adequate quantities.

Government Sales

In 1996, 1995 and 1994, direct sales to the United States Government and sales for United States Government end use aggregated 23%, 25% and 31%, respectively, of total sales for all segments. United States Government sales, both direct and subcontract, are generally made under one of the standard types of government contracts, including fixed price and fixed price- redeterminable.

In accordance with normal practice in the case of United States Government business, contracts and orders are subject to partial or complete termination at any time, at the option of the customer. In the event of a termination for convenience by the Government, there generally are provisions for recovery by the Corporation of its allowable incurred costs and a proportionate share of the profit or fee on the work done, consistent with regulations of the United States Government. Subcontracts for Navy nuclear valves usually provide that CWFC must absorb most of any overrun of "target" costs. In the event that there is a cost underrun, however, the customer is to recoup a portion of the underrun based upon a formula in which the customer's portion increases as the underrun exceeds certain established levels.

It is the policy of the Corporation to seek customary progress payments on certain of its contracts. Where such payments are obtained by the Corporation under United States Government prime contracts or subcontracts, they are secured by a lien in favor of the Government on the materials and work in process allocable or chargeable to the respective contracts. (See Notes 1.C, 4 and 5 to the Consolidated Financial Statements, on pages 25, 26 and 27 of the 1996 Annual Report to Stockholders, which is attached hereto as Exhibit 13 and hereinafter referred to as the "Registrant's Annual Report".) In the case of most valve products for United States Government end use, the subcontracts typically provide for the retention by the customer of stipulated percentages of the contract price, pending completion of contract closeout conditions.

Research and Development

Research and development expenditures sponsored by the Corporation amounted to approximately $997,000 in 1996 as compared to about $1,180,000 in 1995 and $1,196,000 in 1994. During 1996, Curtiss-Wright spent an additional $ 15,248,000 for customer-sponsored development work. The Corporation owns and is licensed under a number of United States and foreign patents and patent applications which have been obtained or filed over a period of years. The Corporation does not consider that the successful conduct of its business is materially dependent upon the protection of any one or more of these patents, patent applications or patent license agreements under which it now operates.

Environmental Protection

The effect of compliance upon the Corporation with present legal requirements concerning protection of the environment is described in the material in Note 11 to the Consolidated Financial Statements which appears on page 30 of the Registrant's Annual Report and is incorporated by reference in this Form 10-K Annual Report.

Employees

At the end of 1996, the Corporation had approximately 1,700 employees. Most production employees are represented by labor unions and are covered by collective bargaining agreements.

Certain Financial Information

The industry segment information is described in the material in Note 15 to the Consolidated Financial Statements, which appears on Pages 32 and 33 of the Registrant's Annual Report and is incorporated by reference in this Form 10-K Annual Report. It should be noted that in recent years a significant percentage of the pre-tax earnings from operations of the Corporation has been derived from European operations of MIC. The Corporation does not regard the risks attendant to these foreign operations to be materially greater than those applicable to its business in the U.S.

Item 2. Properties.

The principal physical properties of the Corporation and its subsidiaries are described below:

Location	Description(1)	Owned/ Leased	Principal Use
Wood-Ridge, New Jersey	2,322,000 sq. ft. on 144 acres	Owned(2)	Multi-tenant industrial rental facility.
Fairfield, New Jersey	450,000 sq. ft. on 26.7 acres	Owned(3)	Manufacture of actuation and control systems (Aerospace & Marine segment).
Brampton, Ontario, Canada	87,000 sq. ft. on 8 acres	Owned	Shot-peening and peen-forming operations (Aerospace & Marine segment).
East Farmingdale, New York	195,000 sq. ft. on 11 acres	Owned(4)	Manufacture of valves (Aerospace & Marine and Industrial segments).
Shelby, North Carolina	121,000 sq. ft. on 29 acres.	Owned(5)	Manufacture and overhaul of actuation and control systems (Aerospace & Marine segment).
Miami, Florida	65,000 sq. ft. on 2.6 acres.	Leased	Overhaul of aircraft components (Aerospace & Marine segment).
Columbus, Ohio	75,000 sq. ft. on 9 acres	Owned	Heat-treating (Industrial segment).

Deeside, Wales United Kingdom	81,000 sq. ft. on 2.2 acres	Owned	Shot-peening and peen-forming (Aerospace & Marine segment).

(1) Sizes are approximate. Unless otherwise indicated, all properties are owned in fee, are not subject to any major encumbrance and are occupied primarily by factory and/or warehouse buildings.

(2) Approximately 2,230,000 square feet are leased to others and approximately another 92,000 square feet are vacant and available for lease.

(3) Approximately 247,000 square feet are leased to other parties.

(4) Title to approximately six acres of land and the building located thereon is held by the Suffolk County Industrial Development Agency in connection with the issuance of an industrial revenue bond.

(5) The Corporation's facility in Shelby, North Carolina was expanded in 1996 because of new contractual awards and increases in commercial overhaul activities.

In addition to the properties listed above, MIC (Aerospace & Marine and Industrial segments) leases an aggregate of approximately 304,000 square feet of space at nineteen different locations in the United States and England and owns buildings encompassing about 294,000 square feet in fifteen different locations in the United States, France, Germany, Belgium and England. Curtiss-Wright Flight Systems, Inc. leases a 25,000 square foot building in Lattimore, North Carolina for warehouse purposes. Curtiss-Wright Flight Systems Europe A/S, an 80% owned subsidiary, leases 8,000 square feet of space in Karup, Denmark. The Corporation leases approximately 14,000 square feet of office space in Lyndhurst, New Jersey, for its corporate office.

It is the Corporation's opinion that the buildings on the properties referred to in this Item generally are well maintained, in good condition, and are suitable and adequate for the uses presently being made of them by the Corporation. No examination of titles to properties owned by the Corporation has been made for the purposes of this Form 10-K Report.

The following undeveloped tracts, owned by the Registrant, are not attributable to a particular industry segment and are being held for sale: Hardwick Township, New Jersey, 678 acres; Fairfield, New Jersey, 12.3 acres subdivided from the Fairfield facility's property; Perico Island, Florida, 158 acres, the bulk of which is below water; and Nantucket, Massachusetts, 33 acres. A portion of the Perico Island property, and all of the Nantucket parcel, are covered by contracts for their sale. The Registrant owns approximately 7.4 acres of land in Lyndhurst, New Jersey which is leased, on a long-term basis, to the owner of the commercial building located on the land.

Item 3. Legal Proceedings.

In the ordinary course of business, the Corporation and its subsidiaries are subject to various pending claims, lawsuits and contingent liabilities. The Corporation does not believe that disposition of any of these matters will have a material adverse effect on the Corporation's consolidated financial position or results of operations. Item 4. Submission of Matters to a

Vote of Security Holders.

Not applicable.

Executive Officers of the Registrant.

The following table sets forth the names, ages, and principal occupations and employment of all executive officers of Registrant. The period of service is for at least the past five years and such occupations and employment are with Curtiss-Wright Corporation, except as otherwise indicated:

Name	Principal Occupation and Employment	Age
David Lasky	Chairman (since May 1995) and President (since May 1993); previously Senior Vice President, General Counsel and Secretary.	64
Robert E. Mutch	Executive Vice President; President of Curtiss-Wright Flight Systems, Inc., a wholly-owned subsidiary.	52

Gerald Nachman	Executive Vice President; President of Metal Improvement Company, Inc., a wholly-owned subsidiary.	67
George J. Yohrling	Vice President; Senior Vice President since July 1996 of Curtiss-Wright Flight Systems, Inc., a wholly-owned subsidiary; previously Vice President and General Manager of Curtiss-Wright Flight Systems/Shelby, Inc., then a wholly owned subsidiary.	56
Martin A. Benante	Vice President (since April 1996); President (since March 1995) of Curtiss-Wright Flow Control Corporation ("CWFC") a wholly owned subsidiary; previously Vice President/General Manager of CWFC.	44
Robert A. Bosi	Vice President-Finance (since January 1993); previously Treasurer.	41
Dana M. Taylor, Jr.	Secretary, General Counsel (since May 1993); Assistant General Counsel (July 1992 to May 1993); previously Senior Attorney.	64
Gary J. Benschip	Treasurer (since January 1993); previously Assistant Treasurer.	49
Kenneth P. Slezak	Controller (since July, 1990).	45

The executive officers of the Registrant are elected annually by the Board of Directors at its organization meeting in April and hold office until the organization meeting in the next subsequent year and until their respective successors are chosen and qualified.
There are no family relationships among these officers, or between any of them and any director of Curtiss-Wright Corporation, nor any arrangements or understandings between any officer and any other person pursuant to which the officer was elected.

PART II

Item 5. Market for Registrant's Common Stock and Related Stockholder Matters.

See the information contained in the Registrant's Annual Report on page 35 under the captions "Common Stock Price Range," "Dividends," and "Stock Exchange Listing" which informa tion is incorporated herein by reference. The approximate number of record holders of the Common Stock, $1.00 par value, of Registrant was 4,500 as of March 14, 1997.

Item 6. Selected Financial Data.
See the information contained in the Registrant's Annual Report on page 34 under the caption "Consolidated Selected Financial Data," which information is incorporated herein by reference.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.
See the information contained in the Registrant's Annual Report at pages 16 through 19, under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," which information is incorporated herein by reference.

Item 8. Financial Statements and Supplementary Data.
The following Consolidated Financial Statements of the Registrant and its subsidiaries, and supplementary financial information, are included in the Registrant's Annual Report, which information is incorporated herein by reference.

Consolidated Statements of Earnings for the years ended December 31, 1996, 1995 and 1994, page 21.

Consolidated Balance Sheets at December 31, 1996 and 1995, page 22.

Consolidated Statements of Cash Flows for the years ended December 31, 1996, 1995 and 1994, page 23.

Consolidated Statements of Stockholders' Equity for the years ended December 31, 1996, 1995 and 1994, page 24.

Notes to Consolidated Financial Statements, pages 25 through 33, inclusive, and Quarterly Results of Operations on page 34 .

Report of Independent Accountants for the three years ended December 31, 1996, 1995 and 1994, page 20.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.
Not applicable.

PART III

Item 10. Directors and Executive Officers
of the Registrant.

Information required in connection with directors and executive officers is set forth under the title "Executive Officers of the Registrant," in Part I hereof, at pages 12 and 13, and under the caption "Election of Directors," in the Registrant's Proxy Statement, which information is incorporated herein by reference.

Item 11. Executive Compensation.

Information required by this Item is included under the captions "Executive Compensation" and in the "Summary Compensation Table" in the Registrant's Proxy Statement, which information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial
Owners and Management.

See the following portions of the Registrant's Proxy Statement, all of which information is incorporated herein by reference: (i) the material under the caption "Security Ownership and Transactions with Certain Beneficial Owners" and (ii) material included under the caption "Election of Directors."

Item 13. Certain Relationships and Related Transactions.

Information required by this Item is included under the captions "Executive Compensation" and "Security Ownership and Transactions with Certain Beneficial Owners" in the Registrant's Proxy Statement, which information is incorporated herein by reference.

PART IV

Item 14. Exhibits, Financial Statement
Schedules and Reports on Form 8-K.

(a)(1) Financial Statements:

The following Consolidated Financial Statements of the Registrant and supplementary financial information, included in Registrant's Annual Report, are incorporated herein by reference in Item 8:

(i) Consolidated Statements of Earnings for the years ended December 31, 1996, 1995 and 1994.

(ii) Consolidated Balance Sheets at December 31, 1996 and 1995.

(iii) Consolidated Statements of Cash Flows for the years ended December 31, 1996, 1995 and 1994.

(iv) Consolidated Statements of Stockholders' Equity for the years ended December 31, 1996, 1995 and 1994.

(v) Notes to Consolidated Financial Statements.

(vi) Report of Independent Accountants for the years ended December 31, 1996, 1995 and 1994.

(a)(2) Financial Statement Schedules:

The items listed below are presented herein on pages 20 through 21.

Report of Independent Accountants on Financial Statement Schedule

Schedule II - Valuation and Qualifying Accounts

Schedules other than those listed above have been omitted since they are not required, are not applicable, or because the required information is included in the financial statements or notes thereto.

(a)(3) Exhibits:

(3)(i) Restated Certificate of Incorporation, as amended May 8, 1987 (incorporated by reference to Exhibit 3(a) to Registrant's Form 10-Q Report for the quarter ended June 30, 1987).

(3)(ii) By-Laws as amended through January 30, 1997

(4)(i) Agreement to furnish to the Commission upon request, a copy of any long term debt instrument where the amount of the securities authorized thereunder does not exceed 10% of the total assets of the Registrant

and its subsidiaries on a consolidated basis (incorporated by reference to Exhibit 4 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1985).

(4)(ii) Revolving Credit Agreement dated October 29, 1991 between Registrant, the Lenders parties thereto from time to time, the Issuing Banks referred to therein and Mellon Bank, N.A. Article I Definitions, Section
1.01 Certain Definitions; Article VII Negative Covenants, Section 7.07, Limitation on Dividends and Stock Acquisitions (incorporated by reference to Exhibit 10(b), to Registrant's Form 10-Q Report for the quarter ended September 30, 1991). Amendment No. 1 dated January 7, 1992 and Amendment No. 2 dated October 1, 1992 to said Agreement (incorporated by reference to Exhibit 4(ii) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1993). Third Amendment to Credit Agreement dated as of October 29, 1994 (incorporated by reference to Exhibit (4)(ii) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1994). Fourth Amendment to Credit Agreement dated as of October 29, 1996.

(4)(iii) Short-Term Credit Agreement dated as of October 29, 1994 among Curtiss- Wright Corporation, as Borrower, the Lenders Parties and Mellon Bank, N.A., as Agent (incorporated by reference to Exhibit (4)(iii) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1994). First Amendment to Short Term Credit Agreement dated as of October 26, 1996.

(10) Material Contracts:

(i) Modified Incentive Compensation Plan, as amended November 9, 1989 (incorporated by reference to Exhibit 10(a) to Registrant's Form 10-Q Report for the quarter ended September 30, 1989).

(ii) Curtiss-Wright Corporation 1995 Long-Term Incentive Plan (incorporated by reference to Exhibit 4.1 to Registrant's Form S-8 Registration Statement No. 95602114 filed December 15, 1995).

(iii) Standard Severance Agreement with Officers of Curtiss-Wright (incorporated by reference to Exhibit 10(iv) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1991).

(iv) Retirement Benefits Restoration Plan as amended May 9, 1989 (incorporated by reference to Exhibit 10(b) to Registrant's Form 10-Q Report for the quarter ended September 30, 1989).

(v) Curtiss-Wright Corporation Retirement Plan dated September 1, 1994 (incorporated by reference to Exhibit (10)(vi) to Registrant's Annual Report on Form10-K for the year ended December 31, 1994).

(vi) Curtiss-Wright Corporation Savings and Investment Plan dated March 1, 1995 (incorporated by reference to Exhibit (10)(vii) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1994).

(vii) Curtiss-Wright Corporation 1996 Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit 4.1 to Registrant's Form S-8 Registration Statement No. 96583181, filed June 19, 1996).

(13) Annual Report to Stockholders for the year ended December 31, 1996.

(21) Subsidiaries of the Registrant.

(23) Consents of Experts and Counsel - see Consent of Independent Accountants.

(27) Financial Data Schedule.

(b) Reports on Form 8-K

No report on Form 8-K was filed during the three months ended December 31, 1996.

SIGNATURES

Pursuant to the requirements of Section 13 or 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.

CURTISS-WRIGHT CORPORATION
(Registrant)

By: /s/ David Lasky
David Lasky
Chairman and President

Date: March 14, 1997

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: March 14, 1997	*By: /s/ Robert A. Bosi* *Robert A. Bosi* *Vice President - Finance*
Date: March 14, 1997	*By: /s/ Kenneth P. Slezak* *Kenneth P. Slezak* *Controller*
Date: March 11, 1997	*By: /s/ Thomas R. Berner* *Thomas R. Berner* *Director*
Date: March 11, 1997	*By: /s/ James B. Busey* *James B. Busey IV* *Director*
Date: March 14, 1997	*By: /s/ David Lasky* *David Lasky* *Director*
Date: March 14, 1997	*By: /s/ William B. Mitchell* *William B. Mitchell* *Director*
Date: March 13, 1997	*By: /s/ John R. Myers* *John R. Myers* *Director*
Date: March 11, 1997	*By: /s/ William W. Sihler* *William W. Sihler* *Director*
Date: March , 1997	*By:* *J. McLain Stewart* *Director*

REPORT OF INDEPENDENT ACCOUNTANTS ON FINANCIAL STATEMENT SCHEDULE

Our audits of the consolidated financial statements referred to in our report dated January 30, 1997 appearing on page 20 of the 1996 Curtiss-Wright Corporation Annual Report (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the Financial Statement Schedule listed in Item 14(a)(2) of this Form 10-K. In our opinion, this Financial Statement Schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

/s/ Price Waterhouse LLP

PRICE WATERHOUSE LLP
Morristown, New Jersey
January 30, 1997

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
SCHEDULE II - VALUATION and QUALIFYING ACCOUNTS

for the years ended December 31, 1996, 1995 and 1994

(In thousands)

Description	Balance at Beginning of Period	Charged to Costs and Expenses	Additions Charged to Other Accounts - Describe	Deductions - Describe	Balance at End of Period
Deducted from assets to which they apply:					
Reserves for doubtful accounts and notes:					
Year-ended December 31, 1996	$ 760	$506	$ 300(A)	$ 9	$1,557
Year-ended December 31, 1995	$ 694	$ 93		$ 27	$ 760
Year-ended December 31, 1994	$ 893	$ 32		$ 231(C)	$ 694
Deferred tax asset valuation allowance:					
Year-ended December 31, 1996	$1,094	$171		$ 289(D)	$1,212
Year-ended December 31, 1995	$5,460	$ 52	$(3,058)(B)	$1,360(D)	$1,094
Year-ended December 31, 1994	$5,861	$193		$ 594(D)	$5,460

Notes:

(A) Acquired from the purchase of Accessory Services business.

(B) Expiration of available capital-loss carryforwards.

(C) Write off of bad debts.

(D) Utilization of tax benefits under capital-loss carryforward.

EXHIBIT INDEX

The following is an index of the exhibits included in this report or incorporated herein by reference.

First Amendment to Short Term Credit Agreement dated as of October 26, 1996. 61

(10)(i)** Modified Incentive Compensation Plan, as amended November 9, * 1989 (incorporated by reference to Exhibit 10(a) to Registrant's Form 10-Q Report for the quarter ended September 30, 1989).

(10)(ii)**Curtiss-Wright Corporation 1995 Long-Term Incentive Plan * (incorporated by reference to Exhibit 4.1 to Registrant's Form S-8 Registration Statement No. 95602114 filed December 15, 1995).

(10)(iii)**Standard Severance Agreement with Officers of Curtiss-Wright * (incorporated by reference to Exhibit 10(iv) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1991).

(10)(iv)** Retirement Benefits Restoration Plan as amended May 9, 1989, * (incorporated by reference to Exhibit 10(b) to Registrant's Form 10-Q Report for the quarter ended September 30, 1989).

(10)(v)** Curtiss-Wright Corporation Retirement Plan dated September * 1, 1994 (incorporated by reference to Exhibit (10)(vi) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1994).

(10)(vi)** Amended Curtiss-Wright Corporation Savings and Investment * Plan dated March 1, 1995 (incorporated by reference to Exhibit (10)(vii) to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1994).

(10(vii)** Curtiss-Wright Corporation 1996 Stock Plan for Non-Employee * Directors (incorporated by reference to Exhibit 4.1 to Registrant's Form S-8 Registration Statement No. 96583181 filed June 19, 1996).

(13)	Annual Report to Stockholders for the year ended December 31, 1996 (only those portions expressly incorporated herein by reference in this document are deemed "filed.")	67
(21)	Subsidiaries of the Registrant	107
(23)	Consents of Experts and Counsel - see Consent of Independent Accountants	108
(27)	Financial Data Schedule	109

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* Incorporated by reference as noted. ** Management contract or compensatory plan or arrangement.

C U R T I S S - W R I G H T C O R P O R A T I O N

B Y - L A W S

As amended through January 1997

B Y - L A W S

ARTICLE I.

OFFICES.

SECTION 1. Registered Office. The registered office of Curtiss-Wright Corporation (hereinafter called the Corporation) in the State of Delaware, shall be in the City of Wilmington, County of New Castle.

SECTION 2. Other Offices. The Corporation may also have an office or offices at such other place or places either within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation require.

ARTICLE II.

MEETING OF STOCKHOLDERS.

SECTION 1. Place of Meetings. All meetings of Stockholders for the election of directors or for any other purpose shall be held at such place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

SECTION 2. Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of such other proper business as may come before the meeting shall be held on a date and at a time as may be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. If the election of directors shall not be held on the date so designated for any annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as conveniently may be. At such special meeting the stockholders may elect the directors and transact other business with the same force and effect as at an annual meeting duly called and held.

SECTION 3. Special Meetings. A special meeting of the stockholders for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chairman or the President, by the Board of Directors, or by the Secretary at the request in writing of holders of a majority of the shares of the Corporation outstanding and entitled to vote.

SECTION 4. Notice of Meetings. Except as otherwise provided by statute, notice of each meeting of the stockholders, whether annual or special, shall be given not less than ten days nor more than sixty days before the day on which the meeting is to be held, to each stockholder of record entitled to vote at such meeting by delivering a written or printed notice thereof to him personally, or by mailing such notice in a postage prepaid envelope addressed to him at his post office address furnished by him to the Secretary of the Corporation for such purpose, or, if he shall not have furnished to the Secretary of the Corporation his address for such purpose, then at his post office address as it appears on the records of the Corporation, or by transmitting a notice thereof to him at such address by telegraph, cable, telex, facsimile transmitter or other similar means. Except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required. Every such notice shall state the place, date and hour of the meeting and in the case of special meetings, and annual meetings where business other than the election of directors may be transacted, the purpose or purposes for which the meeting is called. Notice of any meeting of stockholders shall not be required to be given to any stockholder who shall attend such meeting in person or by proxy except as otherwise provided by statute; and if any stockholder shall in person or by attorney thereunto authorized, in writing or by telegraph, cable, telex, facsimile transmitter or other similar means, waive notice of any meeting, whether before or after such meeting be held, notice thereof need not be given to him. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law. Notice of any meeting of stockholders as herein provided shall not be required to be given to any stockholder where the giving of such notice is prohibited or is rendered impossible by the laws of the United States of America.

SECTION 5. List of Stockholders. It shall be the duty of the Secretary or other officer who shall have charge of the stock ledger either directly or through a transfer agent appointed by the Board of Directors, to prepare and make, at least ten days before every meeting of stockholders, complete lists of the stockholders entitled to vote thereat, arranged in alphabetical order, and showing the address of each stockholder, the holders of each class of stock appearing separately, and indicating the number of shares held by each, certified by the Secretary or Transfer Agent. For said ten days such lists shall be open to the examination of any stockholder for any purpose germane to the meeting at the place where said meeting is to be held, or at a place permitted by the Delaware General Corporation Law, and shall be produced and kept at the time and place of the meeting during the whole time thereof, and subject to the inspection of any stockholder who may be present. Upon the wilful neglect or refusal of the directors to produce such lists at any meeting, they shall be ineligible to any office at such meeting. The original or a duplicate stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, such lists, or the books of the Corporation or to vote in person or by proxy at such meeting.

SECTION 6. Quorum. At each meeting of the stockholders, the holders of not less than a majority of the issued and outstanding stock of the Corporation present either in person or by proxy and entitled to vote at such meeting shall constitute a quorum except where otherwise provided by law or by the Certificate of Incorporation or these by-laws. In the absence of a quorum, the stockholders of the Corporation present in person or by proxy and entitled to vote, by majority vote, or, in the absence of all the stockholders, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite amount of stock shall be present or represented. At any such adjourned meeting at which a quorum may be present any business may be transacted which might have been transacted at the meeting as originally called. The absence from any meeting of the number required by the laws of the State of Delaware or by the Certificate of Incorporation of the Corporation or by these by-laws for action upon any given matter shall not prevent action at such meetings upon any other matter or matters which may properly come before the meeting, and if the holders of not less than a majority of the issued and outstanding stock of the Corporation entitled to vote at that time upon such other matter or matters shall be present either in person or by proxy at such meeting, a quorum for the consideration of such other matter or matters shall be present and the meeting may proceed forthwith and take action upon such other matter or matters.

SECTION 7. Organization. The Chairman or, in his absence, the President, or, in the absence of both of them, any Vice President present, shall call meetings of the stockholders to order and shall act as Chairman thereof. In the absence of all of the foregoing officers, the holders of a majority in interest of the stock present in person or by proxy and entitled to vote may elect any stockholder of record present and entitled to vote to act as Chairman of the meeting until such time as any one of the foregoing officers shall arrive, whereupon he shall act as Chairman of the meeting. The Secretary or, in his absence, an Assistant Secretary shall act as secretary at all meetings of the stockholders. In the absence from any such meeting of the Secretary and the Assistant Secretary or Secretaries, the Chairman may appoint any person present to act as secretary of the meeting. Such person shall be sworn to the faithful discharge of his duties as such secretary of the meeting before entering thereon.

SECTION 8. Business and Order of Business. At each meeting of the stockholders such business may be transacted as may properly be brought before such meeting, except as otherwise in these by-laws expressly provided. The order of business at all meetings of the stockholders shall be as determined by the Chairman.

SECTION 9. Voting. Each stockholder of the Corporation shall, except as otherwise provided by statute or in these by-laws or in the Certificate of Incorporation of the Corporation, at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock of the Corporation registered in his name on the books of the Corporation on the date fixed pursuant to Section 6 of Article VII of these by-laws as the record date for the determination of stockholders entitled to vote at such meeting. Persons holding in a fiduciary capacity stock having voting rights shall be entitled to vote the shares so held, and persons whose stock having voting rights is pledged shall be entitled to vote, unless in the transfer by the pledgor on the books he shall have expressly empowered the pledgee to vote thereon, in which case only the pledgee, or his proxy, may represent said stock and vote thereon. Any vote on stock may be given by the stockholder entitled thereto in person or by his proxy appointed by an instrument in writing, subscribed by such stockholder or by his attorney thereunto authorized, and delivered to the secretary of the meeting; provided, however, that no proxy shall be voted on after three years from its date unless said proxy provides for a longer period. At all meetings of the stockholders, all matters (except those specified in Sections 3 and 12 of Article III and Article XI of these by-laws, and except also in special cases where other provision is made by statute, and except as otherwise provided in the Certificate of Incorporation) shall be decided by the vote of a majority in interest of the stockholders present in person or by proxy and entitled to vote thereat, a quorum being present. Except as otherwise provided by statute, the vote on any question need not be by ballot. On a vote by ballot each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.

SECTION 10. Inspectors of Election. On each matter or election at each meeting of the stockholders where a vote by ballot is taken, the polls shall be opened and closed, the proxies and ballots shall be received and be taken in charge, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by two inspectors of election who shall be appointed by the Chairman of such meeting. The inspectors of election need not be stockholders. No candidate for the office of director shall act as inspector at any election of directors. Inspectors shall count and ascertain the number of shares voted; and shall declare the result of the election or of the voting as the case may be; and shall make out a certificate accordingly, stating the number of shares issued and outstanding and entitled to vote at such election or on such matters and the number of shares voted and how voted. Inspectors shall be sworn to faithfully perform their duties and shall certify to the returns in writing. They shall hold office from the date of their appointment until their successors shall have been appointed and qualified.

SECTION 11. Action by Consent. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, by any provision of statute or of the Certificate of Incorporation or of these by-laws, the meeting, prior notice thereof, and vote of stockholders may be dispensed with, and the action taken without such meeting, notice and vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of stock of the Corporation entitled to vote thereon were present and voted. In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action by written consent shall, by written notice to the Secretary, request the Board of Directors to fix a record date. Such written notice shall be directed to the Secretary at the Corporation's principal place of business, shall be by hand or by certified or registered mail, return receipt requested, and shall set forth the corporate action proposed to be taken. The Board of Directors shall promptly, but in all events within ten days after the date on which such a request is received by the Secretary, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within ten days of the date on which such a request is received, the record date for determining stockholders entitled to consent to such corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, shall be the first date on which a signed written consent setting forth such action taken or proposed to be taken is delivered to the Corporation by delivery to its principal place of business, or any officer or agent of the Corporation having custody of the book in which proceedings of stockholders meetings are recorded, to the attention of the Secretary of the Corporation. Delivery shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by applicable law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be the close of business on the date on which the Board of Directors adopts the resolution taking such prior action. No consent to corporate action without a meeting of stockholders shall be effective prior to the record date determined as set forth herein. Prompt notice of the taking of any corporate action without a meeting of stockholders by less than unanimous written consent shall be given to those stockholders who have not consented to such action in writing.

ARTICLE III

BOARD OF DIRECTORS.

SECTION 1. General Powers. The property, affairs and business of the Corporation shall be managed by or under the direction of the Board of Directors.

SECTION 2. Number, Qualifications and Terms of Office. The number of directors may be fixed from time to time by the affirmative vote of a majority of the whole Board of Directors, but the number may be diminished to not less than three, by amendment of these by-laws. Directors need not be stockholders. The directors shall be elected annually and each director shall hold office until his successor shall have been elected and shall qualify, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Election of Directors. At each meeting of the stockholders for the election of directors, at which a quorum is present, the persons receiving the greatest number of votes shall be the directors. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office at any regular meeting or special meeting, or by the stockholders at the first annual meeting held after such increase or at a special meeting called for the purpose.

SECTION 4. Quorum and Manner of Acting. Except as otherwise provided by statute or by these by-laws, one-third of the whole Board of Directors (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need be given only to those directors who were not present at any meeting at which the adjournment was taken, provided the time and place of the adjourned meeting were announced at the meeting at which the adjournment was taken. The directors shall act only as a board and the individual directors shall have no power as such.

SECTION 5. Place of Meeting, etc. The Board of Directors may hold its meetings, at such place or places within or without the State of Delaware as the Board of Directors may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 6. First Meeting. After each annual election of directors and within a reasonable time thereafter, the Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business at such hours and place as shall be convenient. Notice of such meeting shall be given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

SECTION 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and at such times as the Board of Directors shall from time to time by resolution determine or as shall be specified in the Notice of Meeting. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of the regular meetings need not be given.

SECTION 8. Special Meetings: Notice. Special meetings of the Board of Directors shall be held whenever called by the Chairman, the President or by one of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable, telex, facsimile transmitter or other similar means, or be delivered personally or by telephone, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise in these by-lawsor by statute expressly provided. Notice of any meeting of the Board of Directors need not be given to any director, however, if waived by him in writing or by telegraph, cable, telex, facsimile transmitter or other similar means whether before or after such meeting be held or if he shall be present at the meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors shall be present thereat.

SECTION 9. Organization. At each meeting of the Board of Directors, the Chairman or, in his absence, the President, or, in the absence of both of them, a director chosen by a majority of the directors present shall act as Chairman. The Secretary or, in his absence, an Assistant Secretary or, in the absence of both the Secretary and Assistant Secretaries, any person appointed by the Chairman shall act as secretary of the meeting.

SECTION 10. Order of Business. At all meetings of the Board of Directors business shall be transacted in the order determined by the Board of Directors.

SECTION 11. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Chairman, the President or to the Secretary of the Corporation. The resignation of any director shall take effect at the time of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 12. Removal of Directors. Any director may be removed, either with or without cause, at any time, by the affirmative vote of a majority in interest of the holders of record of the stock having voting power at a meeting of the stockholders and the vacancy in the Board of Directors caused by any such removal may be filled by the stockholders at such meeting.

SECTION 13. Vacancies.

13.1 Any vacancy in the Board of Directors caused by death, resignation, removal, disqualification, an increase in the number of directors, or any cause may be filled by the directors then in office or by the stockholders of the Corporation at the next annual meeting or any special meeting called for the purpose and at which a quorum is present, and each director so elected shall hold office until his successor shall be duly elected and qualified, or until his death or until he shall resign or shall have been removed in the manner herein provided. In case of a vacancy in the Board of Directors, the remaining Directors shall continue to act, but if at any time the number of directors in office shall be reduced to less than a majority of the number necessary to constitute a full Board of Directors, the remaining directors shall forthwith call a special meeting of the stockholders for the purpose of filling vacancies. In case all the directors shall die or resign or be removed or disqualified, any officer or any stockholder having voting power may call a special meeting of the stockholders, upon notice given as herein provided for meetings of the stockholders, at which directors for the unexpired term may be elected.

13.2 A director who resigns, retires, or does not stand for reelection may, in the discretion of the Board of Directors, be elected a Director Emeritus. A Director Emeritus shall receive reimbursement for reasonable expenses for attendance at meetings of the Board to which he is invited. Such attendance shall be in a consulting capacity and he shall not be entitled to vote or have any duties or powers of a Director of the Corporation.

SECTION 14. Regular Stipulated Compensation and Fees. Each director shall be paid such regular stipulated compensation, if any, as shall be fixed by the Board of Directors and/or such fee, if any, for each meeting of the Board of Directors which he shall attend as shall be fixed by the Board of Directors and in addition such transportation and other expenses actually incurred by him in connection with services to the Corporation.

SECTION 15. Action by Consent. Unless restricted by the Certificate of

Incorporation, any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board of Directors or such Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or such Committee, as the case may be.

SECTION 16. Telephonic Meeting. Unless restricted by the Certificate of Incorporation, any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of the Board of Directors or such Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV.

COMMITTEES.

SECTION 1. Committees. The Board of Directors may by resolution or resolutions passed by a majority of the whole Board, designate one or more Committees, each Committee to consist of two or more of the directors of the Corporation, which, to the extent provided for in said resolution or resolutions or in these by-laws, shall have and may exercise such powers as shall be permitted by law to be, and shall be delegated to such Committee by the Board. The Committee or Committees appointed by the Board shall be subject to the supervision and direction of the Board of Directors.

SECTION 2. Term of Office and Vacancies. Each member of a Committee shall continue in office until a director to succeed him shall have been elected and shall have qualified, or until his death or until he shall have resigned or shall have been removed in the manner hereinafter provided. Any vacancy in a Committee shall be filled by the vote of a majority of the whole Board of Directors at any regular or special meeting thereof.

SECTION 3. Organization. Except as otherwise provided in these by-laws, the Chairman of each Committee shall be designated by the Board of Directors. The Chairman of each Committee may designate a secretary of each such Committee. In the absence from any meeting of any Committee of its Chairman or its secretary such Committee shall appoint a temporary Chairman or secretary, as the case may be, of the meeting unless otherwise provided in these by-laws. Each Committee shall keep a record of its acts and proceedings and report the same from time to time to the Board of Directors.

SECTION 4. Resignations. Any member of a Committee may resign at any time by giving written notice to the Chairman, President or Secretary of the Corporation. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Removal. Any member of a Committee may be removed with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors given at any regular meeting or at any special meeting called for the purpose.

SECTION 6. Meetings. Regular meetings of each Committee, of which no notice shall be necessary, shall be held on such days and at such place as shall be fixed by a resolution adopted by the vote of a majority of all the members of such Committee. Special meetings of each Committee may be called by the Chairman of such Committee or by the Chairman, President or Secretary of the Corporation. Notice of each special meeting of the Committee shall be sent by mail to each member thereof, addressed to him at his residence or usual place of business, not later than the day before the day on which the meeting is to be held, or shall be sent to each such member by telegraph, cable, telex, facsimile transmitter or other similar means, or delivered to him personally or by telephone, not less than three (3) hours before the time set for the meeting. Every such notice shall state the time and place, but need not state the purposes, of the meeting. Notice of any such meeting need not be given to any member of a Committee, however, if waived by him in writing or by telegraph, cable, telex, facsimile transmitter or other similar means, or if he shall attend such meeting in person, and any meeting of a Committee shall be a legal meeting without any notice thereof having been given if all of the members of the Committee shall be present thereat.

SECTION 7. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors one less than a majority of a Committee, but not less than two, shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such Committee. If at any time it shall be determined that a quorum of a Committee for any regular or special meeting thereof cannot be had, any member or members thereof shall have the right to invite one or more members of the Board of Directors who are not members of such Committee to attend any such meeting and to be counted as a member thereof for the purpose of making a quorum. The members of each Committee shall act only as a Committee and the individual members shall have no power as such.

SECTION 8. Ex Officio Members. The Chairman and the President of the Corporation shall be ex officio members of all Committees.

SECTION 9. Fees. Each member of a Committee shall be paid such fee, if any, as shall be fixed by the Board of Directors, for each meeting of such Committee which he shall attend, and in addition such transportation and other expenses actually incurred by him in connection with his services as such member.

ARTICLE V.

OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES.

SECTION 1. Officers. The elected officers of the Corporation shall be a Chairman and a President (each of whom shall be a director), such Executive Vice Presidents, such Senior Vice Presidents and other Vice Presidents as the Board may elect, a Controller, a Treasurer, and a Secretary. The Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose may also appoint one or more Assistant Controllers, one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers and agents as, from time to time, may appear to be necessary or advisable in the conduct of the affairs of the Corporation. Any number of offices may be held by the same person, except that any person serving as Chairman or President shall not also serve as Secretary.

SECTION 2. Term of Office: Vacancies. So far as practicable, all elected officers shall be elected at the organization meeting of the Board of Directors in each year, and shall hold office until their respective successors are chosen and qualified or until their earlier resignations or removals. All other officers shall hold office during the pleasure of the Board. If any vacancy occurs in any office, the Board of Directors, or, in the case of an appointive office, any Committee constituted pursuant to Article IV of these by-laws with power for the purpose, may elect or appoint a successor to fill such vacancy for the remainder of the term.

SECTION 3. Removal of Elected Officers. Any elected officer may be removed at any time, either for or without cause, by affirmative vote of a majority of the whole Board of Directors, at any meeting called for the purpose.

SECTION 4. Chairman. The Chairman shall function under the general supervision of the Board of Directors. During any period in which there is a vacancy in the office of President, the Chairman shall, pending action by the

Board, perform the duties and exercise the powers of the President. The Chairman shall advise the Directors as to matters affecting the overall policy of the Corporation, including its strategic direction. On behalf of the Board, the Chairman also shall be responsible for the general oversight of the management of the Corporation. He shall preside, when present, at all meetings of the stockholders and of the Board of Directors and shall see to it that appropriate agendas are developed for such meetings. He shall have such other powers and duties (if any) as may from time to time be committed to him by the Board of Directors or by any Committee constituted pursuant to Article IV of these by-laws with power for the purpose.

SECTION 5. President. Under the general oversight of the Chairman and supervision of the Board of Directors, the President shall have general and active management of the business, affairs and property of the Corporation. He shall preside, when the Chairman is not present, at all meetings of the stockholders and of the Board of Directors. He shall have general authority to execute bonds, mortgages, deeds, contracts and other instruments in the name of the Corporation; to sign any or all certificates of stock of the Corporation; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require; and to fix their compensation, subject to the provisions of these by-laws; to remove or suspend any employee or agent who shall have been employed or appointed under his authority or under authority of an officer subordinate to him; to suspend for cause, pending final action by the authority which shall have elected or appointed him, any officer subordinate to the President, and, in general, he shall have all the duties and power usually appertaining to the office of president of a corporation except as otherwise provided in these by-laws. In the absence of the President, his duties shall be performed and his powers may be exercised by the Vice Presidents, as shall be designated by the President or the Chairman, subject in either case to review and superseding action by the Board of Directors.

SECTION 6. Vice Presidents. Under the direction of the President, the Vice Presidents shall perform all such duties and exercise all such powers as may be provided by these by-laws or as may from time to time be determined by the Board of Directors, any Committee constituted pursuant to Article IV of these by-laws with power for the purpose, the Chairman, or the President.

SECTION 7. Controller. The Controller shall be the chief accounting officer of the Corporation and shall see that the accounts of the Corporation and its subsidiary corporations are maintained in accordance with generally accepted accounting principles; and all decisions affecting the accounts shall be subject to his approval or concurrence. He shall supervise the manner of keeping all vouchers for payments by the Corporation and its subsidiary corporations and all other documents relating to such payments, shall receive and consolidate all operating and financial statements of the Corporation, its various departments, divisions and subsidiary corporations; shall have supervision of the books of account of the Corporation and its subsidiary corporations, their arrangement and classification; shall supervise the accounting practices of the Corporation and its subsidiary corporations and shall have charge of all matters relating to taxation.

SECTION 8. Assistant Controllers. At the request of the Controller or in his absence or disability the Assistant Controller designated by him or (failing such request or designation) the Assistant Controller or other officer designated by the President shall perform all the duties of the Controller and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Controller.

SECTION 9. Treasurer. The Treasurer shall be the fiscal officer of the Corporation. He shall have the care and custody of all moneys, funds and securities of the Corporation, and shall cause the same to be deposited in such bank or banks or depositories as from time to time may be designated, pursuant to Section 4 and Section 5 of Article VI of these by-laws; shall advise upon all terms of credit granted by the Corporation and its subsidiary corporations, respectively; shall be responsible for the collection of their accounts, and shall cause to be recorded, daily, a statement of all receipts and disbursements of the Corporation and its subsidiary corporations, in order that proper entries may be made in the books of account; and shall have power to give proper receipts or discharges for all payments to the Corporation. He shall also have power to sign any or all certificates of stock of the Corporation.

SECTION 10. Assistant Treasurers. At the request of the Treasurer or in his absence or disability the Assistant Treasurer designated by him or (failing such request or designation) the Assistant Treasurer or other officer designated by the President shall perform all the duties of the Treasurer and, when so acting, shall have the powers of, and be subject to all the restrictions upon, the Treasurer.

SECTION 11. Secretary. The Secretary shall attend to the giving of notice of all meetings of stockholders and of the Board of Directors and shall record all the proceedings of the meetings thereof in books to be kept for that purpose. He shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed. He shall be custodian of all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. He shall have authority to sign any or all certificates of stock of the Corporation, and, in general, shall have all the duties and powers usually appertaining to the office of secretary of a corporation.

SECTION 12. Assistant Secretaries. At the request of the Secretary or in his absence or disability the Assistant Secretary designated by him or (failing such request or designation) the Assistant Secretary or other officer designated by the President shall perform all the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

SECTION 13. Additional Duties and Powers. In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such further powers as may be provided in these by-laws or as may from time to time be determined by the Board of Directors, or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose, or by any competent superior officer.

SECTION 14. Compensation. The compensation of all officers, except assistant officers, of the Corporation shall be fixed, from time to time by the Board of Directors, or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose.

SECTION 15. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman, the President, or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI.

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

SECTION 1. Contracts, etc., How Executed. The Board of Directors, or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose, except as in these by-laws otherwise provided, may authorize any officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or by such Committee or by these by-laws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

SECTION 2. Loans. No loan shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name, unless authorized by the Board of Directors or by any Committee constituted pursuant to Article IV of these by-laws with power for the purpose. When so authorized, the Chairman, President or a Vice President or the Secretary or the Treasurer or the Assistant Treasurer of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation and, when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by the Corporation and to that end execute instruments of mortgage or pledge or otherwise transfer such property. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, employee or employees, of the Corporation as shall from time to time be determined by resolution of the Board of Directors or by any Committee constituted pursuant to Article IV of these by-laws with power for the purpose, or by any officer or officers authorized pursuant to Section 4 or Section 5 of this Article to designate depositaries or to open bank accounts.

SECTION 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose may from time to time designate, or as may be designated by an officer or officers of the Corporation to whom such power may be delegated by the Board of Directors, or by such Committee, and for the purpose of such deposit, the President, or a Vice President, or the Treasurer, or an Assistant Treasurer, or the Secretary, or an Assistant Secretary, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

SECTION 5. General and Special Bank Accounts. The Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose, or any officer or officers of the Corporation to whom such powers may be delegated by the Board of Directors, or by such Committee, may from time to time authorize the opening and keeping with such banks, trust companies or other depositaries as it, or they, may designate of general and special bank accounts, and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these by-laws, as it, or they, may deem expedient.

SECTION 6. Proxies. Except as otherwise in these by-laws or in the Certificate of Incorporation of the Corporation provided, and unless otherwise provided by resolution of the Board of Directors, or of any Committee constituted pursuant to Article IV of these by-laws with power for the purpose, the Chairman or President may from time to time appoint an attorney or attorneys or agent or agents, of the Corporation, in the name and on behalf of the Corporation to cast the votes which the Corporation may be entitled to cast as a stockholder or otherwise in any other corporation any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, or to consent in writing to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

SECTION 7. Independent Public Accountants. The stockholders of the Corporation shall, at each annual meeting, appoint independent public accountants for the purpose of auditing and certifying the annual financial statements of the Corporation for its current fiscal year as sent to stockholders or otherwise published by the Corporation. If the stockholders shall fail to appoint such independent public accountants or if the independent public accountants so appointed by the stockholders shall decline to act or resign, or for some other reason be unable to perform their duties, the Board of Directors shall appoint other independent public accountants to perform the duties herein provided.

ARTICLE VII.

SHARES AND THEIR TRANSFER.

SECTION 1. Shares. The shares of the Corporation shall be represented by certificates or shall be uncertificated. Each registered holder of shares, upon request to the Corporation, shall be provided with a certificate of stock, representing the number of shares owned by such holder. Absent a specific request for such a certificate by the registered owner or transferee thereof, all shares shall be uncertificated upon the original issuance thereof by the Corporation or upon the surrender of the certificate representing such shares to the Corporation. Certificates for shares of the capital stock of the Corporation shall be in such form as shall be approved by the Board of Directors or by any Committee constituted pursuant to Article IV of these by-laws with power for the purpose. They shall be numbered, shall certify the number of shares held by the holder thereof and shall be signed by the Chairman, President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Corporation, and the seal of the Corporation shall be affixed thereto. Where any such certificate is countersigned by a transfer agent, other than the Corporation or its employee, or by a registrar, other than the Corporation or its employee, any other signature and the seal of the Corporation on such certificate may be a facsimile, engraved, stamped or printed. In any case any such officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon any such certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such officer, transfer agent, or registrar were such officer, transfer agent or registrar at the date of its issue.

SECTION 2. Transfer of Stock. Transfers of shares of the capital stock of the Corporation shall be made only on the books of the Corporation by the holder thereof, or by his attorney thereunto authorized by a power of attorney duly executed and filed with the Secretary of the Corporation, or a transfer agent of the Corporation, if any, and on surrender of the certificate or certificates for such shares, properly endorsed, or upon receipt of proper transfer instructions from the owner of uncertificated shares, or upon the escheat of said shares under the laws of any state of the United States. A person in whose name shares of stock stand on the books of the Corporation shall be deemed the owner thereof as regards the Corporation, provided that whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary or to said transfer agent, shall be so expressed in the entry of transfer.

SECTION 3. Addresses of Stockholders. Each stockholder shall designate to the Secretary of the Corporation an address at which notices of meetings and all other corporate notices may be served or mailed to him, and if any stockholder shall fail to designate such address, corporate notices may be served upon him by mail directed to him at his last known post office address as it appears on the records of the Corporation.

SECTION 4. Lost, Stolen, Destroyed and Mutilated Certificates. To deal with the eventuality of lost, stolen, destroyed and mutilated certificates of stock the Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose may establish by appropriate resolutions such rules and regulations as they deem expedient concerning the issue to such holder uncertificated shares or, if requested by such holder, a new certificate or certificates of stock, including, without limiting the generality of the foregoing, such rules and regulations as they may deem expedient with respect to the proof of loss, theft or destruction and the surrender of mutilated certificates and the requirements as to the giving of a bond or bonds to indemnify the Corporation against any claim which may be made against it on account of the alleged loss, theft or destruction of any such certificate. The holder of any stock of the Corporation shall immediately notify the Corporation and/or the appropriate transfer agent of such stock of any loss, theft, destruction or mutilation of the certificate therefor.

SECTION 5. Transfer Agent and Registrar: Regulations. The Corporation shall, if and whenever the Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose shall so determine, maintain one or more transfer offices or agencies, each in charge of a transfer agent designated by the Board of Directors or by such Committee, where the shares of the capital stock of the Corporation shall be directly transferable, and also one or more registry offices, each in charge of a registrar designated by the Board of Directors or by such Committee, where such shares of stock shall be registered, and no certificate for shares of the capital stock of the Corporation, in respect of which a registrar and transfer agent shall have been designated, shall be valid unless countersigned by such transfer agent and registered by such registrar. A firm may act at the same time as both transfer agent and registrar of the Corporation. The Board of Directors or any such Committee may also make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration of uncertificated shares or certificates for shares of the capital stock of the Corporation.

SECTION 6. Fixing Record Date. The Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose may fix, in advance, a date, not exceeding sixty days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversation or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversation or exchange of the capital stock, and in each such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date as aforesaid.

SECTION 7. Examination of Books by Stockholders. The Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose shall, subject to the laws of the State of Delaware, have power to determine, from time to time, whether and to what extent and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, book or document of the Corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or any Committee constituted pursuant to Article IV of these by-laws with power for the purpose or of the stockholders of the Corporation.

ARTICLE VIII.

DIVIDENDS, SURPLUS, ETC.

Subject to the provisions of the Certificate of Incorporation and any restrictions imposed by statute, the Board of Directors may declare dividends from the surplus of the Corporation or from the net profits arising from its business, whenever, and in such amounts as, in its opinion, the condition of the affairs of the Corporation shall render advisable. If the date appointed for the payment of any dividend shall in any year fall on a legal holiday then the dividend payable on such date shall be payable on the next succeeding business day. The Board of Directors in its discretion may from time to time set aside from such surplus or net profits such sum or sums as it, in its absolute discretion, may think proper as a working capital or as a reserve fund to meet contingencies, or for the purpose of maintaining or increasing the property or business of the Corporation, or for any other purpose it may think conducive to the best interests of the Corporation. All such surplus or net profits, until actually declared in dividends, or used and applied as aforesaid, shall be deemed to have been so set aside by the Board for one or more of said purposes.

ARTICLE IX.

SEAL.

The corporate seal of the Corporation shall consist of a metallic stamp, circular in form, bearing in its center the figures and word "1929, Delaware", and at the outer edge the name of the Corporation.

ARTICLE X.

FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE XI.

AMENDMENTS.

All by-laws of the Corporation shall be subject to alteration or repeal, and new by-laws not inconsistent with any provision of the Certificate of Incorporation of the Corporation or any provision of law, may be made, either by the affirmative vote of the holders of record of a majority of the outstanding stock of the Corporation entitled to vote in respect thereof, given at an annual meeting or at any special meeting or by the Board of Directors at any regular or special meeting.

FOURTH AMENDMENT TO CREDIT AGREEMENT

THIS FOURTH AMENDMENT TO CREDIT AGREEMENT, dated as of October 29, 1996 (this "Amendment"), by and between CURTISS-WRIGHT CORPORATION, a Delaware corporation (the "Borrower"), the lenders parties hereto from time to time (the "Lenders", as defined further below), the Issuing Banks referred to herein (the "Issuing Banks") and MELLON BANK, N.A., a national banking association, as agent for the Lenders and the Issuing Banks hereunder (in such capacity, together with its successors in such capacity, the "Agent");

W I T N E S S E T H:

WHEREAS, the Borrower, the Lenders, the Issuing Banks and the Agent are parties to a Credit Agreement, dated as of October 29, 1991 (as amended, the "Credit Agreement"), pursuant to which the Lenders have made Loans to the Borrower and certain Issuing Banks have issued Letters of Credit on behalf of the Borrower and its Subsidiaries; and

WHEREAS, the Borrower has requested the Lenders (i) to extend the Revolving Credit Maturity Date to October 29, 1999 and (ii) make certain other changes to the Credit Agreement; and

WHEREAS, NationsBank, N.A. (formerly NationsBank of North Carolina, N.A.) ("NationsBank") does not wish to continue as a Lender under the Credit Agreement; and

WHEREAS, the Lenders (other than NationsBank) are willing to so extend the Revolving Credit Maturity Date and to amend the Credit Agreement upon the terms and conditions hereinafter set forth; and

WHEREAS, capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Credit Agreement;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

SECTION 1. AMENDMENTS TO CREDIT AGREEMENT.

The Credit Agreement is hereby amended as follows:

(a) Section 1.01 is amended as follows:

(i) The definition of the term "Revolving Credit Maturity Date" is amended to substitute the date "October 29, 1999" for the date "October 29, 1998".

(ii) The definition of the term "Lender" is amended by adding the words "; PROVIDED, HOWEVER, as of the Effective Date of this Fourth Amendment, NationsBank of North Carolina, N.A. is not a Lender hereunder notwithstanding that it is listed on the signature pages hereof" immediately following the phrase "ceasing to be Lenders".

(b) The Revolving Credit Committed Amount of each Lender shall be increased such that the Total Revolving Credit Committed Amount for each Lender shall be as follows:

Mellon Bank, N.A.	$9,500,000
PNC Bank, National Association	6,500,000
The Bank of Nova Scotia	6,500,000

(c) In accordance with Sections 1(a) and 1(b) above, after the Effective Date of this Amendment, the Commitment Percentage for each Lenders shall be as follows:

Mellon Bank, N.A.	42.2222%
PNC Bank, National Association	28.8889%
The Bank of Nova Scotia	28.8889%

SECTION 2. CONDITIONS PRECEDENT. The effectiveness of this Amendment is subject to the accuracy as of the date hereof of the representations and warranties herein contained, to the performance by the Borrower of its obligations to be performed hereunder on or before the date hereof and to the satisfaction, on or before October 29, 1996 (the date of such satisfaction being referred to herein as the "Effective Date"), of the following further conditions precedent:

(a) AMENDMENT. Each Lender shall have received a counterpart of this Amendment, duly executed by the Borrower.

(b) REPRESENTATIONS AND WARRANTIES; EVENTS OF DEFAULT AND POTENTIAL DEFAULTS. The representations and warranties contained in Section 3 hereof shall be true and correct on and as of the Effective Date with the same effect as though made on and as of such date. On the Effective Date, no Event of Default and no Potential Default shall have occurred and be continuing or shall exist or shall occur or exist after giving effect to this Amendment and the transactions contemplated hereby. On the Effective Date, there shall have been delivered to the Agent a certificate, dated the Effective Date and signed on behalf of the Borrower by the President, Treasurer or chief financial officer of the Borrower, that (a) the representations and warranties set forth in Section 3 hereof are true and correct on and as of such date and (b) on such date no Event of Default or Potential Default has occurred and is continuing or exists or will occur or exist after giving effect to this Amendment and the transactions contemplated hereby.

(c) PROCEEDINGS AND INCUMBENCY. On the Effective Date, there shall have been delivered to the Agent, with an original counterpart for each Lender, a certificate dated the Effective Date and signed on behalf of the Borrower by the Secretary or an Assistant Secretary of the Borrower, certifying as to (i) true copies of the articles of incorporation and bylaws of the Borrower as in effect on such date (or a certificate of the Secretary or Assistant Secretary of the Borrower to the effect that there have been no changes in such articles of incorporation or bylaws from the forms thereof previously delivered to the Agent and the Lenders or, if there have been any such changes, attaching copies thereof), (ii) true copies of all corporate action taken by the Borrower relative to this Amendment and (iii) the names, true signatures and incumbency of the officer or officers of the Borrower authorized to execute and deliver this Amendment and the other documents and instruments to be executed and delivered under the Credit Agreement, as amended hereby. The Agent shall be entitled to conclusively rely on such certificate unless and until a later certificate revising the prior certificate has been furnished to the Agent.

(d) OPINIONS OF COUNSEL. On the Effective Date, there shall have been delivered to the Agent written opinions, dated the Effective Date, of General Counsel to the Borrower in form and substance satisfactory to the Agent and as to such matters incident to the transactions contemplated hereby as the Agent may reasonably request.

(e) DETAILS, PROCEEDINGS AND DOCUMENTS. All legal details and proceedings in connection with the transactions contemplated by this Amendment shall be satisfactory to the Lenders, and, on the Effective Date, the Agent shall have received all such counterpart originals or certified or other copies of such documents and proceedings in connection with such transactions, in form and substance satisfactory to the Agent and the Lenders, as the Agent or any Lender may reasonably request.

(f) SATISFACTION OF NATIONSBANK OBLIGATIONS. The Agent and each Lender shall have received from NationsBank confirmation in form and substance satisfactory to the Agent that the Obligations of Borrower to NationsBank have been discharged. Upon the Effective Date, NationsBank shall have no further Commitments, obligations or responsiblities under the Credit Agreement.

(g) SUBSTITUTE NOTES. The Borrower shall have delivered to the Agent for each Lender new notes in the form attached as Exhibit A to the Credit Agreement with the blanks appropriately filled evidencing the change in the Revolving Credit Committed Amounts of the Lenders as set forth in Section 1(b) of this Fourth Amendment. Upon receipt of such substitute notes, each of the Lenders shall return their original note to the Agent which shall forward such notes to the Borrower with an appropriate designation.

SECTION 3. REPRESENTATIONS AND WARRANTIES. The Borrower hereby represents and warrants to the Agent and the Lenders that the representations and warranties set forth in the Credit Agreement, as amended by this Amendment, are true and correct on and as of the date hereof as if made on and as of the date hereof, and that no Event of Default or Potential Default has occurred and is continuing or exists on and as of the date hereof; provided, however, that, for purposes of the foregoing, all references in the Credit Agreement to "this Agreement" shall be deemed to be references to this Amendment and the Credit Agreement as amended by this Amendment. In addition, the reference in Section 4.05 of the Credit Agreement to the financial statements of the Borrower and its consolidated Subsidiaries as of December 31, 1989 and December 31, 1990 shall be deemed to be a reference to the financial statements of the Borrower and its consolidated Subsidiaries as of December 31, 1994 and December 31, 1995, respectively, the reference in such Section to the parallel interim consolidated financial statements for and as of the end of the six months ended June 30, 1991 shall be deemed to be a reference to the parallel interim consolidated financial statements for and as of the end of the second fiscal quarter of the fiscal year beginning January 1, 1996, and the references in the last sentence of Section 4.05 of the Credit Agreement to June 30, 1991 and December 31, 1990 shall be deemed to be references to June 30, 1996 and December 31, 1995, respectively; and the reference in Section 4.10 of the Credit Agreement to December 31, 1990 shall be deemed to be a reference to December 31, 1995.

SECTION 4. AGREEMENT AMONG LENDERS. To effectuate the changes contemplated by Sections 1(a)(ii), 1(b) and 1(c) of this Amendment, the Agent and each Lender agree that, on the Effective Date, the proceeds of each Lender's increased Revolving Credit Committed Amount will be used (i) to increase each Lender's interest in each outstanding Letter of Credit by the amount necessary to make such Lender's percentage interest in any such outstanding Letter of Credit equal to such Lender's Commitment Percentage and (ii) to distribute to NationsBank by wire transfer in immediately available funds the amount of (a) such Lender's Commitment Percentage times (b) the amount of Obligations owing by the Borrower to NationsBank. Each of the parties hereto agrees that such distribution or payment to NationsBank is being made on behalf of and with the acknowledgement and consent of the Borrower in order to satisfy the Obligations owing by the Borrower to NationsBank.

SECTION 5. EFFECTIVENESS OF AMENDMENT. This Amendment shall be effective from and after the Effective Date upon satisfaction of the conditions precedent referred to herein.

SECTION 6. EFFECT OF AMENDMENT. The Credit Agreement, as amended by this Amendment, is in all respects ratified, approved and confirmed and shall, as so amended, remain in full force and effect.

SECTION 7. GOVERNING LAW. This Amendment shall be deemed to be a contract under the laws of the State of New York and for all purposes shall be governed by and construed and enforced in accordance with the laws of said State.

[Remainder of page intentionally left blank]

SECTION 8. COUNTERPARTS. This Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

CURTISS-WRIGHT CORPORATION

By /s/ Gary Benschip
Title Treasurer

MELLON BANK, N.A., individually and as Agent

By /s/ Joseph F. Bond Jr.
Title Joseph F. Bond Jr.
Vice President

PNC BANK, NATIONAL ASSOCIATION

By /s/ Alpheus J. Norman IV
Title V.P.

THE BANK OF NOVA SCOTIA

By /s/ Brian S, Allen
Title Sr. Relationship Manager

NATIONSBANK, N.A. (formerly
NATIONSBANK OF NORTH

CAROLINA, N.A.)

By /s/ Thomas J. Kane
Title Thomas J. Kane
Corporate Finance Office

Exhibit 4(iii)

FIRST AMENDMENT TO SHORT TERM CREDIT AGREEMENT

THIS FIRST AMENDMENT TO SHORT TERM CREDIT AGREEMENT, dated as of October 26, 1996 (this "Amendment"), by and between CURTISS-WRIGHT CORPORATION, a Delaware corporation (the "Borrower"), the lenders parties hereto from time to time (the "Lenders", as defined further below), and MELLON BANK, N.A., a national banking association, as agent for the Lenders hereunder (in such capacity, together with its successors in such capacity, the "Agent");

W I T N E S S E T H:

WHEREAS, the Borrower, the Lenders and the Agent are parties to a Short Term Credit Agreement, dated as of October 29, 1994 (as amended, the "Credit Agreement"), pursuant to which the Lenders have made Loans to the Borrower; and

WHEREAS, the Borrower has requested the Lenders (i) to extend the Expiration Date to October 24, 1997 and (ii) make certain other changes to the Credit Agreement; and

WHEREAS, NationsBank, N.A. (formerly NationsBank of North Carolina, N.A.) ("NationsBank") does not wish to continue as a Lender under the Credit Agreement; and

WHEREAS, the Lenders (other than NationsBank) are willing to so extend the Expiration Date and to amend the Credit Agreement upon the terms and conditions hereinafter set forth; and

WHEREAS, capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Credit Agreement;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

SECTION 1. AMENDMENTS TO CREDIT AGREEMENT.

The Credit Agreement is hereby amended as follows:

(a) Section 1.01 is amended as follows:

(i) The date "October 29, 1995" appearing in the definition of the term "Expiration Date" is hereby amended to be "October 24, 1997".

(ii) The definition of the term "Lender" is amended by adding the words "; PROVIDED, HOWEVER, as of the Effective Date of this Amendment, NationsBank of North Carolina, N.A. is not a Lender hereunder notwithstanding that it is listed on the signature pages hereof" immediately following the phrase "ceasing to be Lenders".

(b) The Revolving Credit Committed Amount of each Lender shall be increased such that the Total Revolving Credit Committed Amount for each Lender shall be as follows:

Mellon Bank, N.A.	$9,500,000
PNC Bank, National Association	6,500,000
The Bank of Nova Scotia	6,500,000

(c) In accordance with Sections 1(a) and 1(b) above, after the Effective Date of this Amendment, the Commitment Percentage for each Lenders shall be as follows:

Mellon Bank, N.A.	42.2222%
PNC Bank, National Association	28.8889%
The Bank of Nova Scotia	28.8889%

SECTION 2. CONDITIONS PRECEDENT. The effectiveness of this Amendment is subject to the accuracy as of the date hereof of the representations and warranties herein contained, to the performance by the Borrower of its obligations to be performed hereunder on or before the date hereof and to the satisfaction, on or before October 27, 1996 (the date of such satisfaction being referred to herein as the "Effective Date"), of the following further conditions precedent:

(a) AMENDMENT. Each Lender shall have received a counterpart of this Amendment, duly executed by the Borrower.

(b) REPRESENTATIONS AND WARRANTIES; EVENTS OF DEFAULT AND POTENTIAL DEFAULTS. The representations and warranties contained in Section 3 hereof shall be true and correct on and as of the Effective Date with the same effect as though made on and as of such date. On the Effective Date, no Event of Default and no Potential Default shall have occurred and be continuing or shall exist or shall occur or exist after giving effect to this Amendment and the transactions contemplated hereby. On the Effective Date, there shall have been delivered to the Agent a certificate, dated the Effective Date and signed on behalf of the Borrower by the President, Treasurer or chief financial officer of the Borrower, that (a) the representations and warranties set forth in Section 3 hereof are true and correct on and as of such date and (b) on such date no Event of Default or Potential Default has occurred and is continuing or exists or will occur or exist after giving effect to this Amendment and the transactions contemplated hereby.

(c) PROCEEDINGS AND INCUMBENCY. On the Effective Date, there shall have been delivered to the Agent, with an original counterpart for each Lender, a certificate dated the Effective Date and signed on behalf of the Borrower by the Secretary or an Assistant Secretary of the Borrower, certifying as to (i) true copies of the articles of incorporation and bylaws of the Borrower as in effect on such date (or a certificate of the Secretary or Assistant Secretary of the Borrower to the effect that there have been no changes in such articles of incorporation or bylaws from the forms thereof previously delivered to the Agent and the Lenders or, if there have been any such changes, attaching copies thereof), (ii) true copies of all corporate action taken by the Borrower relative to this Amendment and (iii) the names, true signatures and incumbency of the officer or officers of the Borrower authorized to execute and deliver this Amendment and the other documents and instruments to be executed and delivered under the Credit Agreement, as amended hereby. The Agent shall be entitled to conclusively rely on such certificate unless and until a later certificate revising the prior certificate has been furnished to the Agent.

(d) OPINIONS OF COUNSEL. On the Effective Date, there shall have been delivered to the Agent written opinions, dated the Effective Date, of General Counsel to the Borrower in form and substance satisfactory to the Agent and as to such matters incident to the transactions contemplated hereby as the Agent may reasonably request.

(e) DETAILS, PROCEEDINGS AND DOCUMENTS. All legal details and proceedings in connection with the transactions contemplated by this Amendment shall be satisfactory to the Lenders, and, on the Effective Date, the Agent shall have received all such counterpart originals or certified or other copies of such documents and proceedings in connection with such transactions, in form and substance satisfactory to the Agent and the Lenders, as the Agent or any Lender may reasonably request.

(f) SATISFACTION OF NATIONSBANK OBLIGATIONS. The Agent and each Lender shall have received from NationsBank confirmation in form and substance satisfactory to the Agent that the Obligations of Borrower to NationsBank have been discharged. Upon the Effective Date, NationsBank shall have no further Commitments, obligations or responsiblities under the Credit Agreement.

(g) SUBSTITUTE NOTES. The Borrower shall have delivered to the Agent for each Lender new notes in the form attached as Exhibit A to the Credit Agreement with the blanks appropriately filled evidencing the change in the Revolving Credit Committed Amounts of the Lenders as set forth in Section 1(b) of this Amendment. Upon receipt of such substitute notes, each of the Lenders shall return their original note to the Agent which shall forward such notes to the Borrower with an appropriate designation.

SECTION 3. REPRESENTATIONS AND WARRANTIES. The Borrower hereby represents and warrants to the Agent and the Lenders that the representations and warranties set forth in the Credit Agreement, as amended by this Amendment, are true and correct on and as of the date hereof as if made on and as of the date hereof, and that no Event of Default or Potential Default has occurred and is continuing or exists on and as of the date hereof; provided, however, that, for purposes of the foregoing, all references in the Credit Agreement to "this Agreement" shall be deemed to be references to this Amendment and the Credit Agreement as amended by this Amendment.

SECTION 4. AGREEMENT AMONG LENDERS. To effectuate the changes contemplated by Sections 1(a), 1(b) and 1(c) of this Amendment, the Agent and each Lender agree that, on the Effective Date, the proceeds of each Lender's increased Revolving Credit Committed Amount will be used to distribute to NationsBank by wire transfer in immediately available funds the amount of (a) such Lender's Commitment Percentage times (b) the amount of Obligations owing by the Borrower to NationsBank. Each of the parties hereto agrees that such distribution or payment to NationsBank is being made on behalf of and with the acknowledgement and consent of the Borrower in order to satisfy the Obligations owing by the Borrower to NationsBank.

SECTION 5. EFFECTIVENESS OF AMENDMENT. This Amendment shall be effective from and after the Effective Date upon satisfaction of the conditions precedent referred to herein.

SECTION 6. EFFECT OF AMENDMENT. The Credit Agreement, as amended by this Amendment, is in all respects ratified, approved and confirmed and shall, as so amended, remain in full force and effect.

SECTION 7. GOVERNING LAW. This Amendment shall be deemed to be a contract under the laws of the State of New York and for all purposes shall be governed by and construed and enforced in accordance with the laws of said State.

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SECTION 8. COUNTERPARTS. This Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

CURTISS-WRIGHT CORPORATION

By /s/ Gary Benschip
Title Treasurer

MELLON BANK, N.A., individually and as Agent

By /s/ Joseph F. Bond Jr.
Title Joseph F.Bond, Jr.
Vice President

PNC BANK, NATIONAL ASSOCIATION

By /s/ Alpheus J. Norman, IV
Title V.P.

THE BANK OF NOVA SCOTIA

By /s/ Brian S. Allen
Title Sr. Relationship Manager

NATIONSBANK, N.A. (formerly
NATIONSBANK OF NORTH

CAROLINA, N.A.)

By /s/ Thomas J. Kane
Title Thomas J. Kane
Corporate Finance Officer

Exhibit 13

1996

CURTISS-WRIGHT CORPORATION

ANNUAL REPORT

EXPANDING

OUR MARKETS

Curtiss-Wright Corporation, headquartered in Lyndhurst, N.J., is a diversified multi-national manufacturing and service concern that designs, manufactures and overhauls precision components and systems and provides highly engineered services to the aerospace, automotive, shipbuilding, oil, petrochemical, agricultural equipment, power generation, metal working and fire & rescue industries. The Company employs approximately 1,700 people. Operations are conducted principally by three wholly-owned subsidiaries: Curtiss-Wright Flight Systems, Inc., Metal Improvement Company, Inc. and Curtiss-Wright Flow Control Corporation. The group's principal operations include three domestic manufacturing facilities, thirty-two Metal Improvement service facilities located in North America and Europe, and three component overhaul facilities located in Florida, North Carolina and Denmark.

Contents

INDUSTRY FOCUS

Changes in the aerospace/defense industry in the 1990's required participants to re-examine how they will conduct business in the future. These changes started with reduced commercial aircraft production rates which coincided with lower procurement levels in the defense sector. These factors initiated a consolidation movement within the industry that is still in progress. While production rates of commercial aircraft have been increasing, there will be few new commercial and military aircraft programs. Under these circumstances, the ability to gain position on these programs becomes increasingly important.

In addition to the reduced level of new projects in the defense sector, development programs have become more expensive and customers have required their suppliers to bear substantial portions of the costs involved. The size of these expenditures, the increasing demands by customers for cost efficiencies and the increase in the time horizons for these programs to move into production, have raised the financial risks of investing in these programs.

Companies, such as Curtiss-Wright which operate in niche markets, must re-examine their positions in order to expand those markets they serve. Their market positions must be broadened to allow operations to deal with the cyclical nature of the industry. We have concluded that we must expand not only into the overhaul and repair of our own aerospace components, but also to other areas of the aftermarket. With this expansion the customer base changes. The focus shifts to include the end user of the product: airlines and freight carriers. The relationship with these new customers requires the establishment of a new and distinct marketing and distribution organization from those which traditionally had been in place. In effect, while the product may remain basically the same, an entirely new business must be established. This is the direction that we have been following in our aerospace business.

We also have determined that wherever possible we should expand our service offerings, acting alone or with others whose functions complement our own. This expansion affects both our aerospace and industrial markets. Finally, we have been active in the geographic expansion of our markets, both domestically and overseas.

Curtiss-Wright continues to take an adaptive approach to servicing its markets. It has expanded its served markets beyond its traditional customers. It will continue to build "new business" as it expands on its established business base to broaden the products and services it provides and extends its markets to new customers and new geographic regions.

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

FINANCIAL HIGHLIGHTS

(Dollars in thousands except per share data)	1996	1995	1994
Performance:			
Sales	$ 170,536	$ 154,446	$ 155,001
Earnings before interest, taxes, depreciation and amortization	33,462	37,553	40,041
Net earnings	16,109	18,169	19,303
Net earnings per common share	3.17	3.59	3.81
Return on sales	9.4%	11.8%	12.5%
Return on assets	6.3%	7.4%	8.1%
Return on average stockholders' equity	9.1%	11.0%	12.7%
Research and development costs: Corporation sponsored	997	1,180	1,196
Customer sponsored	15,248	17,362	9,059
New orders	171,649	150,870	122,367
Backlog at year-end	109,336	103,566	116,554
Year-End Financial Position:			
Working capital	$ 115,417	$ 120,571	$ 108,329
Current ratio	3.7 to 1	4.6 to 1	4.0 to 1
Total assets	$ 267,164	$ 246,201	$ 238,694
Stockholders' equity	$ 183,363	$ 172,179	$ 158,769
Stockholders' equity per common share	$ 36.09	$ 33.91	$ 31.37
Other Year-End Data:			
Depreciation and amortization	$ 8,946	$ 9,512	$ 10,883
Capital expenditures	$ 14,156	$ 6,985	$ 4,609
Shares of common stock outstanding	5,081,103	5,077,823	5,060,743
Number of stockholders	4,719	5,944	6,409
Number of employees	1,738	1,482	1,496
Dividends per Common Share	$ 1.00	$ 1.00	$ 1.00

[GRAPHS OMITTED]

LETTER TO STOCKHOLDERS

FELLOW STOCKHOLDERS:

For several years, Curtiss-Wright Corporation has been following a strategy of developing and maintaining positions in market segments which it believes will result in substantial profitable growth with a resultant increase in stockholders' value. In pursuit of these objectives, in the context of the Industry Focus highlighted earlier in this Annual Report, the Company's focus has been to expand the products and services it provides, enlarge its customer base and increase its global presence. This has required a substantial and continuing investment in both development programs and plant and equipment. Our progress to date is outlined in the balance of this letter and in the Review of Operations segment of this Annual Report which follows.

Product and Service Capability Expansion

During 1996, we delivered the initial quantities of trailing edge flap transmissions to The Boeing Company for its Next-Generation 737 aircraft and production quantities of trailing edge flap rotary actuators for their 767 airliner. These milestones were reached while we continued to supply components for Boeing's 737 "classic" and all other aircraft transports they currently have in production. In recognition of our efforts, we were awarded the Boeing Commercial Airplane Group's 1996 President's Award for Excellence. This designation as "Supplier of the Year" in the category of systems and equipment resulted from our superior service, outstanding products and innovative ideas. In addition, late in 1996, we received notification that we have been selected as supplier for trailing edge flap transmissions for Boeing's newly-announced 757-300 airliner. Our expanding market position with Boeing is in addition to our continuing role as a provider of shot-peen wing forming for Airbus and McDonnell Douglas commercial jetliners.

We anticipate supplying a trailing edge flap drive flight control system for a business jet currently under development that will mark our entry as a manufacturer of actuation and control equipment for this market. It expands the presence we previously established in the business jet aircraft market with other manufacturers through our forming of wings utilizing our shot-peening process.

Curtiss-Wright previously identified the aerospace overhaul market segment as a strategically important area for participation by the Company. The 1996 acquisition of a repair and overhaul facility in Miami, Florida, from Aviall, Inc., for approximately $16.6 million, is an important addition to our internal efforts to expand within this service segment of the industry. It was a good combination with our existing overhaul business. The customer bases and product lines were complementary to both organizations. The Miami addition has more than met our expectations. We will continue to look to the overhaul segment to globally expand our capabilities through both acquisition and internal development and growth.

In our shot-peening business, we perform a metal-treating process used primarily to increase the fatigue life of metal parts. We have developed a computer software program which can provide users of shot-peening a prediction of the residual stresses which are induced in the component by the process. As a post shot-peening treatment, Curtiss-Wright is marketing a chemically-assisted surface enhancement process that we believe is superior to traditional finishing methods such as honing and polishing. In addition we are offering, in conjunction with a nationally recognized independent laboratory, an economical method of measuring resultant residual stress profiles after shot peening. We have developed a non-destructive method for exposing exfoliation corrosion on aging airplanes and are providing this service in the field. Again, the objective is to expand our offerings to the market to enable us to grow.

In Curtiss-Wright's valve business, new product development over the last five years accounts for 70% of the products we currently sell. This includes new and improved products for the nuclear electrical utility industry which will extend our offerings and increase our sales and profitability. Some of these new valves improve maintenance costs and provide solutions to problems experienced in nuclear power plants throughout the world.

As a result of the activities described above, we now have achieved a balance in which we are as much a service organization as a manufacturer of precision components. This evolution mirrors the trend in American industry and provides us with broader market opportunities.

If we are to be successful in our expansion efforts, our highly engineered precision-manufactured products and our technology-based services must meet the current and anticipated needs of our customers. In order to satisfy ever more demanding and sophisticated customers, we must be a prime source of technical innovation, delivering goods and services of the highest quality while maintaining competitive prices.

Customer Base Growth

In our aerospace business, the Company has now positioned itself as a full range provider with the ability both to supply products and services to the OEM air frame assemblers and to participate in the aftermarket by servicing airlines and air freight haulers. With this positioning, our customer base has increased dramatically as has our ability to participate both in the increased production of new aircraft in the coming years and the overhaul requirements of existing fleets. The Company also can now more effectively take advantage of the developing trend of major airlines to outsource their maintenance and repair activities.

Increase in Global Presence

Curtiss-Wright is now a more global company than it was a year ago. Pre-tax earnings generated outside of North America increased 75% from 1995 and represented 33.5%

LETTER TO STOCKHOLDERS

of the Company's total pre-tax profit in 1996 vs. 16.8% last year. Related foreign sales composed 17.5% of our total revenue in 1996.

The Company has always had a foreign presence due to the international nature of the aerospace industry. The global airline industry long has been the end user of the aircraft for which Curtiss-Wright provides OEM products and services. This limited participation has been expanded upon through the Company's increased involvement in the aerospace aftermarket where it now deals directly with airlines and air cargo handlers on an international basis. This shift to a more global perspective is continuing and is not limited to our aerospace business.

Currently, we are establishing a shot-peening facility in Belgium, and a second one is being opened to service the south German market. As a result we will be operating at least eight facilities in Europe in 1997. A presence in the Pacific Rim for our aerospace overhaul operations is also planned for 1997. In addition, we participate as a supplier of nuclear valves to the expanding electrical utility markets in South Korea and Taiwan and are focusing now on gaining a foothold in select European markets and China for our valve products.

Outlook

We expect 1997 to be a year which will be filled with opportunities and challenges for our organization. Curtiss-Wright will be aggressively looking for growth situations both internally and through selective acquisition and teaming arrangements. In addition, our operations will be working to meet the increased delivery schedules for Boeing and Airbus, while improving productivity and lowering costs. At the same time we must complete the development and testing programs relating to military actuation and control equipment projects which have significantly penalized our earnings over the past few years. The successful accomplishment of these activities will require the continued dedication of our employees. For their efforts we are most appreciative.

/s/ David Lasky

David Lasky
Chairman and President
January 30, 1997

[Photo of David Lasky]

REVIEW OF OPERATIONS

Financial Performance Overview

The financial performance of the Corporation in 1996 did not measure up to the levels which we have come to expect, based on our results in recent years. Net earnings in 1996 of $16.1 million, or $3.17 per share, were $2.1 million, or $.42 per share less than earnings in 1995. This shortfall is attributable to a number of unusual items. Net earnings in 1996 were reduced by $2.5 million, or $.49 per share, due to additional reserves for engineering cost overruns on military actuation and control development contracts, and additional environmental reserves and related legal and administrative costs and other unusual items.

Absent these unusual items, 1996 net earnings would have been $18.6 million, or $3.66 per share, as compared with 1995 earnings of $18.2 million, or $3.59 per share.

Sales in 1996 of $170.5 million increased 10.4% over sales in 1995. The improved earnings produced by the increased sales were offset by the engineering cost overruns on the actuation and control equipment development programs (including the reserves referred to above) and by learning and other costs associated with the start-up of production on new Boeing commercial aircraft programs. In 1997, we plan to make significant progress in reducing our manufacturing costs on these programs. Also in 1997, we are scheduled to have substantially completed the testing phase of the development programs.

Our financial position was strong enough to readily absorb over $30 million of expenditures for capital equipment and the acquisition of the repair and overhaul business in Miami. We are well positioned to take advantage of internal and external growth opportunities as we move into 1997, with some $62 million in liquid resources and significant unused borrowing capacity.

Aerospace Component and Overhaul

Our Shelby, North Carolina, operation has completed a building addition that has doubled the physical size of that facility. The total investment which will be made in that location when all of the machinery and equipment has been put in place will exceed $15,000,000. The need for this expansion is due to several factors, the most significant of which are the production requirements of the plant's major customer, The Boeing Airplane Company. Sales to Boeing are expected to more than double in the next few years as a result of increases in Boeing's production rates. The products covered by new contracts with Boeing are the trailing edge flap transmissions for the 757 commercial transport, the trailing edge flap rotary actuators for the 767 airliners and trailing edge flap transmissions for the new Boeing 737-700 aircraft. In addition to the increased Boeing requirements the growth that has occurred in the overhaul and repair business performed at that location has created additional capacity demands.

REVIEW OF OPERATIONS

The Company had identified the overhaul and repair business as an area in which it wanted to expand its involvement. It did so in 1996 with the acquisition from Aviall, Inc. of its component overhaul facility located in Miami, Florida. This was an addition to the overhaul operations Curtiss-Wright already had in place in Shelby and an 80%-owned joint venture located in Karup, Denmark, which opened in 1995. In 1997, we plan to establish a location in the Pacific Rim to better support the customer base located in that growing market. Our participation in the overhaul and repair sector has grown from minor amounts six years ago to sales of approximately $27,000,000 in 1996. We now have the capabilities to repair and overhaul more than 6,500 types of hydraulic, pneumatic, electrical and electronic aircraft accessories. Curtiss-Wright has moved beyond merely servicing the components it manufactures as an OEM supplier. We can fulfill the desire of an increasing number of airlines to have suppliers provide a broad range of overhaul and repair services, regardless of the original source of such accessories and components.

Curtiss-Wright's involvement with military aerospace programs is focused on the development and testing phases of three projects. The programs to which we will be supplying actuation and control equipment are the F-22, V-22 and F/A-18 E/F aircraft. The V-22 program is to enter low rate production levels in 1997 with the other two projects scheduled for 1999. If these programs reach currently projected build rates, sales in the military sector will exceed that volume which we have historically realized for our actuation and control equipment.

Metal Treatment Services

Curtiss-Wright's metal treatment services (shot-peening and heat-treating) produced profitable growth in 1996. Its facilities operate in North America and Western Europe. In addition to the new shot-peening facilities referred to in the Letter to Stockholders, the Company has relocated our shot-peening operation in Charlotte, North Carolina to a larger facility to service the expanding market in the Carolinas.

We also plan to expand from our current base of three heat-treating operations by acquisition of other established facilities. The heat-treating industry is currently going through a consolidation process and we are actively seeking to expand our operations geographically to establish a network which can effectively compete nationally as does our shot-peening business which has 21 facilities in North America. Through operations in Columbus, Ohio, Wichita, Kansas and Lafayette, Louisiana, Curtiss-Wright's heat treating business addresses automobile, agricultural, construction, oil and gas, aircraft and other industries. This business has grown by more than a third in the last four years. Curtiss-Wright's shot-peening business has also recorded substantial growth in sales over the period. It primarily services aerospace, transportation, automobile and general industrial markets. It is supplemented by an operation which is engaged in the business of the precision stamping and finishing of high strength steel reed valves used by manufacturers of products such as refrigerators, air compressors and small engines.

It should be noted that the significant growth that we have achieved in our metal-treating businesses has more than met our criteria for profitability.

Curtiss-Wright continues to see global opportunities for expansion of its shot-peening and heat-treating operations. The opportunities will be realized from both the start-up of new facilities and the acquisition of established operations. Both of these alternatives are currently being actively pursued.

Valves

In our valve business the Company has been able to supplant both military and commercial competitors through technological innovations, accelerated deliveries and improved quality.

An objective of the Company has been to become the dominant valve supplier for the U.S. Naval Nuclear Program. This position was further solidified in 1996 with the receipt of contracts to supply valves beyond those we have traditionally supplied to the Navy. It is anticipated that 30% of our sales to the Navy will be composed of products for applications that Curtiss-Wright has not previously provided. The Company is also working with the Navy in the redesign of nuclear valves and the utilization of new materials to better deal with the hazardous environment to which they are exposed. While the shipbuilding rates for nuclear submarines and aircraft carriers are expected to continue at the current reduced levels, it still will provide an adequate core business base for us.

The second major market for our valves is the nuclear utility industry. Domestically, activity is limited to replacement valves, components, repair and service. There are, however, active construction programs for new nuclear plants in Korea, Taiwan and China. Curtiss-Wright has been building relationships in Korea and Taiwan and continues to participate in projects underway in those countries. Activities are now being conducted to establish a distribution system or other teaming arrangements to address the aftermarket which exists in Europe.

AT A GLANCE

Aerospace & Marine

Control and Actuation Components and Systems

Shot-peening and Peen-forming Services

Aerospace Overhaul Services

Military Nuclear / Non-nuclear Valves (globe, gate, control, safety, solenoid and relief)

U.S. Government Agencies

Foreign Governments

Commercial Airlines / Military / General Aviation

Aerospace Manufacturers

Helicopter Manufacturers

Missile Manufacturers

U.S. Navy Propulsion Systems

U.S. Navy Shipbuilding

Industrial

Shot-peening and Heat-treating Services

Compressor Valve Reeds

Commercial Nuclear / Non-nuclear Valves (globe, gate, control, safety, solenoid and relief)

Rescue Tools

Metal Working Industries

Oil / Petrochemical / Chemical Construction

Oil and Gas Drilling / Exploration

Power Generation

Nuclear and Fossil Fuel Power Plants

Agricultural Equipment

Automotive and Truck Manufacturers

Rescue Tool Industry

[GRAPHIC OMITTED] Curtiss-Wright's Flight Systems was one of five suppliers to receive Boeing's 1996 President's Award for Excellence as a result of their superior service, outstanding products and innovative ideas.

EXPANDING OUR MARKETS

[GRAPH OMITTED]

The chart illustrates historical shipments and the projected increase in delivery of commercial aircraft transports.

Source: Lehman Brothers

AEROSPACE

Commercial Aerospace

Curtiss-Wright provides products or services to Boeing, McDonnell Douglas and Airbus, the three largest commercial airframe assemblers. We participate on every model they currently have in production. This industry sector will be experiencing significantly higher aircraft build rates in the coming years. Curtiss-Wright is looking forward to its involvement in this ramp-up. This increased activity for the industry, and additional work on the Boeing 757, 767 and redesigned 737 models has led to the expansion of our Shelby, North Carolina, plant. Additions there have doubled the capacity of that facility.

Military Aerospace

Curtiss-Wright's concentration is on the development and testing of actuation and control equipment for the F-22, V-22 and F/A18 E/F aircraft programs. Our customers include Lockheed-Martin, Boeing, Textron and McDonnell Douglas. By positioning itself on these major projects, the Company expects its long-term future performance in the military sector to exceed that which it has enjoyed in its recent history.

MARKETS
[GRAPH OMITTED]

AEROSPACE

[GRAPHIC OMITTED] Pictured are actuation and control components similar to what will be used on the F-22, the next generation air superiority fighter.

Overhaul & Repair

The acquisition of the Miami overhaul facility in 1996 expanded Curtiss-Wright's base in the overhaul and repair market. The Company now has the capabilities to overhaul Boeing, McDonnell Douglas and Airbus aircraft components. The acquisition, in conjunction with the establishment of a joint venture in Denmark in 1995, expands Curtiss-Wright's global capabilities. Airlines, freight carriers and other customers which are served by our overhaul operations numbered approximately 385 in 1996. They are worldwide and provide opportunities on which the Company has only started to capitalize.

[GRAPHIC OMITTED]

MARKETS

[GRAPHIC OMITTED]

INDUSTRIAL

Our participation in the industrial market provides diversification beyond the aerospace/defense markets. The Company intends to increase activity in this area through selective acquisitions and applications of existing technology to products that will provide competitive advantages. An example of this is the aerospace gear technology utilized in the development of the "Power Hawk" rescue tool. Other industrial sectors in which Curtiss-Wright participates include:
agricultural equipment, electrical power plants, petrochemical, and oil and gas exploration. The Company continually identifies applications for shot peening in the non-aerospace metal working markets and expands its activities in those areas.

[GRAPHIC OMITTED] Curtiss-Wright's aerospace gear technology was applied to the "Power Hawk" rescue tool used for extrication of auto accident victims.

EXPANDING OUR MARKETS

[GRAPHIC OMITTED]

Our shot-peening technology is applied to a wide assortment of component parts to increase fatigue strength.

MARINE

Curtiss-Wright has been a supplier of valves to the United States Navy nuclear submarine and aircraft carrier fleets since their inception. In the 90's, submarine build rates have been reduced significantly as a result of budget considerations and reduced threats of large scale conflicts. While procurement levels will not equal those of the prior years, a slight increase is expected for the new Centurion Class boat to maintain requirements at a redefined lower level and retain submarine production capabilities. We have been able to capture additional valve applications for both submarine and aircraft carrier requirements and have established a sufficient base of business to profitably participate in the marine market.

AUTOMOTIVE

Curtiss-Wright has increased its participation in the automotive industry in recent years. In 1992 sales of services into this sector approximated $4,000,000. In 1996 revenues exceeded $15,000,000 with our customer base including (either directly or through intermediate suppliers) every automotive manufacturing company operating in North America and Western Europe. The Company has expanded our valve manufacturing capabilities as a result of improving our position as a supplier of flapper valves for compressors used in air-conditioning systems.

MARKETS

[GRAPHIC OMITTED]

INDUSTRIAL, MARINE AND AUTOMOTIVE

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Curtiss-Wright Corporation posted consolidated net earnings for 1996 totaling $16.1 million or $3.17 per share, a decline of 11% when compared with consolidated net earnings of 1995, which totaled $18.2 million or $3.59 per share. Consolidated net earnings for 1995 were 6% lower than consolidated net earnings for 1994 of $19.3 million, or $3.81 per share.

The decline in net earnings for the Corporation primarily reflects lower levels of non-operating revenue and a high level of environmental related expenditures in 1996. In the aggregate, pre-tax earnings from the Corporation's business segments declined 2% and 13%, respectively, when comparing 1996 to 1995, and 1995 to 1994. Losses on current development contracts, caused by the continuation of significant engineering cost overruns associated with military aerospace development contracts, substantially offset improvements in sales and earnings of metal treating operations in 1996. Sales and earnings for the current year also benefitted from the acquisition of the Miami overhaul facility in May 1996, as well as the overall growth of our component repair and overhaul business, as discussed further under the Segment Performance section of this report.

Sales for the Corporation increased to $170.5 million in 1996, a 10% increase over sales totals for 1995. When comparing 1996 with the prior year, Aerospace & Marine segment sales increased 19%, largely due to the acquisition of the Accessory Services business in Miami, Florida and improvements in metal treating operations, while sales for the Industrial segment fell 2%, reflecting the divestiture of the Corporation's Buffalo Extrusion Facility in June 1995. Sales of $154.4 million in 1995 were only slightly below sales of $155.0 million for 1994, as an 8% decline in sales for the Aerospace & Marine segment was virtually offset by a 13% improvement in Industrial segment sales, comparing 1995 with the prior year.

New orders received in 1996 increased 14% to $171.6 million, from orders of $150.9 million received in 1995. Increased orders generally reflect improvements in the Corporation's component overhaul and metal treating businesses. New orders received in 1995 were 23% above 1994 orders. Orders for 1995 reflected contracts for actuation and control systems on three new Boeing commercial aircraft, while 1994 orders were hindered by a general decline in the availability of new aerospace and military shipbuilding production programs which largely accounted for an 11% decline in the total backlog of unshipped orders at December 31, 1995, as compared with December 31, 1994 of $116.6 million. Backlog levels at December 31, 1996 have improved to $109.3 million. It should be noted that metal treating and overhaul services, which account for 62% and 53% of sales for 1996 and 1995, respectively, are sold with very modest lead times. Accordingly, backlog for these product lines is less of an indication of future sales activity than the Corporation's backlog of long-term Aerospace & Marine contracts.

Segment Performance

Aerospace & Marine

The Corporation's Aerospace & Marine segment posted substantially improved sales for 1996, totaling $109.9 million compared with $92.4 million for 1995. The improvements in 1996 largely reflect the growth of the Corporation's component overhaul and repair business which was augmented by the acquisition of Accessory Services. The Corporation's overhaul operations accounted for 24% of the Aerospace & Marine segment sales in 1996, compared with 11% in 1995 and 8% in 1994. Sales of metal treating services also showed large improvements over prior year levels, particularly within foreign aerospace markets. The Aerospace & Marine segment's results for 1996, as compared with 1995, included higher military sales of actuation components for the Corporation's F-16 program in support of foreign military sales and the initial deliveries under a related Air Force retrofit contract. Sales levels for commercial actuation and control programs also improved from 1995 under both production and development programs for every Boeing jetliner currently in production. The Corporation completed the design phase of the Lockheed/Martin F-22 development program and began to deliver development and test hardware, and to conduct tests of that hardware, resulting in a shortfall in sales recorded in 1996 as compared with 1995.

Operating income for the Aerospace & Marine segment improved 7% in 1996, totaling $12.5 million, compared with $11.7 million in 1995. Improvements in operating income were generated by the Accessory Services acquisition and by higher sales of metal treating and component overhaul services, when comparing 1996 with the prior year. Operating income for 1996 was partially offset by cost overruns associated with its military actuation and control developmental contracts relating to the F-22, the V-22 Osprey and the F/A-18 E/F aircraft. Product and engineering costs in excess of contract price under these firm fixed price contracts totaled $3.6 million in 1996, compared with $3.3 million in 1995 and $.2 million in 1994. In addition, the Corporation is experiencing higher than anticipated learning and other costs during the start-up phase of its new commercial actuation and control production programs.

The Corporation's Aerospace & Marine segment had posted sales of $92.4 million in 1995, compared with sales of $100.3 million for 1994. Sales reductions reflect the absence in 1995 of significant actuation production programs primarily for military customers that characterized earlier years, specifically sales of actuation and control systems for the F-16 program, a retrofit portion of which was completed late in 1994. Sales of metal treating services to aerospace customers also declined, as did the volume of shipments for military valve products, when comparing 1995 with the prior year. The Aerospace & Marine segment showed substantial improvements during the second half of 1995, primarily from the growth of our commercial domestic component overhaul services. Overhaul service sales were also strengthened by the addition of Curtiss-Wright Flight Systems/Europe, which began its operations during the second quarter of 1995. A decline in volume for military valve products, when comparing 1995 with 1994, was partially offset by revenue from the settlement of a termination claim in 1995, relating to part of a military valve actuation contract.

Operating income for the Aerospace & Marine segment totaled $11.7 million in 1995, 38% below operating income of $18.7 million for 1994. In addition to the impact of lower sales levels, operating income for 1995 was further impaired by significant engineering cost overruns on the aforementioned military actuation and control developmental contracts and start-up costs at the Corporation's European overhaul facility.

New orders received by the Aerospace & Marine segment totaled $112.4 million for 1996, 30% above orders received in 1995. During 1996, the Corporation received $9.2 million in follow-on orders from Boeing for actuation components on its long-standing 737-400 program. These orders are scheduled to ship throughout 1997 and into the first quarter of 1998. In addition, the increase in new orders received in 1996 reflects higher levels of overhaul services, particularly as a result of the Accessory Services acquisition, as well as an increase in F-16 foreign military orders, increased sales of metal treating services and an increase in orders for military valve products for use by the U.S. Nuclear Navy. In 1995, the Corporation had received significant orders from The Boeing Commercial Airplane Group for actuation equipment for the new 737-700 and the 757 and 767 airliners.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Industrial

The Corporation's Industrial segment posted sales of $60.6 million for 1996, slightly below sales of $62.0 million posted in 1995. The decline in sales reflects the absence of the Corporation's Buffalo Extrusion Facility which was sold in June 1995. After excluding those 1995 sales related to the Buffalo facility from the segment total, sales for 1996 were 7% above the adjusted 1995 total. Improvements in sales of the continuing operations of the Industrial segment primarily reflect a higher volume of metal treating services for its oil tool, agriculture, petrochemical and other customers in 1996. The Corporation also began to receive sales in 1996 for its internally developed rescue tool, the "Power Hawk." Sales of commercial valve products for 1996 were slightly below 1995 totals due to declines in original equipment and spare parts sales more than offsetting increased sales of nuclear valve product remakes and upgrades for power industry customers.

Operating income for 1996 declined 10% from 1995 levels, largely due to development costs associated with the Corporation's new rescue tool product line. Operating income from metal treating services also declined in 1996 as a result of lower heat-treating sales and major expenditures needed to meet automotive customer quality requirements. The Buffalo facility did not have a material impact on operating income for 1995.

The Corporation's Industrial segment had shown substantial improvements in both sales and operating income when comparing 1995 with 1994. Sales for the Industrial segment totaled $62.0 million for 1995, compared with sales of $54.7 million for 1994. The segment benefited from substantial increases in sales of shot-peening services throughout North America and Europe and in all sectors of its industrial markets during 1995. Sales of the segment increased 13% despite the absence of sales in the second half of the year from the Buffalo Extrusion Facility. Excluding results generated by the Buffalo facility from both years, sales of this segment for 1995 were 24% higher than those of 1994. Sales of commercial valve products also improved for 1995, as compared with 1994 sales, primarily due to an increase in shipments for foreign nuclear construction.

Operating income for the Industrial segment totaled $11.5 million for 1995, an improvement of 47% from operating income of $7.8 million for 1994. Improvements in the Industrial segment's operating income are largely reflective of higher sales of shot-peening and heat-treating services to automotive and other customers. Despite higher sales, operating income from commercial valve products for 1995 was lower than that of the prior year, due to cost overruns on foreign nuclear contracts and lower sales of commercial valve spare parts.

Corporate and Other Expenses

The Corporation recorded a significantly higher level of costs associated with its environmental obligations in 1996. Environmental expenditures in excess of amounts previously reserved, inclusive of remediation efforts and administrative costs, totaled $2.4 million in 1996, compared with $.8 million in both 1995 and 1994. The increase in expenditures relates primarily to legal services provided for the defense or pursuit of environmental and related claims. The Corporation also incurred higher expenses related to its strategic endeavors when comparing 1996 with the prior year.

Offsetting general and administrative expenses for the Corporation is non-cash pension income which results from the amortization into income of the excess of the retirement plan's assets over the estimated obligations under the plan. Pension income amounted to $3.9 million in 1996, as compared with $3.0 million in 1995 and $4.0 million recognized in 1994. The amount recorded reflects the extent to which this income exceeds the net cost of providing benefits in the same year, as detailed in Note 13 to consolidated financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Other Revenue and Costs

The Corporation recorded other non-operating net revenue for 1996 aggregating $5.3 million, compared with $7.4 million for 1995. The decline in other revenue largely reflects reduced overall investment income as a result of lower levels of available cash and short-term investments due to the Accessory Services acquisition. Investment income totaled $3.0 million for 1996, a 28% decline from investment income of $4.1 million recorded in 1995. The Corporation also recorded losses on write-offs of fixed assets in 1996, compared with non-recurring gains from sales of machinery and equipment recorded in the prior year, adding to the decline in other revenue when comparing 1996 with 1995. Non-operating net revenue for 1995 had increased 41% over the $5.3 million recorded in 1994 attributable, in part, to the aforementioned net gains on sales of real estate and equipment, as compared with net losses of $.9 million recorded in 1994. Revenue generated by the Corporation's short-term investments increased by $1.1 million, or 36% for 1995, when compared to 1994.

CHANGES IN FINANCIAL CONDITION

Liquidity and Capital Resources

The Corporation's working capital was $115.4 million at December 31, 1996, a 4% decrease from working capital at December 31, 1995 of $120.6 million. The ratio of current assets to current liabilities was 3.7 to 1 at December 31, 1996, compared with a current ratio of 4.6 to 1 at December 31, 1995. The decline in working capital and its associated ratio primarily reflect the fixed assets purchased and goodwill recorded as a result of the Accessory Services acquisition, as discussed in Note 2 to consolidated financial statements. The Corporation's balance of cash and short-term investments totaled $62.0 million at December 31, a decline of $16.8 million from balances at the prior year-end, again, primarily reflecting the acquisition cost of the Accessory Services business.

Inventories and net billed receivables at December 31, 1996 have increased substantially compared with their levels at December 31, 1995, primarily reflecting an $8.3 million increase in inventory due to the acquisition of Accessory Services. Current inventory levels also reflect an increase associated with aerospace development contracts, inventory needed to support the ramp-up of production on the new actuation production programs for Boeing, as well as inventory to support the growth in overhaul services.

The Corporation continues to maintain its $22.5 million revolving credit lending facility and its $22.5 million short-term credit agreement, which provide additional sources of capital to the Corporation. The revolving credit agreement, of which $7.8 million remains unused at December 31, encompasses various letters of credit issued primarily in connection with outstanding industrial revenue bonds. The maximum available credit unused at December 31, 1996, was $30.3 million. There were no cash borrowings made on the credit agreements during 1996 or 1995.

Capital expenditures were $14.2 million in 1996, more than double those of 1995 and $9.5 million more than capital expenditures in 1994. Actual expenditures related primarily to the building expansion of our Shelby, North Carolina facility, which was necessary to meet the demands of the new Boeing contracts and the growth experienced in overhaul services. Aerospace-related expenditures accounted for $9.8 million, or approximately 69%, of the total spent in 1996. The Corporation also increased its fixed asset base through the acquisition of Accessory Services in 1996. A projected increase in expenditures for 1997 primarily represents expected machinery and equipment purchases within the Aerospace & Marine segment, including the expansion of metal treating operations in Europe. At December 31, 1996, the Corporation had committed approximately $3.9 million for future expenditures, primarily for machinery and equipment to be used in its operating segments.

Cash generated from operations is considered to be adequate to meet the Corporation's overall cash requirements for the coming year, including normal dividends, planned capital expenditures, expenditures for environmental programs and other working capital requirements.

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

REPORT OF THE CORPORATION

The consolidated financial statements appearing on pages 21 through 34 of this Annual Report have been prepared by the Corporation in conformity with generally accepted accounting principles. The financial statements necessarily include some amounts that are based on the best estimates and judgments of the Corporation. Other financial information in the Annual Report is consistent with that in the financial statements.

The Corporation maintains accounting systems, procedures and internal accounting controls designed to provide reasonable assurance that assets are safeguarded and that transactions are executed in accordance with the appropriate corporate authorization and are properly recorded. The accounting systems and internal accounting controls are augmented by written policies and procedures; organizational structure providing for a division of responsibilities; selection and training of qualified personnel and an internal audit program. The design, monitoring, and revision of internal accounting control systems involve, among other things, management's judgment with respect to the relative cost and expected benefits of specific control measures.

Price Waterhouse LLP, independent certified public accountants, have examined the Corporation's consolidated financial statements as stated in their report. Their examination included a study and evaluation of the Corporation's accounting systems, procedures and internal controls, and tests and other auditing procedures, all of a scope deemed necessary by them to support their opinion as to the fairness of the financial statements.

The Audit Committee of the Board of Directors, composed entirely of Directors from outside the Corporation, among other things, makes recommendations to the Board as to the nomination of independent auditors for appointment by stockholders and considers the scope of the independent auditors' examination, the audit results and the adequacy of internal accounting controls of the Corporation. The independent auditors have direct access to the Audit Committee, and they meet with the Committee from time to time with and without management present, to discuss accounting, auditing, internal control and financial reporting matters.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of Curtiss-Wright Corporation

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings, cash flows and stockholders' equity present fairly, in all material respects, the financial position of Curtiss-Wright Corporation and its subsidiaries at December 31, 1996 and 1995, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1996, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

/s/ Price Waterhouse LLP

Morristown, New Jersey
January 30, 1997

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(In thousands except per share data) For the years ended December 31,	1996	1995(1)	1994(1)
Net sales	$ 170,536	$154,446	$ 155,001
Cost of sales	117,067	104,178	105,128
Gross margin	53,469	50,268	49,873
Research and development costs	997	1,180	1,196
Selling expenses	6,337	6,092	5,368
General and administrative expenses	24,556	21,548	18,666
Environmental remediation and administrative expenses	2,397	835	753
Operating income	19,182	20,613	23,890
Investment income, net	2,968	4,147	3,040
Rental income, net	2,816	2,862	2,811
Other income (expense), net	(450)	419	(583)
Interest expense	387	549	401
Earnings before income taxes and cumulative effect of change in accounting principle	24,129	27,492	28,757
Provision for income taxes	8,020	9,323	9,210
Earnings before cumulative effect of change in accounting principle	16,109	18,169	19,547
Cumulative effect of change in accounting principle (net of applicable taxes)			(244)
Net earnings	$ 16,109	$ 18,169	$ 19,303
Net Earnings per Common Share:			
Earnings before cumulative effect of change in accounting principle	$ 3.17	$ 3.59	$ 3.86
Cumulative effect of change in accounting principle (net of applicable taxes)			(.05)
Net earnings	$ 3.17	$ 3.59	$ 3.81

See notes to consolidated financial statements

(1) Prior year information has been restated to conform to current presentation.

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands) December 31,	1996	1995
Assets:		
Current assets:		
Cash and cash equivalents	$ 6,317	$ 8,865
Short-term investments	55,674	69,898
Receivables, net	37,708	36,277
Deferred tax assets	8,769	7,149
Inventories	46,987	29,111
Other current assets	2,378	2,325
Total current assets	157,833	153,625
Property, plant and equipment, at cost:		
Land	4,613	4,504
Buildings and improvements	84,762	79,352
Machinery, equipment and other	120,855	114,195
	210,230	198,051
Less, accumulated depreciation	146,268	141,782
Property, plant and equipment, net	63,962	56,269
Prepaid pension costs	35,016	31,128
Other assets	10,353	5,179
Total assets	$ 267,164	$ 246,201
Liabilities:		
Current liabilities:		
Accounts payable	$ 13,144	$ 6,286
Accrued expenses	12,062	10,958
Income taxes payable	3,189	2,000
Other current liabilities	14,021	13,810
Total current liabilities	42,416	33,054
Long-term debt	10,347	10,347
Deferred income taxes	8,686	7,447
Accrued postretirement benefit costs	10,302	10,488
Other liabilities	12,050	12,686
Total liabilities	83,801	74,022
Contingencies and Commitments (Notes 9 and 14)		
Stockholders' Equity:		
Preferred stock, $1 par value, 650,000 authorized, none issued		
Common stock, $1 par value, 12,500,000 authorized, 10,000,000 shares issued (outstanding shares 5,081,103 for 1996 and 5,077,823 for 1995)	10,000	10,000
Capital surplus	57,127	57,141
Retained earnings	299,740	288,710
Unearned portion of restricted stock	(608)	(780)
Equity adjustments from foreign currency translation	(1,506)	(1,330)
	364,753	353,741
Less, treasury stock at cost (4,918,897 shares for 1996 and 4,922,177 shares for 1995)	181,390	181,562
Total stockholders' equity	183,363	172,179
Total liabilities and stockholders' equity	$ 267,164	$ 246,201

See notes to consolidated financial statements.

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) For the years ended December 31,	1996	1995	1994
Cash flows from operating activities:			
Net earnings	$ 16,109	$ 18,169	$ 19,303
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Cumulative effect of change in accounting principle			244
Depreciation and amortization	8,946	9,512	10,883
Net (gains) losses on sales and disposals of real estate and equipment	473	(219)	855
Net gains on short-term investments	(1,014)	(1,134)	(1,013)
Deferred taxes	(168)	2,056	901
Changes in operating assets and liabilities, net of business acquired:			
Proceeds from sales of trading securities	333,577	270,923	216,992
Purchases of trading securities	(323,172)	(271,833)	(231,145)
(Increase) decrease in receivables	5,500	(2,093)	(10,135)
Increase in inventories	(12,057)	(6,533)	(2,400)
Increase (decrease) in progress payments	(2,622)	594	4,967
Increase in accounts payable and accrued expenses	6,810	1,994	260
Increase (decrease) in income taxes payable	1,189	(105)	2,360
Increase in other assets	(4,705)	(2,380)	(2,922)
Increase (decrease) in other liabilities	4,222	(393)	(5,562)
Litigation settlement			(8,880)
Other, net	143	(1,130)	(2,321)
Total adjustments	17,122	(741)	(26,916)
Net cash provided by (used for) operating activities	33,231	17,428	(7,613)
Cash flows from investing activities:			
Proceeds from sales and disposals of real estate and equipment	96	3,290	1,326
Additions to property, plant and equipment	(14,156)	(6,985)	(4,609)
Acquisition of Accessory Services business	(16,640)		
Net cash used for investing activities	(30,700)	(3,695)	(3,283)
Cash flows from financing activities:			
Principal payments on long-term debt		(4,054)	(149)
Dividends paid	(5,079)	(5,059)	(5,059)
Net cash used for financing activities	(5,079)	(9,113)	(5,208)
Net increase (decrease) in cash and cash equivalents	(2,548)	4,620	(16,104)
Cash and cash equivalents at beginning of year	8,865	4,245	20,349
Cash and cash equivalents at end of year	$ 6,317	$ 8,865	$ 4,245

See notes to consolidated financial statements.

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands)	Common Stock	Capital Surplus	Retained Earnings	Unearned Portion of Restricted Stock Awards	Equity Adjustments from Foreign Currency Translation	Treasury Stock
December 31, 1993	$ 10,000	$ 57,172	$ 261,356	$ (87)	$(1,862)	$ 182,348
Net earnings			19,303			
Common dividends			(5,059)			
Amortization of earned portion of restricted stock		(33)		87		
Translation adjustments, net					240	
December 31, 1994	10,000	57,139	275,600	--	(1,622)	182,348
Net earnings			18,169			
Common dividends			(5,059)			
Exchange of common shares for the exercise of stock options						71
Stock options exercised		(31)				(110)
Stock awards issued		33		(780)		(747)
Translation adjustments, net					292	
December 31, 1995	10,000	57,141	288,710	(780)	(1,330)	181,562
Net earnings			16,109			
Common dividends			(5,079)			
Stock awards issued		10		(93)		(83)
Stock options exercised		(24)				(89)
Amortization of earned portion of restricted stock awards				265		
Translation adjustments, net					(176)	
December 31, 1996	$ 10,000	$ 57,127	$ 299,740	$(608)	$(1,506)	$ 181,390

See notes to consolidated financial statements.

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Curtiss-Wright Corporation is a diversified multi-national manufacturing and service concern which designs, manufactures and overhauls precision components and systems and provides highly engineered services to aerospace, automotive, shipbuilding, oil, petrochemical, agricultural equipment, power generation, metal working and fire and rescue industries.

A. Principles of Consolidation

The financial statements of the Corporation have been prepared in conformity with generally accepted accounting principles and such preparation has required the use of management's estimates in presenting the consolidated accounts of Curtiss-Wright Corporation and all majority owned subsidiaries (the Corporation), after elimination of all significant inter-company transactions and accounts.

B. Cash Equivalents

Cash equivalents consist of money market funds and commercial paper that are readily convertible into cash, all with original maturity dates of three months or less.

C. Progress Payments

Progress payments received under U.S. Government prime contracts and subcontracts have been deducted from receivables and inventories as disclosed in the appropriate following notes.

With respect to such contracts, the Government has a lien on all materials and work-in-process to the extent of progress payments.

D. Revenue Recognition

The Corporation records sales and related profits for the majority of its operations as units are shipped, services are rendered, or as engineering milestones are achieved. Sales and estimated profits under long-term military valve contracts are recognized under the percentage-of-completion method of accounting. Profits are recorded pro rata, based upon current estimates of direct and indirect manufacturing and engineering costs to complete such contracts.

Losses on contracts are provided for in the period in which the loss becomes determinable. Revisions in profit estimates are reflected on a cumulative basis in the period in which the basis for such revisions become known.

In accordance with industry practice, inventoried costs contain amounts relating to contracts and programs with long production cycles, a portion of which will not be realized within one year.

E. Property, Plant and Equipment

Property, plant and equipment are carried at cost. Major renewals and betterments are capitalized, while maintenance and repairs that do not improve or extend the life of the assets are expensed in the period they occur.

Depreciation is computed using the straight-line method based upon the estimated useful lives of the respective assets.

F. Intangible Assets

Intangible assets consist primarily of the excess purchase price of the acquisition over the fair value of net tangible assets acquired. The Corporation amortizes such costs on a straight-line basis over the estimated period benefited but not exceeding 30 years.

G. Financial Instruments

The financial instruments with which the Corporation is involved are primarily of a traditional nature. The Corporation's short-term investments are comprised of equity and debt securities, all classified as trading securities, which are carried at their fair value based upon the quoted market prices of those investments at December 31, 1996 and 1995. Accordingly, net realized and unrealized gains and losses on trading securities are included in net earnings. The Corporation also, where circumstances warrant, participates in derivative financial instruments, as defined under Statement of Financial Accounting Standards No. 119, "Disclosures about Derivative Financial Instruments and Fair Value of Financial Instruments," consisting of forward currency exchange contracts and commitments to purchase stock. Derivative financial instruments are included as short-term investments in the Corporation's balance sheets and are carried at their fair market value, information on which appears in Note 3.

H. Environmental Costs

The Corporation establishes a reserve for a potential environmental responsibility when it concludes that a determination of legal liability is probable, based upon the advice of counsel. Such amounts, if quantified, reflect the Corporation's estimate of the amount of that liability. If only a range of potential liability can be estimated, a reserve will be established at the low end of that range. Such reserves represent today's values of anticipated remediation not recognizing any recovery from insurance carriers, or third-party legal actions, and are not discounted.

I. Earnings per Share

Earnings per share are computed by dividing the applicable amount of earnings by the weighted average number of common shares outstanding during each year (5,079,000 shares for 1996, 5,062,000 shares for 1995 and 5,061,000 shares for 1994). The Corporation has outstanding stock options for each of the three years presented, as reported in Note 10. The assumed exercise of these stock options had an immaterial dilutive effect on earnings per share for each year presented.

J. Accounting for Stock-Based Compensation

The Corporation has elected to continue following Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25), in accounting for its employee stock options, rather than adopt the alternative method of accounting provided under Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" (SFAS No. 123). Under APB 25, the Corporation does not recognize compensation expense on stock options granted to employees because the exercise price of the options is equal to the market price of the underlying stock on the date of the grant. Further information concerning options granted under the Corporation's Long-Term Incentive Plan and a prior Stock Option Plan is provided in Note 10.

2. Acquisition

On May 20, 1996, the Corporation completed the purchase of the Miami, Florida based Accessory Services unit of Aviall, Inc. ("Accessory Services").

The Corporation acquired the net assets of Accessory Services for $16.6 million in cash and has accounted for the acquisition as a purchase. The excess of purchase price over the estimated fair value of the net assets acquired amounted to approximately $4.0 million and is being amortized on a straight-line basis over 30 years. The results of operations of Accessory Services have been included in the consolidated financial statements of the Corporation from the date of acquisition.

The unaudited pro forma consolidated results of operations shown below have been prepared as if the acquisition had occurred at the beginning of 1996:

(In thousands, except per share data)	1996
Net sales	$178,816
Net earnings	16,437
Net earnings per common share	3.24

3. Short-Term Investments

The composition of short-term investments at December 31 is as follows:

(In thousands)	1996		1995	
	Cost	Fair Value	Cost Fair	Value
Money market preferred stock	$ 19,000	$ 19,000	$ 41,999	$ 41,999
Tax-exempt money market preferred stock	25,322	25,322	12,874	12,874
Common and preferred stocks	1,135	1,167	1,135	1,064
Utility common stocks purchased	22,678	22,539	22,694	22,452
Utility common stocks sold short	(12,250)	(12,354)	(11,599)	(11,985)
Treasury bills			3,494	3,494
Total short-term investments	$ 55,885	$ 55,674	$ 70,597	$ 69,898

Investment income for the years ended December 31 consists of:

(In thousands)	1996	1995	1994
Net realized gains on the sale of trading securities	$ 527	$ 1,282	$ 1,563
Interest and dividend income, net	1,954	3,014	2,027

Net unrealized holding gains (losses)	487	(149)	(550)
Investment income, net	$2,968	$ 4,147	$ 3,040

The Corporation had no forward currency exchange contracts outstanding at December 31, 1996 and one contract outstanding at December 31, 1995 which expired in August 1996. The forward currency exchange contract was used to hedge the Corporation's exposure to foreign currency fluctuations on short-term Canadian securities. The carrying values of the asset and related forward contract were $3,377,000 and $3,613,000, respectively, at December 31, 1995.

4. Receivables

Receivables include amounts billed to customers and unbilled charges on long-term contracts consisting of amounts recognized as sales but not billed. Substantially all amounts of unbilled receivables are expected to be billed and collected in the subsequent year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Credit risk is generally diversified due to the large number of entities comprising the Corporation's customer base and their geographic dispersion. The largest single customer represented 5% of the total outstanding billed receivables at December 31, 1996 and 4% of the total outstanding billed receivables at December 31, 1995. The Corporation performs ongoing credit evaluations of its customers and establishes appropriate allowances for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information.

The composition of receivables at December 31 is as follows:

(In thousands)	1996	1995
Billed Receivables:		
Trade and other receivables	$37,253	$32,236
Less: progress payments applied	5,701	4,339
Allowance for doubtful accounts	1,557	760
Net billed receivables	29,995	27,137
Unbilled Receivables:		
Recoverable costs and estimated earnings not billed	19,761	25,128
Less: progress payments applied	12,048	15,988
Net unbilled receivables	7,713	9,140
Total receivables, net	$37,708	$36,277

5. Inventories

Inventories are valued at the lower of cost (principally average cost) or market. The composition of inventories at December 31 is as follows:

(In thousands)	1996	1995
Raw material	$ 4,653	$ 3,757
Work-in-process	25,128	14,489
Finished goods/component parts	15,817	4,353
Inventoried costs related to U.S. Government and other long-term contracts	6,307	11,474
Gross inventories	51,905	34,073
Less: progress payments applied, principally related to long-term contracts	4,918	4,962
Net inventories	$46,987	$29,111

6. Accrued Expenses and Other Current Liabilities

Accrued expenses at December 31 consist of the following:

(In thousands)	1996	1995
Accrued compensation	$ 4,866	$ 3,832
Accrued taxes other than income taxes	1,478	1,355
Accrued insurance	1,462	2,177
All other	4,256	3,594
Total accrued expenses	$12,062	$10,958

Other current liabilities at December 31 consist of the following:

(In thousands)	1996	1995
Current portion of environmental reserves	$ 5,553	$ 6,236
Anticipated losses on long-term contracts	3,078	905
Litigation reserves	3,101	3,101
All other	2,289	3,568
Total other current liabilities	$14,021	$13,810

7. Income Taxes

The Corporation had available at December 31, 1996, a capital loss carryforward of $3,252,000 that will expire on December 31, 1997. A valuation allowance was established to offset this deferred tax asset, based on management's assessment of the likely realization of future capital gain income.

The net change in the valuation allowance for deferred tax assets was an increase of $118,000 in 1996 as a result of an increase in the capital loss carryforward of $289,000 offset by unrealized gains on securities of $171,000. During 1995, the valuation allowance decreased by $4,366,000 due to the expiration of a capital loss carryforward of $3,058,000, realized net capital gains of $1,360,000 offset by $52,000 of net unrealized losses on securities.

Earnings before income taxes and the cumulative effect of a change in accounting principle for the years ended December 31 are:

(In thousands)	1996	1995	1994
Domestic	$15,195	$21,861	$24,009
Foreign	8,934	5,631	4,748
Total	$24,129	$27,492	$28,757

The provisions for taxes on earnings before the cumulative effect of a change in accounting principle for the years ended December 31 consist of:

(In thousands)	1996	1995	1994
Federal income taxes currently payable	$ 4,041	$ 3,715	$ 4,755
Foreign income taxes currently payable	3,388	1,963	1,991
State and local income taxes currently payable	995	1,311	668
Deferred income taxes	(233)	2,282	1,603
Federal income tax on net capital gains	184	698	594
Utilization of capital loss carryforwards	(184)	(698)	(594)
Valuation allowance	(171)	52	193
Provision for income tax	$ 8,020	$ 9,323	$ 9,210

The effective tax rate varies from the U.S. Federal statutory tax rate for the years ended December 31 principally due to the following:

	1996	1995	1994
U.S. Federal statutory tax rate	35.0%	35.0%	35.0%
Add (deduct):			
Utilization of capital loss carryforward	(.8)	(2.5)	(2.1)
Dividends received deduction and tax exempt dividends	(2.3)	(2.5)	(1.9)
State and local taxes	1.7	4.7	2.3
Valuation allowance	(.7)	.2	.7
All other	.3	(1.0)	(2.0)
Effective tax rate	33.2%	33.9%	32.0%

The components of the Corporation's deferred tax assets and liabilities at December 31 are as follows:

(In thousands)	1996	1995
Deferred tax assets:		
Environmental clean-up	$ 6,142	$ 6,453
Postretirement/employment benefits	3,737	3,801
Inventories	2,661	2,195
Legal matters	1,181	1,162
Net capital loss carryforwards	1,212	1,094
Other	3,941	3,370
Total deferred tax assets	18,874	18,075
Deferred tax liabilities:		
Pension	12,247	10,888
Depreciation	4,425	5,041
Other	907	1,350
Total deferred tax liabilities	17,579	17,279
Deferred tax asset valuation allowance	(1,212)	(1,094)
Net deferred tax liabilities/(assets)	$ (83)	$ 298

Deferred tax assets and liabilities are reflected on the Corporation's consolidated balance sheets at December 31 as follows:

(In thousands)	1996	1995
Current deferred tax assets	$(8,769)	$(7,149)
Non-current deferred tax liabilities	8,686	7,447
Net deferred tax liabilities/(assets)	$ (83)	$ 298

Income tax payments of $8,553,000 were made in 1996, $8,114,000 in 1995, and $7,586,000 in 1994.

8. Long-Term Debt

Long-term debt at December 31 consists of the following:

(In thousands)	1996	1995
Industrial Revenue Bonds due from 2001 to 2007 Weighted average interest rate is 3.70% and 3.94% per annum for 1996 and 1995, respectively	$10,347	$10,347
Total long-term debt	$10,347	$10,347

Aggregate maturities of long-term debt are as follows:

(In thousands)	
2001	$ 1,300

2002	4,047
2007	5,000

Interest payments of approximately $383,000, $684,000 and $294,000 were made in 1996, 1995 and 1994, respectively.

9. Credit Agreements

The Corporation has two credit agreements in effect aggregating $45,000,000 with a group of three banks. The Revolving Credit Agreement commits a maximum of $22,500,000 to the Corporation for cash borrowings and letters of credit. The unused credit available under this facility at December 31, 1996 was $7,753,000. The commitments made under the Revolving Credit Agreement expire October 29, 1999, but may be extended annually for successive one year periods with the consent of the bank group. The Corporation also has in effect a Short-Term Credit Agreement which allows for cash borrowings of $22,500,000, all of which was available at December 31, 1996. The Short-Term Credit Agreement expires October 25, 1997. At expiration, the Short-Term Credit Agreement may be extended, with the consent of the bank group, for an additional period not to exceed 300 days. No cash borrowings were outstanding at December 31, 1996 or December 31, 1995. The Corporation is required under these Agreements to maintain certain financial ratios, and meet certain net worth and indebtedness tests for which the Corporation is in compliance. Under the provisions of the Agreements, retained earnings of $34,052,000 were available for cash dividends and stock repurchases at December 31, 1996.

At December 31, 1996, substantially all of the industrial revenue bond issues are collateralized by real estate, machinery and equipment. Certain of these issues are supported by letters of credit which total approximately $9,300,000. The Corporation has various other letters of credit outside the Revolving Credit Agreement totaling approximately $608,000.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Stock Compensation Plans

Stock-Based Compensation:

Pro Forma information regarding net earnings and earnings per share is required by SFAS No. 123 and has been determined as if the Corporation had accounted for its 1996 and 1995 employee stock option grants under the fair value method of that Statement. Information with regards to the number of options granted, market price of the grants, vesting requirements and the maximum term of the options granted appears by plan type in the sections below. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions for 1995 and 1996, respectively: a risk-free interest rate of 5.8% and 6.6%; an expected volatility of 33.21% and 24.38%; an expected dividend yield of 2.1% and 2.0%; and a weighted average expected life of the option of 10 years for both periods.

For purposes of pro forma disclosures, no expense was recognized on the 1996 options due to the timing of the grant. The estimated fair value of the 1995 option grant is presented as amortized to expense over the options' vesting period beginning January 1, 1996. No compensation expense is recognized for 1995 due to the timing of the grant. The Corporation's pro forma information for the year ended December 31, 1996 is as follows:

(In thousands, except per share data)	1996
Net earnings:	
As reported	$ 16,109
Pro forma	$ 15,870
Net earnings per common share:	
As reported	$ 3.17
Pro forma	$ 3.12

Long-Term Incentive Plan:

Under a Long-Term Incentive Plan approved by stockholders in 1995, 500,000 shares of common stock were reserved in the aggregate for the grant of stock options, stock appreciation rights, limited stock appreciation rights, restricted stock awards, performance shares and/or performance units until May 5, 2005. The total number of shares available for a grant to key employees in each year will be one percent of the shares outstanding at the beginning of that year, although that number may be increased by the number of shares available but unused in prior years and by the number of shares covered by previously terminated or forfeited awards. No more than 25,000 shares of common stock subject to the plan may be awarded in any year to any one participant in the plan.

In December 1996, the Corporation awarded 734,654 performance units under this plan to certain key employees. The performance units are denominated in dollars and payable early in the year 2000, contingent upon continued employment and the satisfaction of company performance objectives keyed to profitable growth over a period of three years ending on December 31, 1999. The anticipated cost of such awards will be expensed over the three year period beginning January 1, 1997. However, the actual cost of the performance units may vary from total value of the awards depending upon the degree to which the key performance objectives are met. In addition, the Corporation granted non-qualified stock options to certain key employees to purchase 34,649 shares of common stock at a price of $50.38 per share, the market price on the date of the grant. In December 1995, the Corporation granted non-qualified stock options under this plan to certain key employees to purchase 32,365 shares of common stock at a price of $48.00 per share, the market price on the date of the grant. Stock options granted under this plan expire ten years after the date of the grant and are exercisable as follows: up to one-third of the grant after one full year, up to two-thirds of the grant after two full years and in full after three years from the date of grant. Also in 1995, the Corporation awarded 16,180 shares of restricted common stock under this plan to certain key employees at no cost to the employees. The shares have been valued at a price of $48.00 per share, the market price on the date of the award, and the cost of the issue is being amortized over their three-year restriction period.

Stock Option Plan:

The Corporation's 1985 Stock Option Plan, as amended on November 16, 1993, expired on February 13, 1995. Under this plan, 175,000 shares of common stock had been reserved in treasury for issuance to key employees. With the expiration of the plan, the remaining 79,975 shares of common stock are no longer reserved for issuance.

During 1994, the Corporation granted nonqualified stock options under this plan to certain key employees to purchase 51,625 shares of common stock at a price of $36.00 per share, the market price on the date of the grant. The options expire ten years after the date of the grant and are exercisable as follows: up to one-third of the grant after one full year, up to two-thirds of the grant after two full years and in full three years from the date of the grant. No options were granted in 1995 under this plan prior to its expiration.

The Corporation issued 2,027 and 2,346 shares of common stock from the exercise of stock options during 1996 and 1995, respectively. As of December 31, 1996, options to purchase 153,914 shares of common stock remain unexercised, with options to purchase 3,885 shares having been forfeited.

Stock Plan for Non-Employee Directors: Under a Stock Plan for Non-Employee Directors, approved by stockholders in 1996, 8,000 shares of common stock were reserved until April 12, 2006, for the grant of restricted stock awards and, at the option of the Directors, for payment of regular stipulated compensation and meeting fees in equivalent shares. In June 1996, pursuant to the plan 1,806 shares of restricted stock were issued to non-employee directors, at no cost to the directors. The shares have been valued at a price of $51.56 per share, the fair market price on the date of the award. The cost of the restricted stock awards is being amortized over their five year restriction period. At December 31, 1996, the Corporation had deferred an additional 238 shares, at an average market value of $46.40, for its non-employee directors pursuant to election by directors to receive such shares in lieu of payment for earned compensation under the plan.

11. Environmental Costs

The Corporation has other non-current liabilities consisting primarily of environmental obligations which totaled $9,798,000 at December 31, 1996 and $10,806,000 at December 31, 1995.

In 1996, remediation costs paid for the Corporation's Wood-Ridge, New Jersey, property totaled $2,453,000. This expense had previously been provided in 1990 as part of the $21,000,000 reserve established to remediate the property. The Corporation has received approval by the State of New Jersey Department of Environmental Protection to begin actual remediation of the groundwater and soil. The approved clean-up methods selected are in various stages of installation.

During 1996, the Corporation incurred expenses of $2,397,000 relating to the remediation, engineering and professional services for other environmental obligations and related litigation matters. In 1995 and 1994, the Corporation recognized costs of $835,000 and $753,000, respectively, for these purposes.

The Corporation is joined with many other corporations and municipalities as potentially responsible parties (PRPs) in a number of environmental clean-up sites, which include the Sharkey Landfill Superfund Site, Parsippany, N.J., Caldwell Trucking Company Superfund Site, Fairfield, N.J., and Pfohl Brothers Landfill Site, Cheektowaga, N.Y., identified to date as the most significant sites. Other environmental sites in which the Corporation is involved include but are not limited to Chemsol Inc. Superfund Site, Piscataway, N.J., and PJP Landfill, Jersey City, N.J. The environmental problems at the above sites are related to events which occurred decades ago.

The Corporation believes that the outcome of any of these matters would not have a materially adverse effect on the Corporation's results of operations or financial condition.

In 1992 the Corporation initiated a lawsuit against a number of its insurers, alleging that it is entitled to indemnification with respect to certain of the environmental liabilities referred to above. Since the liability of the insurers is contested, the possibility of any financial recovery from the lawsuit has been disregarded in the calculation of the environmental reserves referred to above.

12. Postretirement Benefits

The Corporation provides postretirement benefits, consisting only of health-care benefits, covering eligible retirees. However, the benefits are not vested and as such are subject to modification or termination in whole or in part. The Corporation does not prefund its postretirement health-care benefits and expects to continue to fund these benefits on a pay-as-you-go basis. The actual payments made to provide certain nonvested health-care benefits for specific groups of retired employees totaled $660,000, $696,000 and $491,000 in 1996, 1995 and 1994, respectively.

Net expenses for the retiree health-benefit plans for the years ended December 31 included the following components:

(In thousands)	1996	1995	1994
Service cost--benefits attributed to service during the period	$ 214	$ 180	$328
Interest cost on accumulated postretirement benefits	448	494	589
Net amortization and deferral	(187)	(292)	

Net periodic postretirement benefit cost	$ 475	$ 382	$917

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table sets forth the actuarial present value of benefits and the funded status at December 31 for the Corporation's domestic plans:

(In thousands)	1996	1995
Actuarial present value of benefits:		
Retired employees	$ 4,165	$ 4,575
Active employees--fully eligible	530	712
Other active employees	1,821	1,869
Accumulated postretirement benefits	6,516	7,156
Unrecognized net gain from past experience different from that assumed and from changes in assumptions	3,340	3,332
Unrecognized prior service costs	446	
Accrued postretirement benefit cost	$10,302	$10,488

The weighted average discount and health-care cost trend rates used in determining the accumulated postretirement benefits and periodic postretirement benefit cost are as follows:

	1996	1995
Weighted average discount rate	7.00%	7.00%
Assumed health care cost trend rates:		
Current	9.43%	9.83%
Ultimate	5.50%	5.50%
Years to ultimate	11	12

A 1% increase in health-care cost trends would result in an increase to the accumulated postretirement benefits as of December 31, 1996 of $696,000 and an increase in the net periodic postretirement benefit cost for the year then ended of $90,000.

Subsequent Event: Effective January 1, 1997, the Corporation has amended its postretirement health-care coverage to significantly reduce the cost of providing such benefits. Current retirees receiving health benefits have begun contributing toward their postretirement medical coverage and reimbursement levels have been reduced to 80%, from the 100% coverage level effective through December 31, 1996. The Corporation has also provided an alternative Medicare Risk HMO which provides a more comprehensive level of coverage at no cost to its retiree groups. The amended plan also eliminates all Corporation-subsidized postretirement benefits for non-union employees hired after December 31, 1996. These plan amendments are expected to reduce the Corporation's net periodic postretirement cost by approximately $388,000 for the fiscal year ending December 31, 1997.

13. Retirement Plans

The Corporation maintains a non-contributory defined benefit pension plan covering substantially all employees. The Curtiss-Wright Corporation Retirement Plan non-union formula is based on years of credited service and the five highest consecutive years' compensation during the last ten years of service and a "cash balance" benefit; union employees who have negotiated a benefit under this plan are entitled to a benefit based on years of service multiplied by a monthly pension rate(s). Accrued benefits as of August 31, 1994, for non-union employees are adjusted upward based upon salary growth to date of termination. Employees are eligible to participate in this plan after one year of service and are vested in the formula benefit after five years of service. Vesting in the "cash balance" portion occurs at 20% per year, reaching 100% vesting at five years of service.

The Corporation's funding policy is to provide contributions within the limits of deductibility under current tax regulations, thereby accumulating funds adequate to provide for all accrued benefits. At December 31, 1996, and December 31, 1995, the retirement plan was overfunded (i.e., plan assets exceed accumulated benefit obligations).

The Corporation had pension credits in 1996, 1995 and 1994 of $3,888,000, $3,036,000 and $4,016,000, respectively, for domestic plans and had foreign pension costs in 1996, 1995 and 1994 under defined contribution retirement plans of $249,000, $208,000 and $188,000, respectively. The funded status of the Corporation's domestic plans at December 31 are set forth in the following table:

(In thousands)	1996	1995
Actuarial present value of benefit obligations:		
Vested	$ 103,581	$ 110,851
Nonvested	2,527	2,832
Accumulated benefit obligation	106,108	113,683
Impact of future salary increases	4,411	3,271
Projected benefit obligation	110,519	116,954
Plan assets at fair value	192,599	183,497
Plan assets in excess of projected benefit obligation	82,080	66,543
Unrecognized net gain	(38,534)	(25,763)
Unrecognized prior service cost	365	400
Unrecognized net transition asset	(8,895)	(10,052)
Prepaid pension cost	$ 35,016	$ 31,128

At December 31, 1996, approximately 34% of the plans' assets are invested in debt securities, including a small portion in U.S. Government issues. Approximately 66% of plan assets are invested in equity securities.

Included in earnings is net pension income for 1996, 1995 and 1994, comprised of the following:

(In thousands)	1996	1995	1994
Service costs--benefits earned during the period	$ 3,287	$ 3,119	$ 2,623
Interest cost on projected benefit obligations	7,548	8,457	7,706
Actual return on plan assets	(16,749)	(32,358)	3,301
Net amortization and deferral	2,026	17,746	(17,646)
Net pension income	$ (3,888)	$ (3,036)	$ (4,016)

The major assumptions used in accounting for the Corporation's defined-benefit pension and retirement plans at December 31 are as follows:

	1996	1995
Discount rate	7.0%	7.0%
Rate of increase in future compensation levels	4.5%	4.5%
Expected long-term rate of return on plan assets	8.5%	8.5%

The net periodic pension credit is determined using the assumptions as of the beginning of the year. The funded status is determined using the assumptions as of the end of the year.

14. Leases

Buildings and Improvements Leased to Others. The Corporation leases certain of its buildings and related improvements to outside parties under noncancelable operating leases. Cost and accumulated depreciation of the leased buildings and improvements at December 31, 1996, were $53,686,000 and $44,690,000, respectively, and at December 31, 1995, were $51,501,000 and $43,674,000, respectively.

Facilities Leased from Others. The Corporation conducts a portion of its operations from leased facilities, which include manufacturing plants, administrative offices and warehouses. In addition, the Corporation leases automobiles and office equipment under operating leases. Rental expenses for all operating leases amounted to approximately $2,283,000 in 1996, $1,857,000 in 1995 and $1,840,000 in 1994.

At December 31, 1996, the approximate future minimum rental income and commitment under operating leases that have initial or remaining noncancelable lease terms in excess of one year are as follows:

(In thousands)

	Rental Income	Rental Commitment
1997	$ 5,066	$1,914
1998	5,176	1,947
1999	4,053	1,378
2000	3,486	609
2001	2,868	351
2002 and beyond	14,640	1,194
Total	$35,289	$7,393

15. Industry Segments

The principal products and services and major markets of the two industry segments are described on page 9.

Consolidated Industry Segment Information:

(In millions)	1996	1995	1994
Sales:			
Aerospace & Marine	$ 109.9	$ 92.4	$ 100.3
Industrial	60.6	62.0	54.7
Total sales	$ 170.5	$ 154.4	$ 155.0
Pre-tax Earnings from Operations:			
Aerospace & Marine	$ 12.5	$ 11.7	$ 18.7
Industrial	10.4	11.5	7.8

Total segments	22.9	23.2	26.5
Net pension income	3.9	3.0	4.0
Corporate expense	(7.6)	(5.6)	(6.6)
Total operating income	19.2	20.6	23.9
Investment income	3.0	4.1	3.0
Rental earnings, net	2.8	2.9	2.8
Other income (expense), net	(.5)	.4	(.5)
Interest expense	(.4)	(.5)	(.4)
Total pre-tax earnings	$ 24.1	$ 27.5	$ 28.8

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In millions)	1996	1995	1994
Identifiable Assets:			
Aerospace & Marine	$102.6	$ 74.6	$ 71.9
Industrial	65.2	56.7	42.6
Total segments	167.8	131.3	114.5
Cash and short-term investments	62.0	78.8	76.4
Other general and corporate	37.4	36.1	47.8
Total assets at December 31	$267.2	$246.2	$238.7
Capital Expenditures:			
Aerospace & Marine	$ 9.8	$ 5.7	$ 2.7
Industrial	2.3	.7	.9
Total segments	12.1	6.4	3.6
General and corporate	2.1	.6	1.0
Total capital expenditures	$ 14.2	$ 7.0	$ 4.6

(In millions)	1996	1995	1994
Depreciation:			
Aerospace & Marine	$ 5.4	$ 5.4	$ 6.6
Industrial	2.4	3.1	3.3
Total segments	7.8	8.5	9.9
General and corporate	1.0	1.0	1.0
Total depreciation	$ 8.8	$ 9.5	$ 10.9

Aerospace & Marine sales had no single customer that accounted for 10% or more of total sales in 1996 and 1995. However, the segment had one customer that accounted for 10% of sales in 1994. The Industrial segment did not include any customers exceeding 10% of total revenue.

Revenues from major product lines consist of:

	1996%	1995%	1994
Actuation and control systems and components	21%	26%	30%
Metal treating services	46	46	40
Overhaul services	16	7	5
Valves	16	18	19
All others	1	3	6
	100%	100%	100%

Direct sales to the U.S. Government and sales for U.S. and Foreign government end use accounted for 23%, 25% and 31% of total sales in 1996, 1995 and 1994, respectively, and were included in all segments as follows:

(In thousands)	1996	1995	1994
Aerospace & Marine	$37,400	$38,000	$44,000
Industrial	2,500	900	3,700
Total military sales	$39,900	$38,900	$47,700

Geographic revenues and earnings are as follows:

(In thousands)	1996	1995	1994
Sales:			
United States	$135,422	$127,304	$132,952

Europe	29,865	23,096	18,486
Canada	5,249	4,046	3,563
Total	$170,536	$154,446	$155,001
Pre-Tax Earnings:			
United States	$15,195	$21,861	$24,009
Europe	8,076	4,624	4,273
Canada	858	1,007	475
Total	$24,129	$27,492	$28,757

Geographic assets outside the United States were less than 10% of total assets in each period reported.

Export sales were less than 10% of total sales in each period reported.

Intersegment sales, the amount of which are insignificant, are accounted for on substantially the same basis as sales to unaffiliated customers and have been eliminated.

Identifiable assets by segments are those assets that are used in the Corporation's operations included in that segment.

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

QUARTERLY RESULTS OF OPERATIONS AND STOCK
INFORMATION (UNAUDITED)

(In thousands except per share amounts)	First	Second	Third	Fourth
1996 Quarters:				
Sales	$36,316	$43,243	$44,881	$46,096
Gross profit	12,243	14,154	14,381	12,691
Net earnings	3,315	5,202	4,444	3,148
Earnings per share:				
Net earnings per common share	.65	1.02	.87	.62
Dividends per common share	.25	.25	.25	.25
1995 Quarters:				
Sales	$37,543	$36,916	$35,929	$44,058
Gross profit	12,115	11,649	11,998	14,506
Net earnings	4,012	4,225	4,966	4,966
Earnings per share:				
Net earnings per common share	.79	.83	.98	.98
Dividends per common share	.25	.25	.25	.25

CONSOLIDATED SELECTED FINANCIAL DATA

(In thousands except per share data)	1996	1995	1994	1993	1992
Sales	$170,536	$154,446	$155,001	$ 158,864	$179,737
Earnings (loss) before changes in accounting principles	16,109	18,169	19,547	(2,952)(1)	21,687
Net earnings (loss)	16,109	18,169	19,303	(5,623)(2)	21,687
Total assets	267,164	246,201	238,694	236,947	238,898
Long-term debt	10,347	10,347	9,047	14,426	16,266
Per common share:					
Earnings (loss) before changes in accounting principles	3.17	3.59	3.86	(.58)	4.29
Net earnings (loss)	3.17	3.59	3.81	(1.11)	4.29
Cash dividends	1.00	1.00	1.00	1.00	1.00

See notes to consolidated financial statements for additional financial information.

(1) Includes after-tax charges for: a litigation settlement of $8,600,000, environmental remediation costs of $2,462,000, restructuring charges of $2,357,000 and a deferred tax asset valuation allowance under SFAS No. 109 of $3,586,000.

(2) Includes an after-tax charge of $6,435,000 from the cumulative effect of a change in accounting principles for the adoption of SFAS No. 106 "Employers' Accounting for Postretirement Benefits" and an after-tax benefit of $3,764,000 from the adoption of SFAS No. 109 "Accounting for Income Taxes."

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

CORPORATE INFORMATION

Corporate Headquarters
1200 Wall Street West
Lyndhurst, New Jersey 07071
Tel. (201) 896-8400
Fax (201) 438-5680

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Annual Meeting

The 1997 Annual Meeting of Shareholders will be held on April 11, 1997 at 2:00 p.m. at the Novotel Meadowlands Hotel, One Polito Avenue, Lyndhurst, New Jersey 07071.

Stock Exchange Listing

The Corporation's common stock is listed and traded on the New York Stock Exchange. The stock transfer symbol is CW.

Common Stockholders

As of December 31, 1996, the approximate number of holders of record of common stock, par value $1.00 per share, of the Corporation was 4,500.

Stock Transfer Agent and Registrar

For services such as changes of address, replacement of lost certificates or dividend checks, and changes in registered ownership, or for inquiries as to account status, write to ChaseMellon Shareholder Services, L.L.C. at the following addresses:

Shareholder inquiries/address changes/consolidations: P.O. Box 590, Ridgefield Park, NJ 07660

Direct Stock Purchase Plan

A plan administered by the Chase Manhattan Bank is available to purchase or sell shares of Curtiss-Wright which provides a low-cost alternative to the traditional methods of buying, holding and selling stock. The plan also provides for the automatic reinvestment of Curtiss-Wright dividends. For more information contact our transfer agent, ChaseMellon Shareholder Services, L.L.C. toll free at (888) 266-6793. Lost certificates/certificate replacement

Estoppel Department, P.O. Box 467,
Washington Bridge Station, New York, NY 10033

Certificate transfers

Stock Transfer Department, P.O. Box 469,
Washington Bridge Station, New York, NY 10033

Please include your name, address, and telephone number with all correspondence. Telephone inquiries may be made to (800) 416-3743. Internet inquiries should be addressed to http://www.cmssonline.com

Investor Information

Investors, stockbrokers, security analysts, and others seeking information about Curtiss-Wright Corporation, should contact Robert A. Bosi, Vice President-Finance, or Gary J. Benschip, Treasurer, at the Corporate Headquarters, telephone (201) 896-1751.

Financial Reports

This Annual Report includes most of the periodic financial information required to be on file with the Securities and Exchange Commission. The company also files an Annual Report on Form 10-K, a copy of which may be obtained free of charge. These reports, as well as additional financial documents such as quarterly shareholder reports, proxy statements, and quarterly reports on Form 10-Q, may be received by written request to Gary J. Benschip, Treasurer, at the Corporate Headquarters.

Common Stock Price Range

	1996		1995	
	High	Low	High	Low
First Quarter	$55.250	$50.250	$38.250	$35.125
Second Quarter	54.000	50.875	45.250	36.875
Third Quarter	54.625	50.750	45.500	43.500
Fourth Quarter	55.000	49.625	53.750	43.625

Dividends

	1996	1995
First Quarter	$.25	$.25
Second Quarter	.25	.25
Third Quarter	.25	.25
Fourth Quarter	.25	.25

CURTISS-WRIGHT CORPORATION AND SUBSIDIARIES

CORPORATE DIRECTORY

DIRECTORS

Thomas R. Berner
Partner

Law firm of Berner & Berner, P.C.

Admiral James B. Busey IV
Admiral, U.S. Navy (Ret.)
Former President and Chief Executive Officer
AFCEA International

David Lasky
Chairman and President

William B. Mitchell
Former Vice Chairman
Texas Instruments Inc.

John R. Myers
Management Consultant

Former Chairman of the Board
Garrett Aviation Services

Dr. William W. Sihler
Ronald E. Trzcinski Professor of
Business Administration,
Darden Graduate School of Business
Administration, University of Virginia

J. McLain Stewart
Director
McKinsey & Co.
Management Consultants

OFFICERS

David Lasky
Chairman and President

Robert E. Mutch
Executive Vice President

Gerald Nachman
Executive Vice President

George J. Yohrling
Vice President

Martin R. Benante
Vice President

Robert A. Bosi
Vice President-Finance

Dana M. Taylor
General Counsel and Secretary

Kenneth P. Slezak
Controller

Gary J. Benschip
Treasurer

Curtiss-Wright Flight Systems, Inc.
Robert E. Mutch
President
300 Fairfield Road
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Curtiss-Wright Flight Systems/
Europe A/S
Steve Collins
General Manager
Karup Air Base

Karup, Denmark

Metal Improvement Company, Inc.
Gerald Nachman
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Curtiss-Wright Flow Control
Corporation (Formerly Target
Rock Corporation)
Martin R. Benante
President and General Manager
1966E Broadhollow Road
East Farmingdale, New York
11735-1768

Directors (left to right):
William B. Mitchell, Thomas R. Berner, J. McLain Stewart (seated), Dr. William W. Sihler, David Lasky (seated), John R. Myers, Admiral James B. Busey IV

[Photo of Directors]

Waters Design Associates, Inc. New York City

[Logo]

Curtiss-Wright Corporation
1200 Wall Street West
Lyndhurst, New Jersey 07071

CW

Listed
NYSE

This annual report was printed on recycled [Logo] paper.

Exhibit (21)

Subsidiaries of Registrant

The information below is provided, as of March 14, 1997, with respect to the subsidiaries of Registrant. The names of certain inactive subsidiaries and other consolidated subsidiaries of Registrant have been omitted because all such subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

Name	Organized Under the Laws of	Percentage of Voting Securities Owned by Immediate Parent
Curtiss-Wright Flight Systems, Inc.	Delaware	100
Metal Improvement Company, Inc.	Delaware	100
Curtiss-Wright Flow Control Corporation	New York	100
Curtiss-Wright Flight Systems Europe A/S	Denmark	80

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 and S-3 (No. 33-95562329) and in the Registration Statements on Forms S-8 (Nos. 33-95602114 and 33-96583181) of Curtiss-Wright Corporation of our report dated January 30, 1997 appearing on page 20 of the 1996 Curtiss-Wright Corporation Annual Report which is incorporated in this Annual Report on Form 10-K. We also consent to the incorporation by reference of our report on the Financial Statement Schedule, which appears in this Form 10-K.

/s/ Price Waterhouse LLP

PRICE WATERHOUSE LLP
Morristown, New Jersey
March 14, 1997

ARTICLE5

MULTIPLIER1,000	
PERIOD TYPE	YEAR
FISCAL YEAR END	DEC 31 1996
PERIOD END	DEC 31 1996
CASH	6,317
SECURITIES	55,674
RECEIVABLES	39,265
ALLOWANCES	1,557
INVENTORY	46,987
CURRENT ASSETS	157,833
PP&E	210,230
DEPRECIATION	146,268
TOTAL ASSETS	267,164
CURRENT LIABILITIES	42,416
BONDS	10,347
PREFERRED MANDATORY	0
PREFERRED	0
COMMON	10,000
OTHER SE	173,363
TOTAL LIABILITY AND EQUITY	276,164
SALES	170,536
TOTAL REVENUES	176,320
CGS	117,067
TOTAL COSTS	148,957
OTHER EXPENSES	2,847
LOSS PROVISION	506
INTEREST EXPENSE	387
INCOME PRETAX	24,129
INCOME TAX	8,020
INCOME CONTINUING	16,109
DISCONTINUED	0
EXTRAORDINARY	0
CHANGES	0
NET INCOME	16,109
EPS PRIMARY	3.17
EPS DILUTED	0

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