

DUCOMMUN INC /DE/
Form 10-K
March 04, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2012

OR

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

For the transition period from _____ to _____

Commission File Number 1-8174

DUCOMMUN INCORPORATED

(Exact name of registrant as specified in its charter)

| | |
|--|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 95-0693330 (I.R.S. Employer Identification No.) |
| 23301 Wilmington Avenue, Carson, California (Address of principal executive offices) | 90745-6209 (Zip code) |
| Registrant's telephone number, including area code: (310) 513-7200 | |

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

| | |
|--|--|
| Title of each class Common Stock, \$.01 par value per share | Name of each exchange on which registered New York Stock Exchange |
| Securities registered pursuant to Section 12(g) of the Act: | |

None

(Title of class)

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

| | |
|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price of which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter ended June 30, 2012 was approximately \$119 million.

The number of shares of common stock outstanding on January 31, 2013 was 10,594,765.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference:

(a) Proxy Statement for the 2013 Annual Meeting of Shareholders (the 2013 Proxy Statement), incorporated partially in Part III hereof.

Table of Contents

Table of Contents

DUCOMMUN INCORPORATED

| | Page |
|---|------|
| <u>PART I</u> | |
| Item 1. <u>Business</u> | 6 |
| Item 1A. <u>Risk Factors</u> | 14 |
| Item 1B. <u>Unresolved Staff Comments</u> | 28 |
| Item 2. <u>Properties</u> | 29 |
| Item 3. <u>Legal Proceedings</u> | 29 |
| Item 4. <u>Mine Safety Disclosures</u> | 29 |
| <u>PART II</u> | |
| Item 5. <u>Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 30 |
| Item 6. <u>Selected Financial Data</u> | 32 |
| Item 7. <u>Management's Discussion and Analyst of Financial Condition and Results of Operations</u> | 33 |
| Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | 54 |
| Item 8. <u>Financial Statements and Supplementary Data</u> | 54 |
| Item 9. <u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosures</u> | 54 |
| Item 9A. <u>Controls and Procedures</u> | 54 |
| Item 9B. <u>Other Information</u> | 55 |
| <u>PART III</u> | |
| Item 10. <u>Directors, Executive Officers and Corporate Governance</u> | 56 |
| Item 11. <u>Executive Compensation</u> | 56 |
| Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u> | 56 |
| Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u> | 57 |

Table of Contents

| | |
|--|----|
| Item 14. <u>Principal Accountant Fees and Services</u> | 57 |
| <u>PART IV</u> | |
| Item 15. <u>Exhibits and Financial Statement Schedules</u> | 58 |
| <u>Signature</u> | 99 |

Table of Contents

FORWARD-LOOKING STATEMENTS AND RISK FACTORS

This Annual Report on Form 10-K (Form 10-K) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be preceded by, followed by or include the words believes, expects, anticipates, intends, plans, estimates or similar expressions. The statements are based on the beliefs and assumptions of our management. Generally, forward-looking statements include information concerning our possible or assumed future actions, events or results of operations. Forward-looking statements specifically include, without limitation, the information in this Form 10-K regarding: future sales, earnings, cash flow, uses of cash and other measures of financial performance, projections or expectations for future operations, our plans with respect to completed acquisitions, future acquisitions and dispositions and expected business opportunities that may be available to us.

Although we believe that the expectations reflected in the forward-looking statements are based on reasonable assumptions, these forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. We cannot guarantee future results, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. All written and oral forward-looking statements made in connection with this Form 10-K that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by Risk Factors and other cautionary statements included herein. We are under no duty to update any of the forward-looking statements after the date of this Form 10-K to conform such statements to actual results or to changes in our expectations.

The information in this Form 10-K is not a complete description of our business. There can be no assurance that other factors will not affect the accuracy of these forward-looking statements or that our actual results will not differ materially from the results anticipated in such forward-looking statements. While it is impossible to identify all such factors, factors that could cause actual results to differ materially from those estimated by us include, but are not limited to, those factors or conditions described under Risk Factors and the following:

our ability to manage and otherwise comply with our covenants with respect to our considerable outstanding indebtedness;

our ability to service our considerable indebtedness;

the cyclical nature of our end-use markets and the level of new commercial and military aircraft orders;

industry and customer concentration;

production rates for various commercial and military aircraft programs;

Table of Contents

the level of U.S. Government defense spending;

compliance with applicable regulatory requirements and changes in regulatory requirements, including regulatory requirements applicable to government contracts and sub-contracts;

increasing consolidation of customers and suppliers in our markets;

product performance and delivery;

our ability to realize further benefits from the LaBarge Acquisition, including growth, cost savings or accretive value;

start-up costs, manufacturing inefficiencies and possible overruns on new contracts;

our ability to manage the risks associated with international operations and sales;

increased design, product development, manufacturing, supply chain and other risks and uncertainties associated with our growth strategy to become a Tier 2 supplier of higher-level assemblies;

possible goodwill and other asset impairment;

economic and geopolitical developments and conditions;

unfavorable developments in the global credit markets;

our ability to operate within highly competitive markets;

technology changes and evolving industry and regulatory standards;

the risk of environmental liabilities;

risks associated with other acquisitions and dispositions of businesses by us; and

litigation in respect of us.

We caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this Form 10-K. We do not undertake any duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this Form 10-K or to reflect actual outcomes.

Table of Contents

PART I

**ITEM 1. BUSINESS
GENERAL**

Ducommun Incorporated (Ducommun , the Company , we , us or our) is a leading global provider of engineering and manufacturing services high-performance products and high-cost-of failure applications used primarily in the aerospace, defense, industrial, energy, and medical industries. Ducommun differentiates itself as a full-service provider, offering a wide range of value-added products and services in our primary businesses of electronics, structures and integrated solutions. We operate through two primary business units: Ducommun LaBarge Technologies and Ducommun AeroStructures. We are the successor to a business that was founded in California in 1849 and reincorporated in Delaware in 1970.

ACQUISITION

Acquisitions have been an important element of our growth strategy. We have supplemented our organic growth by identifying, acquiring and integrating acquisition opportunities that result in broader, more sophisticated product and service offerings while diversifying and expanding our customer base and markets.

In June 2011, we acquired all of the outstanding stock of LaBarge Inc., (the LaBarge Acquisition), a provider of electronics manufacturing services to aerospace, defense and other diverse markets for \$325.3 million (net of cash acquired and acquisition costs), funded by internally generated cash, and senior unsecured notes and a senior secured term loan totaling \$390.0 million. The LaBarge Acquisition has provided the following benefits:

Strengthened our market position as a significant Tier 2 supplier for both structural and electronic assemblies;

Diversified our customer base and end-use markets;

Expanded our platforms work content on existing programs and capabilities on new and existing programs;

Increased value-added manufacturing services content in our product portfolio;

Expanded our technology product portfolio; and

Realized potential synergies.

For further information, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 2. Acquisition.

Table of Contents

We believe we are well positioned to benefit from customers increasingly outsourcing their integrated electronic content on their platforms and consolidating their supplier base to companies with expanded capabilities.

PRODUCTS AND SERVICES

Business Segment Information

We operate through two primary strategic businesses, Ducommun LaBarge Technologies (DLT) and Ducommun Aerostructures (DAS), each of which is a reportable operating segment. The results of operations among our operating segments vary due to differences in competitors, customers, extent of proprietary deliverables and performance. DAS designs, engineers and manufactures large, complex contoured aerospace structural components and assemblies and supplies composite and metal bonded structures and assemblies. DAS 's products are used on commercial aircraft, military fixed wing aircraft and military and commercial rotary-wing aircraft.

Concurrent with the LaBarge Acquisition in June 2011, DLT was formed by the combination of our former Ducommun Technologies segment (DTI) and LaBarge. DLT designs, engineers and manufactures high-reliability products used in worldwide technology-driven markets including aerospace and defense, natural resources, industrial and medical and other end-use markets. DLT 's product offerings range from prototype development to complex assemblies as discussed in more detail below.

Ducommun LaBarge Technologies (DLT)

DLT has three major product offerings in electronics manufacturing for diverse, high-reliability applications: complex cable assemblies and interconnect systems, printed circuit board assemblies, and higher-level electronic, electromechanical and mechanical assemblies. Components and assemblies are provided principally for domestic and foreign commercial and military fixed wing aircraft, helicopter and space programs as well as selected non-aerospace high-reliability applications for the industrial automation, natural resources (mine automation and drilling), and medical device end-use markets. We build custom, high-performance electronics and electromechanical systems. Our products include sophisticated radar enclosures, aircraft avionics racks and shipboard communications and control enclosures, printed circuit board assemblies, cable assemblies, wire harnesses, and interconnect systems and other high-level complex assemblies. DLT has a highly-integrated production process, including manufacturing, engineering, fabrication, machining, assembly, electronic integration, and related processes. Engineering, technical and program management services (including design, development, and integration and testing of circuit card assemblies and cable assemblies) are provided to a wide range of customers.

In response to customer needs and utilizing our in-depth engineering expertise, DLT is also a leading supplier of engineered products including, illuminated pushbutton switches and panels for aviation and test systems, microwave and millimeter switches and filters for radio frequency systems and test instrumentation, and motors and resolvers for motion control.

Table of Contents

DLT also provides engineering expertise for aerospace system design, development, integration, and test. We leverage the knowledge base, capabilities, talent, and technologies of this focused capability into direct support of our customers. Our expertise includes engineering capabilities in systems engineering, aerodynamics, propulsion, guidance-navigation-and control (GNC), lethality/warheads, simulations, avionics, structures, software, inertial measurement units, seeker/sensors, and signal/data processing.

Ducommun AeroStructures (DAS)

DAS has three major product offerings to support a global customer base: structural components, structural assemblies and bonded (metal and composite) components. In the structural components products, DAS designs, engineers, and manufactures the largest, most complex contoured aluminum, titanium and Inconel® aerostructure components in the aerospace industry today. Structural assemblies products include winglets and fuselage structural panels for aircraft. Metal and composite bonded structures and assemblies products include aircraft wing spoilers, large fuselage skins, helicopter blades, flight control surfaces and engine components. To support these products, DAS maintains advanced machine milling, stretch-forming, hot forming, metal bonding, composite layup, and chemical milling capabilities and has an extensive engineering capability to support both design and manufacturing.

AEROSPACE AND DEFENSE END-USE MARKETS OVERVIEW

Our largest markets are the aerospace and defense markets. These markets are serviced by suppliers which are stratified, from the lowest value provided to the highest, into four tiers; Tier 3, Tier 2, Tier 1 and original equipment manufacturers (OEMs). The OEMs provide the highest value and are also known as prime contractors or primes. The OEMs sell to their customers, who may include, depending upon the application, the U.S Federal Government, foreign, state and local governments, global commercial airline carriers, regional jet carriers and various other customers, as the prime contractor for various programs and platforms. The OEMs also sell to global leasing companies that lease commercial aircraft. A significant portion of our revenue is earned from subcontracts with the primes. Tier 3 suppliers principally provide components or detailed parts. Tier 2 suppliers provide more complex, value-added parts and may also assume more design risk, manufacturing risk, supply chain risk and project management risk than Tier 3 suppliers. Tier 1 suppliers manufacture aircraft sections and purchase assemblies. We compete primarily with Tier 2 and Tier 3 suppliers. Our growth strategy is to differentiate ourselves by providing more complex assemblies to our customers as a Tier 2 supplier.

The commercial aerospace end-use market is highly cyclical and is impacted by the level of air passenger traffic in general, which in turn is influenced by global economic conditions, fuel costs and geo political uncertainties. Factors expected to impact the aerospace end-use markets include the growth rate for new, more fuel efficient commercial aircraft, such as those from the Boeing Corporation (Boeing), and the demand for new aircraft by emerging economies in Asia, the Middle East and Latin America and also in more mature markets, such as Europe and North America. Replacement rates of existing aircraft also impact these markets to a lesser degree. Orders for aircraft may also be deferred or cancelled based upon our customers' ability to obtain financing, which may be impacted by changes in the global credit markets and general economic conditions. Sales into the commercial aerospace end-use market represented 27.3% of our 2012 net sales.

Table of Contents

For additional information on sales into our end-use markets, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 16. Business Segment Information.

We believe we are well positioned to participate in the steady projected growth rate for commercial air traffic and build rates for large commercial aircraft for the aircraft manufacturing industry.

Our defense end-use market includes products used in military and space defense technologies and defense structures. The defense end-use market is highly cyclical and is impacted by the level of government defense spending. Government defense spending is impacted by national defense policies and priorities, political climates, fiscal budgetary constraints and the level of global security threats. Factors expected to impact the defense end-use market include the state of global military conflict, terrorist threats or other conflict. In addition, the level of U.S. Federal budget deficits and projected economic growth also impact defense spending. Sales into the military and space end-use market represented 50.9% of our 2012 net sales. We are subject to risk from lower levels of U.S. Government defense spending as discussed further in Item 1A. Risk Factors.

We derive a significant portion of our revenue from subcontracts with OEMs. For additional information on significant customers, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 15. Major Customers and Concentration of Credit Risk.

Additional information about our reliance on a selected base of industries and customers and reliance on U.S. Government defense spending for a significant portion of our revenue is included in Item 1A. Risk Factors.

NON-AEROSPACE AND DEFENSE END-USE MARKETS OVERVIEW

Our non-aerospace and defense end-use markets, (natural resources, industrial and medical and other) are diverse and are impacted by the customers' needs for increasing electronic content and a desire to outsource. Factors expected to impact these markets include capital goods spending, industrial goods spending, the number of oil-rigs operating in North America and general economic conditions. Our products are used in industrial test systems, semiconductor fabrication units, glass electronic manufacturing systems, mine automation and control systems, patient monitoring devices, respiratory care devices, biodecontamination equipment and other technology-driven products.

SALES AND MARKETING

Military components manufactured by us are employed in many of the country's front-line fighters, bombers, helicopters and support aircraft, as well as land and sea-based applications. Engineering, technical and program management services are provided principally for United States defense, space and homeland security programs. Our defense business is diversified among a number of military manufacturers and programs. In the space sector, we continue to support various unmanned launch vehicle and satellite programs.

Table of Contents

Our commercial sales depend substantially on aircraft manufacturers' production rates, which in turn depend on deliveries of new aircraft. Deliveries of new aircraft by aircraft manufacturers are dependent on the financial capacity of the airlines and leasing companies to purchase the aircraft. Sales of commercial aircraft could be affected as a result of changes in new aircraft orders, or the cancellation or deferral by airlines of purchases of ordered aircraft. Our sales for commercial aircraft programs also could be affected by changes in our customers' inventory levels and changes in our customers' aircraft production build rates.

Our sales into the industrial medical, natural resources and other commercial markets are customer focused in the various markets and driven primarily by manufacturing outsourcing requirements. For example, our production rates in the down-hole drilling market are driven by the number of oil rigs operating in North America.

We continue to broaden and diversify our customer base in the end-use markets we serve by providing innovative product and service solutions drawing on our core competencies, experience and technical expertise. Net sales in 2012 reflect the full-year impact of the increased diversification provided by the LaBarge Acquisition, as discussed below in Major Customers. Net sales related to military and space (defense technologies and defense structures), commercial aerospace, and non-aerospace and defense end-use markets in 2012 compared to 2011 were as follows:

Many of our contracts are fixed price contracts subject to termination at the convenience of the customer (as well as for default). In the event of termination for convenience, the customer generally is required to pay the costs we incurred and certain other fees through the date of termination. Larger, long-term government subcontracts may have provisions for milestone payments, progress payments or cash advances for purchase of inventory.

We seek to develop strong, long-term relationships with our customers, which provide the basis for future sales. These close relationships allow us to better understand each customer's business needs and identify ways to provide greater value to the customer.

Table of Contents

SEASONALITY

The timing of our revenue is governed by the purchasing patterns of our customers, and, as a result, we may not generate revenue equally during the year. No material portion of our business is considered to be seasonal.

MAJOR CUSTOMERS

We currently generate the majority of our revenue from the aerospace and defense industries. As a result, we have significant sales to certain customers. Net sales in 2012 benefitted from the full-year impact of sales from the LaBarge Acquisition and were \$747.0 million compared to \$580.9 million in 2011. The net sales attributable to LaBarge in 2012 and 2011 were \$324.2 million and \$175.4 million, respectively. Net sales by major customer were as follows:

With the exception of net sales to the U.S. Government, net sales are diversified over a number of different military and space, commercial, aerospace, natural resources, industrial medical and other products. For additional information on sales to major customers, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 15. Major Customers and Concentration of Credit Risk.

INFORMATION ABOUT FOREIGN AND DOMESTIC OPERATIONS AND EXPORT SALES

We have manufacturing facilities in Thailand and Mexico. The amounts of revenue, profitability and identifiable assets attributable to foreign sales activity were not material when compared with the revenue, profitability and identifiable assets attributed to United States domestic operations during 2012, 2011 and 2010. Additional information related to risks at our international facilities is included in Item 1A. Risk Factors. We are not subject to any significant foreign currency risks since all sales are made in United States dollars. See Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 15. Major Customers and Concentration of Credit Risk for additional information related to sales to foreign customers.

Table of Contents

RESEARCH AND DEVELOPMENT

We perform concurrent engineering with our customers and product development activities under Company-funded programs and under contracts with others. Concurrent engineering and product development activities are performed for commercial, military and space applications. We also perform high-technology systems engineering and analysis, principally under customer-funded contracts, with a focus on sensors system simulation, engineering and integration.

RAW MATERIALS AND COMPONENTS

Raw materials and components used in the manufacture of our products include aluminum, titanium, steel and carbon fibers, as well as a wide variety of electronic interconnect and circuit card assemblies and components. These raw materials are generally available from a number of vendors and are generally in adequate supply. However, from time to time, we have experienced increases in lead times for and deterioration in availability of, aluminum, titanium and certain other materials. Moreover, certain components, supplies and raw materials for our operations are purchased from single sources. In such instances, we strive to develop alternative sources and design modifications to minimize the potential for business interruptions.

COMPETITION

The markets we serve are highly competitive, and our products and services are affected by varying degrees of competition. We compete worldwide with domestic and international companies in most markets. These companies may have competitive advantages as a result of greater financial resources, economies of scale and bundled products and services that we don't offer. Additional information related to competition is discussed in Item 1A. Risk Factors. Our ability to compete depends principally upon the breadth of our technical capabilities, the quality of our goods and services, competitive pricing, product performance, design and engineering capabilities, new product innovation and the ability to solve specific customer problems.

PATENTS AND LICENSES

We have several patents, but we do not believe that our operations are dependent upon any single patent or group of patents. In general, we rely on technical superiority, continual product improvement, exclusive product features, superior lead time, on-time delivery performance, quality, and customer relationships to maintain our competitive advantage.

BACKLOG

Backlog is subject to delivery delays or program cancellations, which are beyond our control. Backlog is affected by timing differences in the placement of customer orders and tends to be concentrated in several programs to a greater extent than our net sales. As a result, trends in our overall level of backlog may not be indicative of trends in our future sales. Backlog reached a record level of \$656.6 million at December 31, 2012, compared to \$636.4 million at December 31, 2011. Approximately \$407.8 million of total backlog is expected to be delivered during 2013. For further information on backlog, see Part II, Item 7. Management's Discussion and Analysis Results of Operations 2012 Compared to 2011 Backlog.

Table of Contents

ENVIRONMENTAL MATTERS

Our business, operations and facilities are subject to numerous stringent federal, state and local environmental laws and regulations issued by government agencies, including the Environmental Protection Agency, or EPA. Among other matters, these regulatory authorities impose requirements that regulate the emission, discharge, generation, management, transport and disposal of hazardous materials, pollutants and contaminants. These regulations govern public and private response actions to hazardous or regulated substances that threaten to release, or have been released to the environment, and they require us to obtain and maintain licenses and permits in connection with our operations. We may also be required to investigate and remediate the effects of the release or disposal of materials at sites associated with past and present operations. Additionally, this extensive regulatory framework imposes significant compliance burdens and risks on us. We anticipate that capital expenditures will continue to be required for the foreseeable future to upgrade and maintain our environmental compliance efforts. We do not expect to spend a material amount on capital expenditures for environmental compliance during 2013.

DAS has been directed by California environmental agencies to investigate and take corrective action for groundwater contamination at its facilities located in El Mirage and Monrovia, California. Based on currently available information, we have accrued approximately \$1.5 million for our estimated liabilities related to these sites. For further information, see Part II, Item 8. Ducommun and Subsidiaries Notes to Consolidated Financial Statements Note 14. Contingencies. In addition, certain risks related to environmental matters are included in Item 1A. Risk Factors.

EMPLOYEES

We employ approximately 3,294 people, of which approximately 493 are subject to collective bargaining agreements expiring on July 1, 2015 and January 11, 2016. We believe our relations with our employees are good. Additional information regarding certain risks related to our employees is included in Item 1A. Risk Factors.

AVAILABLE INFORMATION

General information about Ducommun can be obtained from our website address at www.ducommun.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, are available free of charge on our website as soon as reasonably practicable after they are filed with or furnished to the Securities and Exchange Commission (the SEC). Information included in our website is not incorporated by reference in this Annual Report on Form 10-K. The SEC also maintains a website at www.sec.gov that contains reports, proxy statements and other information regarding SEC registrants, including Ducommun.

Table of Contents

ITEM 1A. RISK FACTORS

Our business, financial condition, results of operations and cash flows may be affected by known and unknown risks, uncertainties and other factors. We have summarized below the significant, known material risks to our business. Additional risk factors not currently known to us or that we currently believe are immaterial may also impair our business, financial condition, results of operations and cash flows. Any of these risks, uncertainties and other factors could cause our future financial results to differ materially from recent financial results or from currently anticipated future financial results. The risk factors below should be considered together with the information included elsewhere in this Form 10-K as well as other required filings by us to the SEC.

RISKS RELATED TO OUR CAPITAL STRUCTURE

Our considerable indebtedness could limit our financing options, adversely affect our financial condition, and prevent us from fulfilling our debt obligations.

We had \$365.7 million of outstanding long-term debt, including the current portion, at December 31, 2012. To fund the LaBarge Acquisition in June 2011, we issued \$200.0 million of senior unsecured notes (the "Notes") and entered into a \$190.0 million senior secured term loan (the "Term Loan") and a \$60.0 million senior secured credit facility (the "Revolving Credit Facility"), (collectively the "Credit Facilities"), and as a result, currently have a high level of indebtedness.

We paid down \$26.5 million on our long-term debt, primarily through voluntary principal pre-payments totaling \$25.0 million in 2012 and have reduced our outstanding long-term debt to \$365.7 million at December 31, 2012 from \$392.2 million at December 31, 2011. We plan to make \$25.0 million to \$30.0 million of additional pre-payments in 2013. We expect to refinance our debt in 2015 but our ability to complete such refinancing may be limited, as discussed below in this risk factor. We may have to undertake alternative financing plans, such as selling assets; reducing or delaying scheduled expansions and/or capital investments; or seeking various forms of capital. For additional information related to our indebtedness, see Part II, Item 8. Ducommun and Subsidiaries Notes to Consolidated Financial Statements Note 7. Long-Term Debt. Our ability to complete alternative financing plans may be affected by circumstances and economic events outside of our control. We cannot be assured that we would be able to refinance our debt or enter into alternative financing plans in adequate amounts on commercially reasonable terms, terms acceptable to us or at all, or that such plans guarantee that we would be able to meet our debt obligations.

Our high level of debt could:

- limit our ability to obtain additional financing to fund future working capital, capital expenditures, investments or acquisitions or other general corporate requirements;

- require a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, investments or acquisitions or other general corporate purposes;

Table of Contents

increase our vulnerability to adverse changes in general economic, industry and competitive conditions;

place us at a disadvantage compared to other, less leveraged competitors;

expose us to the risk of increased borrowing costs and higher interest rates as borrowings under our Credit Facilities bear interest at variable rates, which could further adversely impact our cash flows;

limit our flexibility to plan for and react to changes in our business and the industry in which we compete;

restrict us from making strategic acquisitions or causing us to make non-strategic divestitures;

expose us to risk of rating agency downgrades and unfavorable changes in the global credit markets;

make it more difficult for us to satisfy our obligations with respect to the Notes and our other debt and maintain financial ratios as discussed below; and

prevent us from raising the funds necessary to repurchase all Notes tendered to us upon the occurrence of certain changes of control, which failure to repurchase would constitute an event of default under the indenture governing the Notes.

The occurrence of any one of these events could have an adverse effect on our business, financial condition, results of operations and ability to satisfy our obligations in respect of our outstanding debt.

We require a considerable amount of cash to service our indebtedness.

Our ability to make payments on and to refinance our debt, including the Notes, and to fund planned capital expenditures and working capital increases, will depend upon our ability to generate significant cash in the future. Our ability to generate cash is subject to economic, financial, competitive, legislative, regulatory and other factors that may be beyond our control. While we expect to meet all of our financial obligations, we cannot assure you that our business will generate sufficient cash flow from operations, or that future borrowings will be available under the Revolving Credit Facility, in an amount sufficient to enable us to pay our debt, including the Notes, or to fund our other liquidity needs. At December 31, 2012, the outstanding balance on the Term Loan was \$162.6 million with an interest rate of 5.50%, consisting of a London Interbank Offered Rate (LIBOR) interest rate floor of 1.25%, plus a margin of 4.25%. Should interest rates increase above the interest rate floor of 1.25%, our debt service cost will increase. Any inability to generate sufficient cash flow could have a material adverse effect on our financial condition or results of operations.

Table of Contents

The covenants in our Credit Facilities and the indenture governing the Notes impose restrictions that may limit our operating and financial flexibility and may limit our ability to make payments on the Notes.

In the event that a certain minimum amount is borrowed and outstanding under our Revolving Credit Facility, for so long as any such amount is outstanding, we will be required to comply with a total leverage ratio, as defined in the agreement. Furthermore, our consolidated earnings before interest, taxes and depreciation and amortization (EBITDA), as defined by our debt facilities, as of the end of any fiscal quarter on a trailing four-quarter basis is not permitted to be less than \$50.0 million. The total leverage ratio decreases over the term of the Revolving Credit Facility, which will require us to generate either increasing cash flows or increasing EBITDA in the future.

At December 31, 2012, no amounts were outstanding under the Revolving Credit facility which would have required us to comply with the total leverage ratio. However, we would have been in compliance with such total leverage ratio. At December 31, 2012, we were in compliance with the EBITDA covenant. There is no assurance that we will continue to be in compliance with the leverage ratio or the EBITDA covenant in future periods.

Our Credit Facilities and the indenture governing the Notes contain a number of significant restrictions and covenants that limit our ability, among other things, to incur additional indebtedness, to create liens, to make certain payments, investments and capital expenditures, to pay dividends, to engage in transactions with affiliates, to sell certain assets or enter into mergers.

These covenants could materially and adversely affect our ability to finance our future operations or capital needs. Furthermore, they may restrict our ability to expand, pursue our business strategies and otherwise conduct our business. Our ability to comply with these covenants may be affected by circumstances and events beyond our control, such as prevailing economic conditions and changes in regulations, and we cannot assure that we will be able to comply with such covenants. These restrictions also limit our ability to obtain future financings to withstand a future downturn in our business or the economy in general. In addition, complying with these covenants may also cause us to take actions that are not favorable to holders of the Notes and may make it more difficult for us to successfully execute our business strategy and compete against companies that are not subject to such restrictions.

A breach of any covenant in the Credit Facilities or the agreements and indentures governing any other indebtedness that we may have outstanding from time to time, including the indenture governing the Notes, would result in a default under that agreement or indenture after any applicable grace periods. A default, if not waived, could result in acceleration of the debt outstanding under the agreement and in a default with respect to, and an acceleration of, the debt outstanding under other debt agreements. If that occurs, we may not be able to make all of the required payments or borrow sufficient funds to refinance such debt. A default could permit our lenders to foreclose on any of our assets securing such debt. Even if new financing were available at that time, it may not be on terms or amounts that are acceptable to us or terms as favorable as our current agreements. If our debt is in default for any reason, our business, results of operations and financial condition could be materially and adversely affected.

Table of Contents

We may not be able to make the change of control offer required by the indenture governing the Notes.

We may be unable to purchase the Notes upon a change of control, as defined in the indenture governing the Notes. Upon a change of control, we will be required to offer to purchase all of the Notes then outstanding for cash at 101% of the principal amount plus accrued and unpaid interest, if any, on the date of purchase on the Notes. If a change of control were to occur, we may not have sufficient funds to pay the change of control purchase price and we may be required to secure third-party financing to do so. However, we may not be able to obtain such financing on commercially reasonable terms, on terms acceptable to us or at all.

A change of control under the indenture governing the Notes may also result in an event of default under our Credit Facilities which may cause the acceleration of indebtedness outstanding thereunder, in which case, proceeds of collateral pledged to secure borrowings thereunder would be used to repay such borrowings before we repay the Notes. In addition, our future indebtedness may also contain restrictions on our ability to repurchase the Notes upon certain events, including transactions that could constitute a change of control under the indenture governing the Notes. Our failure to repurchase the Notes upon a change of control would constitute an event of default under the indenture governing the Notes and would have a material adverse effect on our financial condition.

The typical trading volume of our common stock may affect an investor's ability to sell significant stock holdings in the future without negatively impacting stock price.

The level of trading activity may vary daily and typically represents only a small percentage of outstanding shares. As a result, a stockholder who sells a significant amount of shares in a short period of time could negatively affect our share price.

Our considerable amount of debt may require us to raise additional capital to fund operations.

We may sell additional shares of common stock or other equity securities to raise capital in the future, which could dilute the value of an investor's holdings.

RISKS RELATED TO OUR BUSINESS

Our end-use markets are cyclical.

We sell our products into both aerospace and non-aerospace end-use markets, (natural resources, industrial and medical and other), which are cyclical and have experienced periodic declines. Our sales are, therefore, unpredictable and tend to fluctuate based on a number of factors, including global economic conditions, geopolitical developments and conditions, and other developments affecting our end-use markets and the customers served. Consequently, results of operations in any period should not be considered indicative of the operating results that may be experienced in any future period.

Table of Contents

We depend upon a selected base of industries and customers, which subjects us to unique risks which may adversely affect us.

We currently generate a majority of our revenue from customers in the aerospace and defense industry. Our business depends, in part, on the level of new military and commercial aircraft orders. As a result, we have significant sales to certain customers. A significant portion of our net sales in our military and space end-use markets are made under subcontracts with OEMs, under their prime contracts with the U. S. Government. Sales to Boeing comprise the majority of our commercial aerospace end-use market. Our customers may experience delays in the launch of new products, labor strikes, diminished liquidity or credit unavailability, weak demand for their products, or other difficulties in their business.

In fiscal 2012, our net sales to Boeing, Raytheon, Spirit AeroSystems, Owens-Illinois, and Schlumberger were 16.8%, 7.2%, 5.4%, 4.5%, and 4.1%, of our total net sales, respectively. These sales were diversified over a number of different military and space, commercial, aerospace, natural resources, industrial medical and other products. Any significant change in production rates by these customers would have a material effect on our results of operations and cash flows. There is no guarantee that our current significant customers will continue to buy products from us at current levels, and that we will retain any or all of our existing customers, or that we will be able to form new relationships with customers upon the loss of one or more of our existing customers. This risk may be further complicated by pricing pressures, intense competition prevalent in our industry and other factors. A significant reduction in sales to any of our major customers, the loss of a major customer, or a default on a major customer on accounts receivable could have a material adverse impact on our financial results.

In addition, we generally make sales under purchase orders and contracts that are subject to cancellation, modification or rescheduling. Changes in the economic environment and the financial condition of the industries we serve could result in customer cancellation of contractual orders or requests for rescheduling. Some of our contracts have specific provisions relating to schedule and performance, and failure to deliver in accordance with such provisions could result in cancellations, modifications, rescheduling and/or penalties, in some cases at the customers convenience and without prior notice. While we have normally recovered our direct and indirect costs, such cancellations, modifications, or rescheduling that cannot be replaced in a timely fashion, could have a material adverse effect on our financial results.

A significant portion of our business depends upon U.S. Government defense spending.

We derive a significant portion of our business from customers whose principal sales are to the U.S. Government and from direct sales by us to the U.S. Government. In 2012, approximately 50.9% of our net sales were derived from military and space end-use markets. Accordingly, the success of our business depends upon government spending generally or for specific departments or agencies in particular. Such spending, among other factors, is subject to the uncertainties of governmental appropriations and national defense policies and priorities, constraints of the budgetary process, timing and potential changes in these policies and priorities, and the adoption of new laws or regulations or changes to existing laws or regulations.

Table of Contents

These and other factors could cause the government and government agencies, or prime contractors that use us as a subcontractor, to reduce their purchases under existing contracts, to exercise their rights to terminate contracts at-will or to abstain from exercising options to renew contracts, any of which could have a material adverse effect on our business, financial condition and results of operations.

Further, certain U.S. Government programs in which we participate may extend for several years; however, these programs are typically funded annually. Changes in the government's strategy and priorities may affect our existing programs and future opportunities. Our government contracts and related orders with the U.S. Government are subject to cancellation, or delay, if appropriations for subsequent performance periods are not made. In addition, we anticipate that the U.S. Department of Defense budget will be under pressure as the current administration is faced with competing national priorities. The termination of funding for existing or new U.S. Government programs, or delays in payment, could have a material adverse effect on our financial results.

We are subject to extensive regulation and audit by the Defense Contract Audit Agency.

The accuracy and appropriateness of certain costs and expenses used to substantiate our direct and indirect costs for the U.S. Government contracts are subject to extensive regulation and audit by the Defense Contract Audit Agency, an arm of the Department of Defense. Such audits and reviews could result in adjustments to our contract costs and profitability. However, we cannot assure the outcome of any future audits and adjustments may be required to reduce net sales or profits upon completion and final negotiation of audits. If any audit or review were to uncover inaccurate costs or improper activities, we could be subject to penalties and sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or prohibition from conducting future business with the U.S. Government. Any such outcome could have a material adverse effect on our financial results.

Contracts with some of our customers, including Federal government contracts, contain provisions which give our customers a variety of rights that are unfavorable to us and the OEMs to whom we provide products and services, including the ability to terminate a contract at any time for convenience.

Contracts with some of our customers, including Federal government contracts, contain provisions and are subject to laws and regulations that provide rights and remedies not typically found in commercial contracts. These provisions may allow our customers to:

terminate existing contracts, in whole or in part, for convenience, as well as for default, or if funds for contract performance for any subsequent year become unavailable;

suspend or debar us from doing business with the federal government or with a governmental agency;

Table of Contents

prohibit future procurement awards with a particular agency as a result of a finding of an organizational conflict of interest based upon prior related work performed for the agency that would give a contractor an unfair advantage over competing contractors;

claim rights in products and systems produced by us; and

control or prohibit the export of the products and related services we offer.

If the U.S. Government terminates a contract for convenience, the counterparty with whom we have contracted on a subcontract may terminate its contract with us. As a result of any such termination, whether on a direct government contract or subcontract, we may recover only our incurred or committed costs, settlement expenses and profit on work completed prior to the termination. If the U.S. Government terminates a direct contract with us for default, we may not even recover those amounts and instead may be liable for excess costs incurred by the U.S. Government in procuring undelivered items and services from another source. Contracts with foreign governments generally contain similar provisions relating to termination at the convenience of the customer.

In addition, the U.S. Government is typically required to open all programs to competitive bidding and, therefore, may not automatically renew any of its prime contracts. If one or more of our government prime or subcontracts is terminated or cancelled, our failure to replace sales generated from such contracts would result in lower sales and have an adverse effect on our business, results of operations and financial condition.

Significant consolidation in the aerospace and defense industry could adversely affect our business and financial results.

The aerospace and defense industry is experiencing significant consolidation, including our customers, competitors and suppliers. Consolidation among our customers may result in delays in the award of new contracts and losses of existing business. Consolidation among our competitors may result in larger competitors with greater resources and market share, which could adversely affect our ability to compete successfully. Consolidation among our suppliers may result in fewer sources of supply and increased cost to us.

We rely on our suppliers to meet the quality or delivery expectations of our customers.

Our ability to deliver our products and services on schedule is dependent upon a variety of factors, including execution of internal performance plans, availability of raw materials, internal and supplier produced parts and structures, conversion of raw materials into parts and assemblies, and performance of suppliers and others.

We rely on numerous third-party suppliers for raw materials and a large proportion of the components used in our production process. Certain of these raw materials and components are available only from single sources or a limited number of suppliers, or similarly, customers specifications may require us to obtain raw materials and/or components from a single source or certain suppliers. Many of our suppliers are small companies with limited financial resources and manufacturing capabilities. We do not currently have the ability to manufacture these

Table of Contents

components ourselves. These and other factors, including the loss of a critical supplier or raw materials and/or component shortages, could cause disruptions or cost inefficiencies in our operations compared to our competitors that have greater direct purchasing power, which could have a material adverse effect on our financial results.

We may not obtain further benefits from the LaBarge Acquisition or such benefits may take longer than expected to be realized, which may adversely affect our results of operations.

We will be required to continue to devote significant management attention and resources to fully integrate LaBarge's operations to achieve an alignment of our geographically disbursed manufacturing facilities and capabilities and identify, improve and/or eliminate underperforming or redundant operations or product lines. We will continue to implement information systems to replace the LaBarge existing information systems. Delays or unexpected difficulties in the continuing integration process could adversely affect our business, financial results and financial condition.

Unanticipated costs may also be incurred as we continue to integrate LaBarge's operations into our business. There can be no assurance that we will be successful in our ongoing integration efforts. As we continue to integrate LaBarge's operations, we may not achieve further benefits of synergies, cost savings and operational efficiencies that we expect or achieve these benefits within a reasonable period of time. While we expect to benefit from leveraging distribution channels and brand names across both companies, we cannot assure that we will fully achieve such benefits. If the benefits of the acquisition do not exceed the costs of integrating the business of LaBarge into our business, our financial results may be adversely affected.

We use estimates when bidding on fixed-price contracts. Changes in our estimates could adversely affect our financial results.

We enter into contracts providing for a firm, fixed-price for the sale of some of our products regardless of the production costs incurred by us. In many cases, we make multi-year firm, fixed-price commitments to our customers, without assurance that our anticipated production costs will be achieved. Contract bidding and accounting require judgment relative to assessing risks, estimating contract net sales and costs, including estimating cost increases over time and efficiencies to be gained, and making assumptions for supplier sourcing and quality, manufacturing scheduling and technical issues over the life of the contract. Such assumptions can be particularly difficult to estimate for contracts with new customers. Our failure to accurately estimate these costs can result in reduced profits or incurred losses. Because of the significance of the judgments and estimates involved, it is possible that materially different amounts could be obtained if different assumptions were used or if the underlying circumstances were to change. Therefore, any changes in our underlying assumptions, circumstances or estimates could have a material adverse effect on our financial results. See Part II, Item 7 Management's Discussion and Analysis Critical Accounting Policies Revenue Recognition for further information.

Table of Contents

Risks associated with operating and conducting our business outside the United States could adversely impact us.

We have facilities in Thailand and Mexico and also derive a portion of our net sales from direct foreign sales. Further, our customers may derive portions of their sales to non-U.S. customers. As a result, we are subject to the risks of conducting and operating our business internationally, including:

political instability;

economic and geopolitical developments and conditions;

compliance with a variety of international laws, as well as U.S. laws affecting the activities of U.S. companies conducting business abroad, including, but not limited to, the Foreign Corrupt Practices Act;

imposition of taxes, export controls, tariffs, embargoes and other trade restrictions; and

difficulties repatriating funds or restrictions on cash transfers.

While the impact of these factors is difficult to predict, any one or more of these factors could have a material adverse effect on our financial results.

As we move up the value chain to become a Tier 2 supplier, enhanced design, product development, manufacturing, supply chain project management and other skills will be required.

We may encounter difficulties as we execute our growth strategy to move up the value chain to become a Tier 2 supplier of more complex, value-added assemblies. Difficulties we may encounter include, but are not limited to, the need for enhanced and expanded product design skills, enhanced ability to control and influence our suppliers, enhanced quality control systems and infrastructure, enhanced large-scale project management skills, and expanded industry certifications. Assuming incremental project design responsibilities would require us to assume additional risk in developing cost estimates and could expose us to increased risk of losses. There can be no assurance that we will be successful in obtaining the enhanced skills required to be a Tier 2 supplier or that our customers will outsource such functions to us.

Goodwill and/or other assets could be impaired in the future, resulting in substantial charges.

In assessing the recoverability of goodwill, management is required to make certain critical estimates and assumptions. These estimates and assumptions include improvements in manufacturing efficiency, reductions in operating costs and increases in sales and backlog. Due to many variables inherent in the estimation of a business's fair value and the relative size of our recorded goodwill, differences in estimates and assumptions may have a material effect on the results of our impairment analysis. If any of these or other estimates and assumptions are not

Table of Contents

realized in the future, or if market multiples decline, we may be required to record an additional impairment charge for goodwill. Impairment charges may be incurred against other intangible assets if asset utilization declines, customer demand declines or other circumstances indicate that the asset carrying value may not be recoverable. For the years ended December 31, 2011 and 2009, we recorded pre-tax non-cash goodwill impairment charges of \$54.3 million and \$12.9 million, respectively, or \$33.4 million and \$8.0 million, respectively, after tax. Ducommun's goodwill and other intangible assets as of December 31, 2012 were \$338.3 million, or 43.1% of total assets. See Part II, Item 7 Management's Discussion and Analysis Critical Accounting Policies Goodwill for further information.

OTHER RISKS

Our operations are subject to numerous extensive, complex, costly and evolving laws, regulations and restrictions, and failure to comply with these laws, regulations and restrictions could subject us to penalties and sanctions that could harm our business.

Prime contracts with various agencies of the U.S. Government, and subcontracts with other prime contractors, are subject to numerous laws and regulations which affect how we do business with our customers and may impose added costs on our business. As a result, our contracts and operations are subject to numerous, extensive, complex, costly and evolving laws, regulation and restrictions, principally by the U.S. Government or their agencies. These laws, regulation and restrictions govern items including, but not limited to, the formation, administration and performance of U.S. Government contracts, disclosure of cost and pricing data, civil penalties for violations or false claims to the U.S. Government for payment, define reimbursable costs, establish ethical standards for the procurement process and control the import and export of defense articles and services.

Noncompliance could expose us to liability for penalties, including termination of our U.S. Government contracts and subcontracts, disqualification from bidding on future U.S. Government contracts and subcontracts, suspension or debarment from U.S. Government contracting and various other fines and penalties. Noncompliance found by any one agency could result in fines, penalties, debarment or suspension from receiving additional contracts with all U.S. Government agencies. Given our dependence on U.S. Government business, suspension or debarment could have a material adverse effect on our financial results.

In addition, the U.S. Government may revise its procurement practices or adopt new contract rules and regulations, at any time, including increased usage of fixed-price contracts and procurement reform. Such changes could impair our ability to obtain new contracts or subcontracts or renew contracts or subcontracts under which we currently perform when those contracts are put up for recompetition. Any new contracting methods could be costly or administratively difficult for us to implement and could adversely affect our future net sales.

In addition, our international operations subject us to numerous U.S. and foreign laws and regulations, including, without limitation, regulations relating to import-export control, technology transfer restrictions, repatriation of earnings, exchange controls, the Foreign Corrupt Practices Act and the anti-boycott provisions of the U.S. Export Administration Act. Changes in regulations or political environments may affect our ability to conduct business in foreign markets including

Table of Contents

investment, procurement and repatriation of earnings. Failure by us or our sales representatives or consultants to comply with these laws and regulations could result in certain liabilities and could possibly result in suspension or debarment from government contracts or suspension of our export privileges, which could have a material adverse effect on our financial results.

Customer pricing pressures could reduce the demand and/or price for our products and services.

The aerospace and non-aerospace end-use markets we serve are highly competitive and price sensitive. In both of these markets, we compete worldwide with a number of domestic and international companies that have substantially greater manufacturing, purchasing, marketing and financial resources than we do. Many of our customers have the in-house capability to fulfill their manufacturing requirements. Our larger competitors may be able to vie more effectively for very large-scale contracts than we can by providing different or greater capabilities or benefits such as technical qualifications, past performance on large-scale contracts, geographic presence, price and availability of key professional personnel. If we are unable to successfully compete for new business, our net sales growth and operating margins may decline.

We may experience competitive pricing pressures which may have an adverse effect on our financial condition and operating results. Further, there can be no assurance that competition from existing or potential competitors in other segments of our business will not have a material adverse effect on our financial results. If we do not continue to compete effectively and win contracts, our future business, financial condition, results of operations and our ability to meet our financial obligations may be materially compromised.

Our products and processes are subject to risks of obsolescence as a result of changes in technology and evolving industry and regulatory standards.

The future success of our business depends in large part upon our and our customers' ability to maintain and enhance technological capabilities, develop and market manufacturing services that meet changing customer needs and successfully anticipate or respond to technological advances in manufacturing processes on a cost-effective and timely basis, while meeting evolving industry and regulatory standards. To address these risks, we invest in product design and development, and undertake capital expenditures. There can be no guarantee that our product design and development efforts will be successful, or that funds required to be invested in product design and development or incurred as capital expenditures will not increase materially in the future.

Environmental liabilities could adversely affect our financial results.

We are subject to various U.S. and foreign environmental laws and regulations, including those relating to the use, storage, transport, discharge and disposal of hazardous chemicals and materials used and emissions generated during our manufacturing process. We do not carry insurance for these potential environmental liabilities. Any failure by us to comply with present or future regulations could subject us to future liabilities or the suspension of production, which could have a material adverse effect on our financial results. Moreover, some environmental laws relating to contaminated sites can impose joint and several liability retroactively regardless of fault or the legality of the activities giving rise to the contamination. Compliance with existing

Table of Contents

or future environmental laws and regulations may require extensive capital expenditures, increase our cost or impact our production capabilities. Even if such expenditures are made, there can be no assurance that we will be able to comply. We have been directed to investigate and take corrective action for groundwater contamination at certain sites. Our ultimate liability for such matters will depend upon a number of factors. See Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 14. Contingencies for further information.

Cyber security attacks, internal system or service failures may adversely impact our business and operations.

Any system or service disruptions, including those caused by projects to improve our information technology systems, if not anticipated and appropriately mitigated, could disrupt our business and impair our ability to effectively provide products and related services to our customers and could have a material adverse effect on our business. We could also be subject to systems failures, including network, software or hardware failures, whether caused by us, third-party service providers, intruders or hackers, computer viruses, natural disasters, power shortages or terrorist attacks. Cyber security threats are evolving and include, but are not limited to, malicious software, unauthorized attempts to gain access to sensitive, confidential or otherwise protected information related to Ducommun or our products, customers or suppliers, or other acts that could lead to disruptions in our business. Any such failures could cause loss of data and interruptions or delays in our business, cause us to incur remediation costs, subject us to claims and damage our reputation. In addition, the failure or disruption of our communications or utilities could cause us to interrupt or suspend our operations or otherwise adversely affect our business. Our property and business interruption insurance may be inadequate to compensate us for all losses that may occur as a result of any system or operational failure or disruption which would adversely affect our business, results of operations and financial condition.

We may not have the ability to renew facilities leases on terms favorable to us and relocation of operations presents risks due to business interruption.

Certain of our manufacturing facilities and offices are leased and have lease terms that expire between 2013 and 2020. The majority of these leases provide renewal options at the fair market rental rate at the time of renewal, which, if renewed, could be significantly higher than our current rental rates. We may be unable to offset these cost increases by charging more for our products and services. Furthermore, continued economic conditions may continue to negatively impact and create greater pressure in the commercial real estate market, causing higher incidences of landlord default and/or lender foreclosure of properties, including properties occupied by us. While we maintain certain non-disturbance rights in most cases, it is not certain that such rights will in all cases be upheld and our continued right of occupancy in such instances is potentially jeopardized. An occurrence of any of these events could have a material adverse effect on our financial results.

Additionally, if we choose to move any of our operations, those operations will be subject to additional relocation costs and associated risks of business interruption.

Table of Contents

We face risks associated with acquisitions and dispositions of businesses.

A key element of our long-term strategy continues to be growth through acquisitions. Acquisitions may require us to incur additional indebtedness, resulting in increased leverage, and increased borrowing costs. Our ability to grow by acquisition is dependent on, among other factors, the availability of suitable acquisition candidates, which could be impacted by consolidation within our industry. We may not be able to consummate acquisitions on satisfactory terms or, if any acquisitions are consummated, to satisfactorily integrate these acquired businesses. Acquisitions may also present risks not contemplated at the time of the transaction and may result in an unfavorable impact to our business, may be poorly executed or may fail to achieve our objectives. Growth by acquisition could divert financial and management resources and involves risks that could have a material adverse effect on our business, financial condition and operating results, including difficulties in integrating the operations and personnel of acquired companies, potential increased cost due to the amortization of acquired intangible assets, potential impairment of goodwill and acquired intangible assets and the potential loss of key customers, suppliers or employees of acquired companies.

We also periodically review our existing businesses to determine if they are consistent with our strategy. We have sold, and may sell in the future, business units and product lines, which may result in either a gain or loss upon disposition.

The occurrence of litigation in which we could be named as a defendant is unpredictable.

From time to time, we and our subsidiaries are involved in various legal and other proceedings that are incidental to the conduct of our business. While we believe no current proceedings, if adversely determined, could have a material adverse effect on our financial results, no assurances can be given. Any such claims may divert financial and management resources that would otherwise be used to benefit our operations and could have a material adverse effect on our financial results.

Product liability claims in excess of insurance could adversely affect our financial results and financial condition.

We face potential liability for personal injury or death as a result of the failure of products designed or manufactured by us. Although we currently maintain product liability insurance (including aircraft product liability insurance), any material product liability not covered by insurance could have a material adverse effect on our financial condition, results of operations and cash flows.

Damage or destruction of our facilities caused by storms, earthquake or other causes could adversely affect our financial results and financial condition.

We have operations located in regions of the U.S. that may be exposed to damaging storms, earthquakes and other natural disasters. Although we maintain standard property casualty insurance covering our properties and may be able to recover costs associated with certain natural disasters through insurance, we do not carry any earthquake insurance because of the cost of such insurance. Many of our properties are located in Southern California, an area subject to

Table of Contents

earthquake activity. Our California facilities generated \$251.4 million in net sales during fiscal year 2012. Even if covered by insurance, any significant damage or destruction of our facilities due to storms, earthquakes or other natural disasters could result in the inability to meet customer delivery schedules and may result in the loss of customers and significant additional costs to us. Thus, any significant damage or destruction of our properties could have a material adverse effect on our business, financial condition or results of operations.

We are dependent upon our ability to attract and retain key personnel.

Our success depends in part upon our ability to attract and retain key engineering, technical and managerial personnel, at both the executive and plant level. We face competition for management, engineering and technical personnel from other companies and organizations. The loss of members of our senior management group, or key engineering and technical personnel, could negatively impact our ability to grow and remain competitive in the future and could have a material adverse effect on our financial results.

Labor disruptions by our employees could adversely affect our business.

We employ approximately 3,294 people. Two of our operating units are parties to collective bargaining agreements, expiring July 1, 2015 and January 1, 2016, covering 256 full time hourly employees and 237 employees, respectively. Although we have not experienced any material labor-related work stoppage and consider our relations with our employees to be good, labor stoppages may occur in the future. If the unionized workers were to engage in a strike or other work stoppage, if we are unable to negotiate acceptable collective bargaining agreements with the unions or if other employees were to become unionized, we could experience a significant disruption of our operations, higher ongoing labor costs and possible loss of customer contracts, which could have an adverse effect on our business and results of operations.

Enacted and proposed changes in securities laws and regulations have increased our costs and may continue to increase our costs in the future.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), enacted in July 2010, expands federal regulation of corporate governance matters. While some provisions of the Dodd-Frank Act are effective upon enactment, others will be implemented upon the SEC's adoption of related rules and regulations. The scope and timing of the adoption of such rules and regulations is uncertain and accordingly, the cost of compliance with the Dodd-Frank Act is also uncertain.

The Dodd-Frank Act contains provisions to improve transparency and accountability concerning the supply of certain minerals originating from the Democratic Republic of Congo (DRC) and adjoining countries that are believed to be benefitting armed groups. As a result, the SEC has recently adopted new due diligence, disclosure and reporting requirements for companies which manufacture products that include components containing such minerals. These new due diligence, disclosure and reporting requirements will apply to our activities in calendar year 2013 and we will be required to issue our first required report due in May 2014. Such regulations could decrease the availability and increase the prices of components containing such minerals used in our products. In addition, we expect that the compliance process will be both time-consuming

Table of Contents

and costly. We may face reputational challenges with our customers and other stakeholders if we are unable to sufficiently verify the origins of these certain minerals contained in the components included in our products through the due diligence procedures that we implement.

Our efforts to comply with the Dodd-Frank Act and other evolving laws, regulations and standards are likely to result in increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities. Further, compliance with new and existing laws, rules, regulations and standards may make it more difficult and expensive for us to maintain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Table of Contents**ITEM 2. PROPERTIES**

We occupy approximately 33 owned or leased facilities, totaling over 2.2 million square feet of manufacturing area and office space. At December 31, 2012, facilities which were in excess of 50,000 square feet each were occupied as follows:

| Location | Segment | Square Feet | Expiration of Lease |
|--------------------------|-------------------------------|-------------|---------------------|
| Carson, California | Ducommun AeroStructures | 286,000 | Owned |
| Monrovia, California | Ducommun AeroStructures | 274,000 | Owned |
| Pittsburgh, Pennsylvania | Ducommun LaBarge Technologies | 135,502 | 2014 |
| Parsons, Kansas | Ducommun AeroStructures | 120,000 | Owned |
| Carson, California | Ducommun LaBarge Technologies | 117,000 | 2013 |
| Phoenix, Arizona | Ducommun LaBarge Technologies | 100,000 | 2017 |
| Joplin, Missouri | Ducommun LaBarge Technologies | 92,000 | 2016 |
| Appleton, Wisconsin | Ducommun LaBarge Technologies | 76,728 | Owned |
| Orange, California | Ducommun AeroStructures | 76,000 | Owned |
| El Mirage, California | Ducommun AeroStructures | 74,000 | Owned |
| Huntsville, Arkansas | Ducommun LaBarge Technologies | 69,000 | 2020 |
| Iuka, Mississippi | Ducommun LaBarge Technologies | 66,000 | 2013 |
| Carson, California | Ducommun AeroStructures | 65,000 | 2014 |
| Coxsackie, New York | Ducommun AeroStructures | 65,000 | 2013 |
| Joplin, Missouri | Ducommun LaBarge Technologies | 55,000 | Owned |
| Tulsa, Oklahoma | Ducommun LaBarge Technologies | 55,000 | Owned |
| Huntsville, Alabama | Ducommun LaBarge Technologies | 52,000 | 2015 |
| Berryville, Arkansas | Ducommun LaBarge Technologies | 52,000 | Owned |

Management believes these properties are adequate to meet our current requirements, are in good condition and are suitable for their present use.

ITEM 3. LEGAL PROCEEDINGS

For a description of our legal proceedings, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 14. Contingencies.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

Table of Contents**PART II****ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is listed on the New York Stock Exchange under the symbol DCO. On December 31, 2012, we had 271 holders of record of common stock. We paid a quarterly dividend of \$0.075 per share in the first quarter of 2011, totaling \$0.8 million. We suspended payments of dividends after the first quarter of 2011 and do not expect to pay dividends for the foreseeable future. See Item 7. Management's Discussion and Analysis - Liquidity and Capital Resources - Available Liquidity for further discussion on dividend restrictions under our Credit Facility. The following table sets forth the high and low closing prices per share for our common stock as reported on the New York Stock Exchange for the fiscal periods indicated.

| | Years Ended December 31, | | | |
|----------------|--------------------------|----------|----------|----------|
| | 2012 | | 2011 | |
| | High | Low | High | Low |
| First Quarter | \$ 15.69 | \$ 11.90 | \$ 24.06 | \$ 20.99 |
| Second Quarter | 12.25 | 7.90 | 25.50 | 18.84 |
| Third Quarter | 15.31 | 9.67 | 22.71 | 14.86 |
| Fourth Quarter | 16.82 | 12.96 | 14.98 | 11.14 |

See **Part III, Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT** for information relating to shares to be issued under equity compensation plans.

Performance Graph

The following graph compares the yearly percentage change in our cumulative total shareholder return with the cumulative total return of the Russell 2000 Index and the Spade Defense Index for the periods indicated, assuming the reinvestment of any dividends. The graph is not necessarily indicative of future price performance.

Table of Contents

Issuer Purchases of Equity Securities

In 2011, we terminated our stock repurchase program.

31

Table of Contents**ITEM 6. SELECTED FINANCIAL DATA**

| | (In thousands, except per share amounts) | | | | |
|---|--|-------------|------------|------------|------------|
| | Years Ended December 31, | | | | |
| | 2012 | 2011(a)(b) | 2010 | 2009(a) | 2008(a)(b) |
| Net Sales | \$ 747,037 | \$ 580,914 | \$ 408,406 | \$ 430,748 | \$ 403,803 |
| Gross Profit as a Percentage of Net Sales | 18.9% | 18.2% | 19.6% | 18.3% | 20.3% |
| Income (Loss) Before Taxes | 22,015 | (52,325) | 24,663 | 13,760 | 17,049 |
| Income Tax Expense (Benefit) | 5,578 | (4,742) | 4,855 | 3,577 | 3,937 |
| Net Income (Loss) | \$ 16,437 | \$ (47,583) | \$ 19,808 | \$ 10,183 | \$ 13,112 |
| Per Common Share | | | | | |
| Basic earnings (loss) per share | \$ 1.55 | \$ (4.52) | \$ 1.89 | \$ 0.97 | \$ 1.24 |
| Diluted earnings (loss) per share | 1.55 | (4.52) | 1.87 | 0.97 | 1.23 |
| Dividends per share (c) | | 0.07 | 0.30 | 0.30 | 0.15 |
| Working Capital | \$ 226,235 | \$ 224,333 | \$ 90,106 | \$ 85,825 | \$ 69,672 |
| Total Assets | 785,074 | 808,087 | 345,452 | 353,909 | 366,186 |
| Long-Term Debt, Including Current Portion | 365,744 | 392,240 | 3,280 | 28,252 | 30,719 |
| Total Shareholders' Equity | 222,675 | 204,284 | 254,185 | 233,886 | 224,446 |

- (a) The results for 2011, 2009 and 2008 include after-tax non-cash goodwill impairment charges of \$33.4 million, \$7.8 million and \$8.0 million, respectively, resulting from annual impairment testing. The results for 2011 also include \$2.4 million of inventory step-up adjustments in cost of sales and \$16.1 million for merger-related transaction expenses.
- (b) In June 2011, we acquired LaBarge Inc., which is now a part of DLT. In December 2008, we acquired DynaBil, which is now part of DAS. These transactions were accounted for as business combinations.
- (c) We suspended payments of dividends after the first quarter of 2011.

Table of Contents

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OVERVIEW

Ducommun Incorporated (Ducommun , the Company , we , us or our), through its subsidiaries, is a leading global provider of engineering and manufacturing services for high-performance products and high-cost-of failure applications used primarily in the aerospace, defense, industrial, energy, and medical industries. Ducommun differentiates itself as a full-service provider, offering a wide range of value-added products and services in our primary businesses of electronics, structures and integrated solutions. We operate through two primary business units: DLT and DAS.

During 2012, we continued to execute successfully our plan to integrate LaBarge's operations and products into our business and expand our capabilities to provide more advanced, complex integrated systems and product offerings. We also acted on our plan to de-lever the balance sheet following the June 2011 LaBarge Acquisition by making voluntary Term Loan principal pre-payments totaling \$25.0 million. For additional information on the LaBarge Acquisition, see Part II, Item 8. Ducommun Incorporated and Subsidiaries' Notes to Consolidated Financial Statements Note 2. Acquisition and Note 7. Long-Term Debt.

The LaBarge Acquisition allowed us to expand our presence significantly in the aerospace and defense markets, as well as diversify our customer base across new end-use markets, including industrial, natural resources, medical and other commercial end-use markets. More specifically, we realized the following benefits from the LaBarge Acquisition:

Strengthened our market position as a significant Tier 2 supplier for both structural and electronic assemblies and integrated products;

Expanded our platforms work content on existing programs and capabilities on new and existing programs;

Increased value-added manufacturing services content in our product portfolio;

Expanded our technology product portfolio; and

Realized potential synergies.

Highlights for the year ended December 31, 2012 were as follows:

Net income was \$16.4 million, or \$1.55 per diluted share, compared to a net loss of \$47.6 million, or (\$4.52) per diluted share in 2011;

Cash generated from operating activities was \$47.5 million, an improvement of \$50.5 million compared to 2011;

We made voluntary Term Loan principal pre-payments totaling \$25.0 million; and

Firm backlog at the end of 2012 was a record \$656.6 million, compared to \$636.4 million at the end of 2011.

Table of Contents

For the year ended December 31, 2012, we generated net sales of \$747.0 million and recorded net income of \$16.4 million. EBITDA and Adjusted EBITDA for the year ended December 31, 2012 were \$84.2 million and \$84.9 million, respectively. See Non-GAAP Financial Measures below for certain information regarding EBITDA and Adjusted EBITDA, including reconciliations of EBITDA and Adjusted EBITDA to net income.

Non-GAAP Financial Measures

When viewed with our financial results prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and accompanying reconciliations, we believe EBITDA and Adjusted EBITDA provide additional useful information to clarify and enhance the understanding of the factors and trends affecting our past performance and future prospects. We define these measures, explain how they are calculated and provide reconciliations of these measures to the most comparable GAAP measure in the tables below. EBITDA, Adjusted EBITDA and the related financial ratios, as presented in this Form 10-K, are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. They are not a measurement of our financial performance under GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with GAAP, or as an alternative to net cash provided by operating activities as measures of our liquidity. The presentation of these measures should not be interpreted to mean that our future results will be unaffected by unusual or nonrecurring items.

We use EBITDA and Adjusted EBITDA non-GAAP operating performance measures internally as complementary financial measures to evaluate the performance and trends of our businesses. We present EBITDA, Adjusted EBITDA and the related financial ratios, as applicable, because we believe that measures such as these provide useful information with respect to our ability to meet our future debt service, capital expenditures, working capital requirements and overall operating performance.

EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results as reported under GAAP. Some of these limitations are:

They do not reflect our cash expenditures, future requirements for capital expenditures or contractual commitments;

They do not reflect changes in, or cash requirements for, our working capital needs;

They do not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on our debt;

Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements;

Table of Contents

They are not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;

They do not reflect the impact on earnings of charges resulting from matters unrelated to our ongoing operations; and

Other companies in our industry may calculate EBITDA and Adjusted EBITDA differently from us, limiting their usefulness as comparative measures.

Because of these limitations, EBITDA, Adjusted EBITDA and the related financial ratios should not be considered as measures of discretionary cash available to us to invest in the growth of our business or as a measure of cash that will be available to us to meet our obligations. You should compensate for these limitations by relying primarily on our GAAP results and using EBITDA and Adjusted EBITDA only supplementally. See our consolidated financial statements contained in this Form 10-K report.

However, in spite of the above limitations, we believe that EBITDA and Adjusted EBITDA are useful to an investor in evaluating our results of operations because these measures:

Are widely used by investors to measure a company's operating performance without regard to items excluded from the calculation of such terms, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired, among other factors;

Help investors to evaluate and compare the results of our operations from period to period by removing the effect of our capital structure from our operating performance; and

Are used by our management team for various other purposes in presentations to our Board of Directors as a basis for strategic planning and forecasting.

We have expanded our operations significantly through the LaBarge Acquisition. As a result, our operating income included significant charges for amortization in both 2012 and 2011, and merger-related and change-in-control compensation expenses in 2011. EBITDA and Adjusted EBITDA exclude these charges, as applicable, and provide meaningful information about the operating performance of our businesses apart from the amortization, merger-related and change-in-control compensation expenses, as well as interest and tax expenses.

The following financial items have been added back to our net income when calculating EBITDA and Adjusted EBITDA:

Amortization expense may be useful to investors because it represents the estimated attrition of our acquired customer base and the diminishing value of product rights;

Depreciation may be useful to investors because it generally represents the wear and tear on our property and equipment used in our operations;

Table of Contents

Merger related expenses, including change-in-control compensation, may be useful to investors for determining current cash flow;

Interest expense may be useful to investors for determining current cash flow; and

Income tax expense may be useful to investors because it represents the taxes which may be payable for the period and the change in deferred taxes during the period, and may reduce cash flow available for use in our business.

Reconciliations of net income (loss) to EBITDA and Adjusted EBITDA and the presentation of Adjusted EBITDA as a percentage of net sales were as follows:

| | (In thousands) | | |
|---|--------------------------|--------------------|------------------|
| | Years Ended December 31, | | |
| | 2012 | 2011 | 2010 |
| Net income (loss) | \$ 16,437 | \$ (47,583) | \$ 19,808 |
| Depreciation and amortization ⁽¹⁾ | 29,413 | 21,458 | 13,597 |
| Interest expense ⁽²⁾ | 32,798 | 18,198 | 1,805 |
| Income tax expense (benefit) | 5,578 | (4,742) | 4,855 |
| EBITDA | \$ 84,226 | \$ (12,669) | \$ 40,065 |
| Merger-related transaction expenses ⁽³⁾ | 268 | 12,394 | |
| Merger-related change-in-control compensation expenses ⁽⁴⁾ | 434 | 3,743 | |
| Goodwill Impairment | | 54,273 | |
| | 702 | 70,410 | |
| Adjusted EBITDA - Excluding Goodwill Impairment | \$ 84,928 | \$ 57,741 | \$ 40,065 |
| % of net sales | 11.4% | 9.9% | 9.8% |

⁽¹⁾ Includes amortization of intangibles and additional depreciation expense related to the LaBarge Acquisition and prior acquisitions.

⁽²⁾ Includes deferred financing costs in connection with the LaBarge Acquisition.

⁽³⁾ Includes investment banking, accounting, legal, tax and valuation expenses as a direct result of the LaBarge Acquisition.

⁽⁴⁾ Merger-related transaction cost resulting from a change-in-control provision for certain LaBarge key executives and employees arising in connection with the LaBarge Acquisition.

Adjusted EBITDA increased in 2012 over 2011 primarily due to higher net income including the full-year effect of increased revenues and operating expenses, including higher depreciation and amortization expenses, and higher interest expense from the LaBarge Acquisition and a non-cash pre-tax goodwill impairment charge of \$54.3 million in fiscal 2011.

Adjusted EBITDA increased in 2011 compared to 2010 primarily due to the partial-year effect of increased revenues and operating expenses, including higher depreciation and amortization expenses, and higher interest expense from the LaBarge Acquisition.

Table of Contents**RESULTS OF OPERATIONS****2012 Compared to 2011**

The results of operations for 2012 compared to 2011 reflect the full-year impact of increased revenues and operating expenses, including depreciation and amortization expenses, and higher interest expense from the June 2011 LaBarge Acquisition and a non-cash pre-tax goodwill impairment charge of \$54.3 million in 2011. The following table sets forth net sales, selected financial data as a percentage of net sales, the effective tax rate and diluted earnings (loss) per share:

| | (in thousands, except per share data) | | | |
|--|---------------------------------------|-------------------|------------|-------------------|
| | Years Ended December 31, | | % of | |
| | 2012 | % of Net Sales | 2011 | % of Net Sales |
| Net Sales | \$ 747,037 | 100.0% | \$ 580,914 | 100.0% |
| Cost of Sales | 605,585 | 81.1% | 474,978 | 81.8% |
| Gross Profit | 141,452 | 18.9% | 105,936 | 18.2% |
| Selling, General and Administrative Expenses | 86,639 | 11.6% | 85,790 | 14.8% |
| Goodwill Impairment | | | 54,273 | 9.3% |
| Interest Expense | 32,798 | 4.4% | 18,198 | 3.1% |
| Income (Loss) Before Taxes | 22,015 | 2.9% | (52,325) | (9.0%) |
| Income Tax Expense (Benefit) | 5,578 | nm | (4,742) | nm |
| Net Income (Loss) | 16,437 | 2.2% | (47,583) | (8.2%) |
| Effective Tax Rate (Benefit) | 25.3% | nm | (9.1%) | nm |
| Diluted Earnings (Loss) Per Share | \$ 1.55 | nm | \$ (4.52) | nm |

nm = not meaningful

Net Sales by End-Use Market and Operating Segment

Net sales by end-use market and operating segment during 2012 and 2011, respectively, were as follows:

| | Change | (In thousands) | | | |
|---|------------|---------------------------------------|------------|-------------|--------|
| | | Years Ended December 31, Net Sales | | % Net Sales | |
| | | 2012 | 2011 | 2012 | 2011 |
| Consolidated Ducommun | | | | | |
| Military and space (defense technologies) | \$ 74,427 | \$ 240,986 | \$ 166,559 | 32.2% | 28.7% |
| Military and space (defense structures) | 6,512 | 139,435 | 132,923 | 18.7% | 22.9% |
| Commercial aerospace | 17,761 | 203,827 | 186,066 | 27.3% | 32.0% |
| Natural resources | 23,150 | 58,472 | 35,322 | 7.8% | 6.1% |
| Industrial | 25,644 | 62,395 | 36,751 | 8.4% | 6.3% |
| Medical & other | 18,629 | 41,922 | 23,293 | 5.6% | 4.0% |
| Total | \$ 166,123 | \$ 747,037 | \$ 580,914 | 100.0% | 100.0% |

Ducommun AeroStructures (DAS)

| | | | | | |
|---|-----------|------------|------------|--------|--------|
| Military and space (defense structures) | \$ 6,512 | \$ 139,435 | \$ 132,923 | 45.0% | 45.4% |
| Commercial aerospace | 10,711 | 170,547 | 159,836 | 55.0% | 54.6% |
| Total | \$ 17,223 | \$ 309,982 | \$ 292,759 | 100.0% | 100.0% |

Ducommun LaBarge Technologies (DLT)

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| | | | | | |
|---|-------------------|-------------------|-------------------|---------------|---------------|
| Military and space (defense technologies) | \$ 74,427 | \$ 240,986 | \$ 166,559 | 55.1% | 57.8% |
| Commercial aerospace | 7,050 | 33,280 | 26,230 | 7.6% | 9.1% |
| Natural resources | 23,150 | 58,472 | 35,322 | 13.4% | 12.3% |
| Industrial | 25,644 | 62,395 | 36,751 | 14.3% | 12.8% |
| Medical & other | 18,629 | 41,922 | 23,293 | 9.6% | 8.1% |
| Total | \$ 148,900 | \$ 437,055 | \$ 288,155 | 100.0% | 100.0% |

Net sales for 2012 increased \$166.1 million, or 28.6%, to \$747.0 million, compared to \$580.9 million in 2011. The higher revenue was primarily the result of the full-year impact of the June 2011 LaBarge Acquisition. The net sales attributable to LaBarge in 2012 and 2011 were \$324.2 million and \$175.4 million, respectively. Net sales in the non-aerospace and defense end-use markets remain weak.

Table of Contents

Net Sales to Major Customers

We had substantial sales in 2012 to Boeing, Raytheon, Spirit AeroSystems, Owens-Illinois, the U.S. Government and Schlumberger. See Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 15. Major Customers and Concentration of Credit Risk for further information.

Cost of Sales and Gross Profit

Gross profit margins vary considerably by contract. Gross profit dollars increased primarily due to the full-year impact of the additional gross profit generated from the LaBarge Acquisition. Gross profit margins increased due to a higher proportion of net sales of higher margin product, partially offset by lower margins from engineering services. Gross profit percentages were also lower in 2011 due to inventory step-up write-off related to the LaBarge Acquisition. Gross profit margins for 2012 were favorably impacted by an adjustment to correct operating expenses of approximately \$0.4 million, or 0.06% points, relating to the reversal of certain accrued liabilities that were accrued during the periods from 2005 to 2012, that had, in fact, been paid or were not otherwise owed to suppliers. We assessed the materiality of this reversal and concluded it was immaterial to currently reported annual amounts and previously reported annual and interim amounts and did not restate the prior annual or interim periods.

Selling, General and Administrative Expenses

The SG&A expenses were essentially flat year over year due to the full-year impact of SG&A expenses from the acquired LaBarge organization of \$36.4 million (including \$7.8 million for amortization of intangibles, compared to \$4.0 million in 2011), mostly offset by \$16.2 million of merger-related transaction costs incurred in 2011 for the LaBarge Acquisition and integration cost synergies realized in 2012.

Goodwill Impairment

A pre-tax non-cash goodwill impairment charge of \$54.3 million was recorded in the fourth quarter of 2011, driven by a decline in our market value as of December 31, 2011, following the LaBarge Acquisition, which has since recovered, and a softening defense market. For further information, see Critical Accounting Policies Goodwill and Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 4. Goodwill and Other Intangible Assets.

Interest Expense

Interest expense increased in 2012 due to the full-year impact of debt incurred in June 2011 related to financing the LaBarge Acquisition. For further information, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 7. Long-Term Debt Senior Secured Term Loan and Senior Secured Revolving Credit Facility (Credit Facilities) and Senior Notes.

Income Tax Expense

Income tax expense increased in 2012 compared to 2011 primarily as a result of higher pre-tax income. The effective tax rate was 25.3% in 2012, compared to an income tax benefit of 9.1% in 2011. The 2012 tax rate was impacted by a charge for a valuation allowance for state research and development tax credits of \$2.2 million, partially offset by a \$1.6 million tax benefit as a result of the LaBarge Acquisition, which allowed us to file state consolidated tax returns in 2012. The \$2.2 million valuation allowance was the result of new state legislation passed in the fourth quarter of 2012. The new legislation reduces the amount of Company income apportioned to California, thus reducing our ability to realize the benefits of the state research and development tax credits previously recorded. In addition, our effective tax rate for 2012 reflected no current year federal research and development tax benefits; whereas, the effective tax rate for 2011 included federal research and development tax benefits. As a result of the American Taxpayer Relief Act of 2012 passed in January 2013, which includes a reinstatement of the federal research and development tax credit for the amounts paid or incurred after December 31, 2011 and before January 1, 2014, we will record approximately \$2.0 million of federal research and development tax benefits in the first quarter of 2013.

Table of Contents

Net Income and Earnings per Diluted Share

Net income and earnings per diluted share for 2012 was \$16.4 million, or \$1.55 per diluted share, compared to the 2011 net loss of \$47.6 million, or (\$4.52) per diluted share. The increase was mainly due to higher net sales and operating margin in 2012 and merger-related expenses and a goodwill impairment charge incurred in 2011, partially offset by higher interest expense and higher income taxes in 2012. The results for 2011 included an after-tax goodwill impairment charge and merger-related expenses (including cost of sales relating to the write-up of LaBarge inventory) of \$3.15 and \$2.77 per diluted share, respectively. Excluding the impairment charge and the merger-related expenses, net income for 2011 would have been \$14.9 million, or \$1.40 per diluted share.

Table of Contents**Business Segment Performance**

We report our financial performance based upon the two reportable operating segments; DAS and DLT. The results of operations differ between our reportable operating segments due to differences in competitors, customers, extent of proprietary deliverables and performance. The following table summarizes our business segment performance for 2012 and 2011.

| | % | (In thousands) | | % | % |
|---|--------|--------------------------|-------------|--------------|--------------|
| | Change | Years Ended December 31, | | of Net Sales | of Net Sales |
| | | 2012 | 2011 | 2012 | 2011 |
| Net Sales | | | | | |
| Ducommun AeroStructures (DAS) | 5.9% | \$ 309,982 | \$ 292,759 | 41.5% | 50.4% |
| Ducommun LaBarge Technologies (DLT) | 51.7% | 437,055 | 288,155 | 58.5% | 49.6% |
| Total Net Sales | 28.6% | \$ 747,037 | \$ 580,914 | 100.0% | 100.0% |
| Segment Operating Income (Loss) ⁽¹⁾ | | | | | |
| Ducommun AeroStructures (DAS) | | \$ 28,792 | \$ 25,798 | 9.3% | 8.8% |
| Ducommun LaBarge Technologies (DLT) ⁽²⁾⁽⁵⁾ | | 40,698 | (33,390) | 9.3% | (11.6%) |
| | | 69,490 | (7,592) | | |
| Corporate General and Administrative Expenses ⁽³⁾⁽⁴⁾ | | (14,677) | (26,535) | (2.0%) | (4.6%) |
| Total Operating Income (Loss) | | \$ 54,813 | \$ (34,127) | 7.3% | (5.9%) |
| EBITDA ⁽¹⁾ | | | | | |
| Ducommun AeroStructures (DAS) | | | | | |
| Operating Income | | \$ 28,792 | \$ 25,798 | | |
| Depreciation and Amortization | | 10,313 | 9,953 | | |
| | | 39,105 | 35,751 | 12.6% | 12.2% |
| Ducommun LaBarge Technologies (DLT) | | | | | |
| Operating Income (Loss) ⁽²⁾ | | 40,698 | (33,390) | | |
| Depreciation and Amortization | | 18,934 | 11,445 | | |
| | | 59,632 | (21,945) | 13.6% | (7.6%) |
| Corporate General and Administrative Expenses ⁽³⁾⁽⁴⁾ | | (14,677) | (26,535) | | |
| Operating Loss | | (14,677) | (26,535) | | |
| Depreciation and Amortization | | 166 | 60 | | |
| | | (14,511) | (26,475) | | |
| EBITDA | | \$ 84,226 | \$ (12,669) | | |
| Adjusted EBITDA Excluding Goodwill Impairment | | | | | |
| Merger-related transaction expenses ⁽³⁾⁽⁴⁾ | | \$ 268 | \$ 12,394 | | |
| Merger-related change-in-control compensation expenses ⁽⁵⁾ | | 434 | 3,743 | | |
| Goodwill Impairment | | | 54,273 | | |
| | | 702 | 70,410 | | |

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| | | | | |
|---|-----------|-----------|-------|------|
| Adjusted EBITDA Excluding Goodwill Impairment | \$ 84,928 | \$ 57,741 | 11.4% | 9.9% |
|---|-----------|-----------|-------|------|

Capital Expenditures

| | | | | |
|-------------------------------------|------------------|------------------|--|--|
| Ducommun AeroStructures (DAS) | \$ 7,950 | \$ 8,798 | | |
| Ducommun LaBarge Technologies (DLT) | 7,809 | 5,454 | | |
| Corporate Administration | 54 | 284 | | |
| Total Capital Expenditures | \$ 15,813 | \$ 14,536 | | |

- (1) Before certain allocated corporate overhead.
- (2) Includes approximately \$54.3 million of goodwill impairment expense in the twelve months ended December 31, 2011.
- (3) Includes approximately \$0.3 million of merger-related transaction expenses in 2012 and \$12.4 million in 2011 related to the LaBarge Acquisition.
- (4) Includes investment banking, accounting, legal, tax and valuation expenses as a direct result of the LaBarge acquisition.
- (5) Includes approximately \$0.4 million in 2012 and \$3.7 million in 2011 of merger-related transaction costs resulting from a change-in-control provision for certain LaBarge key executives and employees arising in connection with the LaBarge Acquisition.

Ducommun AeroStructures (DAS)

DAS: The increase in sales in 2012 was due to higher net sales of large commercial aircraft and military helicopter products, partially offset by lower net sales of regional aircraft and military fixed wing products.

DAS: Segment operating income and EBITDA increased in 2012 primarily due to a higher proportion of net sales of higher margin products.

Table of Contents

Ducommun LaBarge Technologies (DLT)

DLT: Net sales in 2012 were up \$148.9 million over 2011. The increased net sales were primarily due to the full-year effect of incremental sales of \$148.8 million from the June 2011 LaBarge Acquisition. Net sales into the non-aerospace and defense end-use markets remain weak.

DLT: Segment operating income and EBITDA rose primarily due to \$72.6 million of increased operating income from full-year effect of the LaBarge Acquisition. The results for 2011 included a non-cash pre-tax charge of \$54.3 million for the impairment of goodwill.

Backlog

Backlog is subject to delivery delays or program cancellations, which are beyond our control. Backlog is affected by timing differences in the placement of customer orders and tends to be concentrated in several programs to a greater extent than our net sales. Backlog in non-aerospace and defense markets tends to be of a shorter duration and is generally fulfilled within a 3-month period. As a result of these factors, trends in our overall level of backlog may not be indicative of trends in our future net sales. Backlog reached record levels of \$656.6 million at December 31, 2012, compared to \$634.4 million at December 31, 2011, as shown in more detail below. The record level of backlog reflects strengthening primarily in military and space (defense technologies) and commercial aerospace end-use markets and decreases in our non-aerospace and defense end-use markets. Approximately \$407.8 million of total backlog is expected to be delivered during 2013.

Table of Contents

| | | (In thousands) | |
|---|---------------|-------------------------|----------------|
| | | Backlog at December 31, | |
| | Change | 2012 | 2011 |
| <u>Consolidated Ducommun</u> | | | |
| Military and space (defense technologies) | \$ 40,664 | \$ 253,419 | \$ 212,755 |
| Military and space (defense structures) | (25,281) | 116,473 | 141,754 |
| Commercial aerospace | 37,334 | 229,551 | 192,217 |
| Natural resources | (15,153) | 24,296 | 39,449 |
| Industrial | (9,403) | 16,987 | 26,390 |
| Medical and other | (7,918) | 15,875 | 23,793 |
| Total | \$ 20,243 | \$ 656,601 | \$ 636,358 |
| <u>Ducommun AeroStructures</u> | | | |
| Military and space (defense structures) | \$ (25,281) | \$ 116,473 | \$ 141,754 |
| Commercial aerospace | 32,592 | 203,625 | 171,033 |
| Total | \$ 7,311 | \$ 320,098 | \$ 312,787 |
| <u>Ducommun LaBarge Technologies</u> | | | |
| Military and space (defense technologies) | \$ 40,664 | \$ 253,419 | \$ 212,755 |
| Commercial aerospace | 4,742 | 25,926 | 21,184 |
| Natural resources | (15,153) | 24,296 | 39,449 |
| Industrial | (9,403) | 16,987 | 26,390 |
| Medical and other | (7,918) | 15,875 | 23,793 |
| Total | \$ 12,932 | \$ 336,503 | \$ 323,571 |

Table of Contents**2011 Compared to 2010**

The following table sets forth net sales, selected financial data as a percentage of net sales, the effective tax rate and diluted earnings (loss) per share:

| | (in thousands, except per share data) | | | |
|--|---------------------------------------|-------------------|------------|-------------------|
| | Years Ended December 31, | | % of | |
| | 2011 | % of Net Sales | 2010 | % of Net Sales |
| Net Sales | \$ 580,914 | 100.0% | \$ 408,406 | 100.0% |
| Cost of Sales | 474,978 | 81.8% | 328,260 | 80.4% |
| Gross Profit | 105,936 | 18.2% | 80,146 | 19.6% |
| Selling, General and Administrative Expenses | 85,790 | 14.8% | 53,678 | 13.1% |
| Goodwill Impairment | 54,273 | 9.3% | | |
| Interest Expense | 18,198 | 3.1% | 1,805 | 0.4% |
| Income (Loss) Before Taxes | (52,325) | (9.0%) | 24,663 | 6.0% |
| Income Tax Expense (Benefit) | (4,742) | nm | 4,855 | nm |
| Net Income (Loss) | (47,583) | (8.2%) | 19,808 | 4.9% |
| Effective Tax Rate (Benefit) | (9.1%) | nm | 19.7% | nm |
| Diluted Earnings (Loss) Per Share | \$ (4.52) | nm | \$ 1.87 | nm |

nm = not meaningful

Net Sales by End-Use Market and Operating Segment

Net sales by end-use market and operating segment during 2011 and 2010, respectively, were as follows:

| | Change | (In thousands) | | | |
|--|------------|---------------------------------------|------------|----------------|--------|
| | | Years Ended December 31, Net Sales | | % of Net Sales | |
| | | 2011 | 2010 | 2011 | 2010 |
| Consolidated Ducommun | | | | | |
| Military and space (defense technologies) | \$ 51,445 | \$ 166,559 | \$ 115,114 | 28.7% | 28.2% |
| Military and space (defense structures) | 3,552 | 132,923 | 129,371 | 22.9% | 31.7% |
| Commercial aerospace | 22,145 | 186,066 | 163,921 | 32.0% | 40.1% |
| Natural resources | 35,322 | 35,322 | | 6.1% | 0.0% |
| Industrial | 36,751 | 36,751 | | 6.3% | 0.0% |
| Medical & other | 23,293 | 23,293 | | 4.0% | 0.0% |
| Total | \$ 172,508 | \$ 580,914 | \$ 408,406 | 100.0% | 100.0% |
| Ducommun AeroStructures (DAS) | | | | | |
| Military and space (defense structures) | \$ 3,552 | \$ 132,923 | \$ 129,371 | 45.4% | 47.6% |
| Commercial aerospace | 17,635 | 159,836 | 142,201 | 54.6% | 52.4% |
| Total | \$ 21,187 | \$ 292,759 | \$ 271,572 | 100.0% | 100.0% |
| Ducommun LaBarge Technologies (DLT) | | | | | |
| Military and space (defense technologies) | \$ 51,445 | \$ 166,559 | \$ 115,114 | 57.8% | 84.1% |
| Commercial aerospace | 4,510 | 26,230 | 21,720 | 9.1% | 15.9% |
| Natural resources | 35,322 | 35,322 | | 12.3% | 0.0% |
| Industrial | 36,751 | 36,751 | | 12.8% | 0.0% |

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| | | | | | |
|-----------------|------------|------------|------------|--------|--------|
| Medical & other | 23,293 | 23,293 | | 8.1% | 0.0% |
| Total | \$ 151,321 | \$ 288,155 | \$ 136,834 | 100.0% | 100.0% |

Net sales during 2011 increased \$172.5 million, or 42.2%, over 2010 to \$580.9 million, primarily reflecting net sales of \$175.4 million from the LaBarge Acquisition.

Table of Contents

Net Sales to Top Customers

We had substantial sales to Boeing, Raytheon, United Technologies, Spirit AeroSystems and Owens-Illinois in 2011. See Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements 15. Major Customers and Concentration of Credit Risk for further information.

Table of Contents

Cost of Sales and Gross Profit

Gross profit margins vary considerable by contract. Gross profit dollars in 2011 rose over 2010 primarily due to the increased gross profit from the LaBarge Acquisition. Gross profit percentages were lower in 2011 primarily due to new business start-up costs of \$8.8 million, or 2.3 percentage points on sales of \$21.7 million, compared to \$5.0 million, or 1.8 percentage points on sales of \$10.5 million in 2010 at DAS, a higher proportion of net sales of lower margin products, and inventory step-up write-off related to the LaBarge Acquisition in 2011.

Selling, General and Administrative Expenses

The SG&A expenses increased in 2011 primarily due to SG&A expenses from the newly acquired LaBarge organization of \$19.9 million (including \$4.0 million for amortization of intangibles), and approximately \$16.1 million of merger-related expenses incurred in 2011 related to the LaBarge Acquisition.

Goodwill Impairment

A pre-tax non-cash goodwill impairment charge of \$54.3 million was recorded by the DLT reportable operating segment in the fourth quarter of 2011, driven by a decline in our market value as of December 31, 2011, following the LaBarge Acquisition, which has since recovered, and a softening defense market. For further information, see Critical Accounting Policies Goodwill and Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 4. Goodwill and Other Intangible Assets.

Interest Expense

Interest expense increased due to higher levels of debt incurred in June 2011 related to financing the LaBarge Acquisition. For further information, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 7. Long-Term Debt Senior Secured Term Loan and Senior Secured Revolving Credit Facility (Credit Facilities) and Senior Notes.

Income Tax Expense

Income tax expense decreased in 2011 compared to 2010 primarily due to lower income before taxes and higher benefits related to research and development credits, partially offset by non-deductible expenses related to the DLT goodwill impairment charge and various other expenses related to the LaBarge Acquisition.

Net Loss

Due to a goodwill impairment charge, merger-related expenses and higher interest expenses, we had a net loss of \$47.6 million, or \$4.52 per diluted share for 2011, compared to net income of \$19.8 million, or \$1.87 per diluted share for 2010. The results for 2011 included an after-tax goodwill impairment charge and merger-related expenses (including cost of sales relating to the write-up of inventory from the LaBarge Acquisition) of \$3.15 and \$2.77 per diluted share, respectively. Excluding the impairment charge and the merger-related expenses, net income would have been \$14.9 million, or \$1.40 per diluted share.

Table of Contents

Business Segment Performance

We report our financial performance based upon the two reportable operating segments; DAS and DLT. The results of operations differ between our reportable operating segments due to differences in competitors, customers, extent of proprietary deliverables and performance. The following table summarizes our business segment performance for 2011 and 2010.

| | % | (In thousands) | | % | % |
|---|--------|--------------------------|------------|--------------|--------------|
| | Change | Years Ended December 31, | | of Net Sales | of Net Sales |
| | | 2011 | 2010 | 2011 | 2010 |
| Net Sales | | | | | |
| Ducommun AeroStructures (DAS) | 7.8% | \$ 292,759 | \$ 271,572 | 50.4% | 66.5% |
| Ducommun LaBarge Technologies (DLT) | 110.6% | 288,155 | 136,834 | 49.6% | 33.5% |
| Total Net Sales | 42.2% | \$ 580,914 | \$ 408,406 | 100.0% | 100.0% |
| Segment Operating Income (Loss) ⁽¹⁾ | | | | | |
| Ducommun AeroStructures (DAS) | | \$ 25,798 | \$ 28,738 | 8.8% | 10.6% |
| Ducommun LaBarge Technologies (DLT) ⁽²⁾⁽⁶⁾ | | (33,390) | 13,151 | (11.6%) | 9.6% |
| | | (7,592) | 41,889 | | |
| Corporate General and Administrative Expenses ⁽³⁾⁽⁵⁾ | | (26,535) | (15,421) | (4.6%) | (3.8%) |
| Total Operating Income (Loss) | | \$ (34,127) | \$ 26,468 | (5.9%) | 6.5% |
| EBITDA ⁽¹⁾ | | | | | |
| Ducommun AeroStructures (DAS) | | | | | |
| Operating Income | | \$ 25,798 | \$ 28,738 | | |
| Depreciation and Amortization | | 9,953 | 9,666 | | |
| | | 35,751 | 38,404 | 12.2% | 14.1% |
| Ducommun LaBarge Technologies (DLT) | | | | | |
| Operating Income (Loss) ⁽²⁾ | | (33,390) | 13,151 | | |
| Depreciation and Amortization | | 11,445 | 3,880 | | |
| | | (21,945) | 17,031 | (7.6%) | 12.4% |
| Corporate General and Administrative Expenses ⁽³⁾⁽⁴⁾⁽⁵⁾ | | | | | |
| Operating Loss | | (26,535) | (15,421) | | |
| Depreciation and Amortization | | 60 | 51 | | |
| | | (26,475) | (15,370) | | |
| EBITDA | | \$ (12,669) | \$ 40,065 | | |
| Adjusted EBITDA Excluding Goodwill Impairment | | | | | |
| Merger-related transaction expenses ⁽³⁾⁽⁵⁾ | | \$ 12,394 | \$ | | |
| Merger-related change-in-control compensation expenses ⁽⁶⁾ | | 3,743 | | | |
| Goodwill Impairment | | 54,273 | | | |
| | | 70,410 | | | |

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| | | | | |
|---|-----------|-----------|------|------|
| Adjusted EBITDA Excluding Goodwill Impairment | \$ 57,741 | \$ 40,065 | 9.9% | 9.8% |
|---|-----------|-----------|------|------|

Capital Expenditures

| | | |
|-------------------------------------|------------------|-----------------|
| Ducommun AeroStructures (DAS) | \$ 8,798 | \$ 5,150 |
| Ducommun LaBarge Technologies (DLT) | 5,454 | 1,904 |
| Corporate Administration | 284 | 52 |
| Total Capital Expenditures | \$ 14,536 | \$ 7,106 |

Table of Contents

- (1) Before certain allocated corporate overhead.
- (2) Includes approximately \$54.3 million of goodwill impairment expense in the twelve months ended December 31, 2011.
- (3) Includes approximately \$12.4 million of merger-related transaction expenses in 2011 related to the LaBarge Acquisition.
- (4) Certain expenses, previously incurred by the operating units, are now included in the corporate general and administrative expenses as a result of the Company's organizational changes.
- (5) Includes investment banking, accounting, legal, tax and valuation expenses as a direct result of the LaBarge Acquisition.
- (6) Includes approximately \$3.7 million in 2011 of merger-related transaction costs resulting from a change-in-control provision for certain LaBarge key executives and employees arising in connection with the LaBarge Acquisition.

Ducommun AeroStructures (DAS)

DAS: Net sales rose by 7.8% to \$292.8 million, primarily due to increased net sales in commercial aerospace for large commercial aircraft and regional jet programs.

DAS: Segment operating income and EBITDA were lower primarily due to new business start-up costs of \$8.8 million, or 1.7% points on sales of \$21.7 million in 2011, compared to \$4.9 million, or 1.4% points on sales of \$10.4 million in 2010; and a higher proportion of lower margin products. In addition, operating income and EBITDA for 2010 were favorably impacted by an adjustment to operating expenses of \$1.3 million, or 0.3% points, relating to the reversal of certain accounts payable accruals.

Table of Contents**Ducommun LaBarge Technologies (DLT)**

DLT: Net sales rose by 110.6% to \$288.2 million, primarily due to \$175.4 million in sales from the LaBarge Acquisition, partially offset by lower revenues from engineering services and legacy Ducommun DTI manufacturing business.

DLT: Segment operating income and EBITDA, including goodwill impairment, were lower as a result of the impairment of goodwill of \$54.3 million and lower engineering services operating income, partially offset by the added operating income from the LaBarge Acquisition.

LIQUIDITY AND CAPITAL RESOURCES**Available Liquidity**

Total debt, the weighted-average interest rate, cash and cash equivalents and available credit facilities were as follows:

| | (In millions) | |
|---|---------------|----------|
| | December 31, | |
| | 2012 | 2011 |
| Total debt, including long-term portion | \$ 365.7 | \$ 392.2 |
| Weighted-average interest rate on debt | 7.82% | 7.66% |
| Cash and cash equivalents | \$ 46.5 | \$ 41.4 |
| Unused Revolving Credit Facility | \$ 58.4 | \$ 58.0 |

In 2012, we began our plan to de-lever the balance sheet and reduced our Term Loan to \$162.6 million at December 31, 2012, from \$190.0 million at December 31, 2011, by making voluntary principal pre-payments totaling \$25.0 million, eliminating all required quarterly principal payments going forward. We expect to pay down \$25.0 million to \$30.0 million on the Term Loan in 2013.

The Revolving Credit Facility matures on June 28, 2016, and the Term Loan matures on June 30, 2017. Interest on the Term Loan was 5.5% at December 31, 2012. The Revolving Credit Facility and Term Loan covenants require EBITDA of more than \$50.0 million and a maximum leverage ratio under certain circumstances, as well as annual limitations on capital expenditures and limitations on future disposition of property, investments, acquisitions, repurchase of stock, dividends, and outside indebtedness. At December 31, 2012, we were in compliance with all covenants. Capital expenditures for 2012 were \$15.8 million, well below the maximum allowed under the Credit Facility of \$27.0 million for the year. At December 31, 2012, there were no amounts outstanding that would have triggered the leverage ratio covenant. The leverage ratio covenant becomes increasingly restrictive in future periods and will require us to continue to reduce our debt or increase EBITDA.

Table of Contents

The Notes bear interest of 9.75% per annum, payable semi-annually on January 15 and July 15 of each year, beginning in 2012. The Notes mature on July 15, 2018, at which time the entire principal amount is due. In addition, \$3.0 million is due on December 23, 2013 on our promissory note issued in connection with the DAS-New York acquisition. See Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 7. Long-Term Debt for further information related to long-term debt.

We expect to spend a total of approximately \$15.0 million for capital expenditures in 2013 financed by cash generated from operations, approximately the same as 2012, principally to support new contract awards at DAS and DLT. As part of our strategic plan to become a Tier 2 supplier, additional up-front investment in tooling will be required for newer programs which have higher engineering content and higher levels of complexity in assemblies.

We believe the ongoing aerospace and defense subcontractor consolidation makes acquisitions an increasingly important component of our future growth. We will continue to make prudent acquisitions and capital expenditures for manufacturing equipment and facilities to support long-term contracts for commercial and military aircraft and defense programs. In addition, we will continue to invest to grow our non-aerospace and defense end-use markets.

We continue to depend on operating cash flow and the availability of our Revolving Credit Facility to provide short-term liquidity. Cash generated from operations and bank borrowing capacity is expected to provide sufficient liquidity to meet our obligations during the next twelve months.

Cash Flow Summary

Net cash provided by (used in) operating activities for 2012, 2011, and 2010 was \$47.5 million, (\$3.0) million and \$26.5 million, respectively. Net cash provided by operating activities in 2012 compared to 2011 reflects higher net income, better working capital management, primarily in inventory, and improved operating efficiency. Net cash used in operating activities for 2011 was impacted by lower net income, an increase in accounts receivables, primarily related to the timing of billings to customers and extension of payments by the customers, an increase in inventory, primarily related to work-in-process for production jobs scheduled to ship in 2012 and afterward, payments of accounts payable, and payments in 2011 for expenses recorded in accrued liabilities in 2010. Net cash used in operating activities for 2011 was also negatively impacted by \$25.6 million of merger-related expenses related to the LaBarge Acquisition.

Net cash used in investing activities for 2011 of \$339.8 million included \$325.3 million for the LaBarge Acquisition and \$0.4 million for the acquisition of certain assets of Foam Matrix. Capital expenditures to support new contract awards at DLT and DAS were comparable in 2012 and 2011.

Net cash used in financing activities in 2012 of \$26.7 million included \$25.0 million of voluntary principal pre-payments on the Term Loan. Net cash provided by financing activities for 2011 of \$374.0 million included approximately \$390.0 million of borrowings, primarily to finance the LaBarge Acquisition, \$1.3 million of repayment of Notes, Term Loan and Revolving Credit Facility debt, and \$14.0 million of debt issue cost paid, also related to the LaBarge Acquisition.

Table of Contents**Contractual Obligations**

A summary of our contractual obligations at December 31, 2012 was as follows:

| | Total | Less Than 1 Year | Payments Due by Period | | More Than 5 Years |
|---|------------|---------------------|------------------------|------------|----------------------|
| | | | 1-3 Years | 3-5 Years | |
| Long-term debt | \$ 365,744 | \$ 3,042 | \$ 52 | \$ 162,650 | \$ 200,000 |
| Future interest on notes payable and long-term debt | 157,972 | 28,719 | 57,138 | 52,615 | 19,500 |
| Operating leases | 15,587 | 6,014 | 5,844 | 2,802 | 927 |
| Pension liability | 16,475 | 1,592 | 2,996 | 3,153 | 8,734 |
| Liabilities related to uncertain tax position | 1,754 | 317 | 1,001 | 436 | |
| Total | \$ 557,532 | \$ 39,684 | \$ 67,031 | \$ 221,656 | \$ 229,161 |

We have estimated that the fair value of our indemnification obligations as insignificant based upon our history with such obligations and insurance coverage and have included no such obligation in the table above.

Our ultimate liability with respect to groundwater contamination at certain DAS facilities will depend upon a number of factors, including changes in existing laws and regulations, the design and cost of construction, operation and maintenance activities, and the allocation of liability among potentially responsible parties. The above table does not include obligations related to these matters. For additional information, see Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 14. Contingencies.

Off-Balance Sheet Arrangements

Our off-balance sheet arrangements consist of operating leases and indemnities.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are those accounting policies that can have a significant impact on the presentation of our financial condition and results of operations and that require the use of subjective estimates based upon past experience and management's judgment. Because of the uncertainty inherent in such estimates, actual results may differ from these estimates. Below are those policies applied in preparing our financial statements that management believes are the most dependent on the application of estimates and assumptions. For additional accounting policies, see Note 1 of Notes to Consolidated Financial Statements.

Revenue Recognition

Except as described below, we recognize revenue, including revenue from products sold under long-term contracts, when persuasive evidence of an arrangement exists, the price is fixed or determinable, collection is reasonably assured and delivery of products has occurred or services have been rendered.

We have a significant number of contracts for which net sales are accounted for under the percentage-of-completion method using the units of delivery as the measure of completion. The percentage-of-completion method requires the use of assumptions and estimates related to the contract value, the total cost at completion, and measurement of progress toward completion. These contracts are primarily fixed-price contracts that vary widely in terms of size, length of

Table of Contents

performance period and expected gross profit margins.

We also recognize revenue on the sale of services (including prototype products) based on the type of contract: time and materials, cost-plus reimbursement and firm-fixed price. Revenue is recognized (i) on time and materials contracts as time is spent at hourly rates, which are negotiated with customers, plus the cost of any allowable materials and out-of-pocket expenses, (ii) on cost-plus reimbursement contracts based on direct and indirect costs incurred plus a negotiated profit calculated as a percentage of cost, a fixed amount or a performance-based award fee, and (iii) on fixed-price contracts on the percentage-of-completion method measured by the percentage of costs incurred to estimated total costs.

Provision for Estimated Losses on Contracts

We record provisions for total anticipated losses on contracts considering total estimated costs to complete the contract compared to total anticipated revenues in the period in which such losses are identified. The provisions for estimated losses on contracts require management to make certain estimates and assumptions, including those with respect to the future revenue under a contract and the future cost to complete the contract. Management's estimate of the future cost to complete a contract may include assumptions as to improvements in manufacturing efficiency and reductions in operating and material costs. If any of these or other assumptions and estimates do not materialize in the future, we may be required to record additional provisions for estimated losses on contracts.

Goodwill

Our business acquisitions have resulted in the recognition of goodwill. Goodwill is not amortized but is subject to annual impairment tests (in the fourth quarter for us) and between annual tests, if events indicate it is more likely than not that the fair value of a reporting unit is less than its carrying value.

A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include deterioration in general economic conditions, negative developments in equity and credit markets, adverse changes in the markets in which we operate, increases in costs that have a negative effect on earnings and cash flows, or a trend of negative or declining cash flows over multiple periods, among others.

Goodwill is allocated at the reporting unit level, which is defined as an operating segment or one level below an operating segment. We have three reporting units; DAS, DLT and Miltec. The application of the goodwill impairment test requires significant judgment, including the identification of the reporting units, and the determination of both the carrying value and the fair value of the reporting units. The carrying value of each reporting unit is determined by assigning the assets and liabilities, including existing goodwill, to those reporting units. The determination of the fair value of each reporting unit requires significant judgment, including our estimation of future cash flows, which is dependent upon internal forecasts, estimation of the long-term rate of growth of our businesses, estimation of the useful lives of the assets which will generate the cash flows, determination of our weighted-average cost of capital and other factors. The estimates and assumptions used to calculate the fair value of a reporting unit may change from period to period based upon actual operating results, market conditions and our view of the future trends. The estimates and assumptions used to determine whether impairment exists and determine the amount of such impairment, if any, are subject to a high degree of uncertainty. The estimated fair value of a reporting unit would change materially if different assumptions and estimates were used.

Table of Contents

Goodwill is tested for impairment utilizing a two-step method. In the first step, we determine the fair value of the reporting unit using expected future discounted cash flows. We also use market valuation approaches, considering comparable Company revenue and EBITDA multiples to corroborate our results. If the carrying value of the reporting unit exceeds its fair value, we then perform the second step of the impairment test to measure the amount of the impairment loss, if any. The second step requires fair valuation of all the reporting unit's assets and liabilities in a manner similar to a purchase price allocation, with any residual fair value being allocated to goodwill. This residual fair value of goodwill is then compared to the carrying value to determine impairment. An impairment charge will be recognized only when the estimated fair value of a reporting unit, including goodwill, is less than its carrying value.

We conducted our annual goodwill impairment test on December 31, 2012 and concluded goodwill was not impaired. In the annual goodwill impairment test conducted on December 31, 2011, we recorded an impairment charge of \$54.3 million for the DLT reporting unit, driven by a decline in our market value, which has since recovered, and a softening defense market. As of December 31, 2012, the date of the most recent annual impairment test, the DAS, DLT, and Miltec reporting units had \$57.2 million, \$96.3 million, and \$8.4 million of recorded goodwill, respectively. As of December 31, 2012, the fair value of the DAS, DLT and Miltec reporting units exceeded their carrying values by 9%, 25% and 16% respectively. Key assumptions used in determining the fair value of the DAS reporting unit under the discounted cash flow method included a discount rate of 12%, projected average revenue growth rates of 3.2% and terminal value growth rate of 3.2%. In determining the appropriate discount rate, we considered the weighted-average cost of capital for each reporting unit which, among other factors, considers the cost of common equity capital and the marginal cost of debt of market participants.

Other Intangible Assets

We amortize purchased other intangible assets with finite lives over the estimated economic lives of the assets, ranging from one to eighteen years generally using the straight-line method. The value of other intangibles acquired through business combinations has been estimated using present value techniques which involve estimates of future cash flows. Actual results could vary, potentially resulting in impairment charges.

We review our indefinite-lived intangible asset for impairment on an annual basis (in the fourth quarter for us) or when events or changes in circumstances indicate that the carrying value of our intangible asset may not be recoverable. We may first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. Impairment indicators include, but are not limited to, cost factors, financial performance, adverse legal or regulatory developments, industry and market conditions and general economic conditions. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, we would recognize an impairment loss in the amount of such excess. We conducted our annual impairment test on December 31, 2012 and determined the indefinite-lived intangible asset was not impaired.

Accounting for Stock-Based Compensation

We use a Black-Scholes valuation model in determining the stock-based compensation expense for options, net of an estimated forfeiture rate, on a straight-line basis over the requisite service period of the award. We have one award population with an option vesting term of four years. We estimated the forfeiture rate based on our historic experience. The Black-Scholes valuation model requires assumptions and judgments regarding stock price volatility, risk-free interest rates, expected options terms, and options that are expected to be forfeited. Management's estimates could differ from actual results.

For performance and restricted stock units, we calculate compensation expense, net of an estimated forfeiture rate, on a straight line basis over the requisite service/performance period of the awards. The performance stock units vest based on a three-year cumulative performance cycle. The restricted stock units, vest over various periods of time ranging from one to three years. We estimate the forfeiture rate based on our historic experience.

Table of Contents

Inventories

Inventories are stated at the lower of cost or market, cost being determined on a first-in, first-out basis. Market value for raw materials is based on replacement costs and is based on net realizable value for other inventory classifications. Inventoried costs include raw materials, outside processing, direct labor and allocated overhead, adjusted for any abnormal amounts of idle facility expense, freight, handling costs and wasted materials (spoilage) incurred. Costs under long-term contracts are accumulated into, and removed from, inventory on the same basis as other contracts. We assess the inventory carrying value and reduce it, if necessary, to its net realizable value based on customer orders on hand, and internal demand forecasts using management's best estimates given information currently available. Our customer demand can fluctuate significantly caused by factors beyond our control. We maintain an allowance for potentially excess and obsolete inventories and inventories that are carried at costs that are higher than their estimated net realizable values. If market conditions are less favorable than those projected by management, such as an unanticipated decline in demand and not meeting expectations, inventory write-downs may be required.

Environmental Liabilities

Environmental liabilities are recorded when environmental assessments and/or remedial efforts are probable and costs can be reasonably estimated. Generally, the timing of these accruals coincides with the completion of a feasibility study or our commitment to a formal plan of action. Further, we review and update our environmental accruals as circumstances change and/or additional information is obtained that reasonably could be expected to have a meaningful effect on the outcome of a matter or the estimated cost thereof.

Recent Accounting Pronouncements

See Part II, Item 8. Ducommun Incorporated and Subsidiaries Notes to Consolidated Financial Statements Note 1. Summary of Significant Accounting Policies Recent Accounting Pronouncements for further information.

Table of Contents

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our main market risk exposure relates to changes in U.S. interest rates on our outstanding long-term debt. At December 31, 2012, we had borrowings of \$162.6 million under our Term Loan which bears interest, at our option, at a rate equal to either an alternate base rate or an adjusted LIBOR rate for a one-, two-, three-, or six-month interest period chosen by us, plus an applicable margin percentage. This LIBOR rate has a floor of 1.25%, and a margin of 4.25%. A hypothetical 10% increase or decrease in the interest rate would have an immaterial impact on our financial condition and results of operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data together with the report thereon of PricewaterhouseCoopers LLP listed in the index at Item 15(a) 1 and 2 are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's chief executive officer and chief financial officer have concluded, based on an evaluation of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)), that such disclosure controls and procedures were effective as of the end of the period covered by this report.

Internal Control over Financial Reporting

Management's report on the Company's internal control over financial reporting as of December 31, 2012 is included under Item 15(a)(1) of this Annual Report on Form 10-K.

Table of Contents

Changes in Internal Control over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the three months ended December 31, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

Table of Contents

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors of the Registrant

The information under the caption Election of Directors in the 2013 Proxy Statement is incorporated herein by reference.

Executive Officers of the Registrant

The information under the caption Executive Officers of the Registrant in the 2013 Proxy Statement is incorporated herein by reference.

Audit Committee and Audit Committee Financial Expert

The information under the caption Committees of the Board of Directors relating to the Audit Committee of the Board of Directors in the 2013 Proxy Statement is incorporated herein by reference.

Compliance with Section 16(a) of the Exchange Act

The information under the caption Section 16(a) Beneficial Ownership Reporting Compliance in the 2013 Proxy Statement is incorporated herein by reference.

Code of Ethics

The information under the caption Code of Ethics in the 2013 Proxy Statement is incorporated herein by reference.

Changes to Procedures to Recommend Nominees

There have been no material changes to the procedures by which security holders may recommend nominees to the Company's Board of Directors since the date of the Company's last proxy statement.

ITEM 11. EXECUTIVE COMPENSATION

The information under the captions Compensation of Executive Officers, Compensation of Directors, Compensation Committee Interlocks and Insider Participation and Compensation Committee Report in the 2013 Proxy Statement is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information under the caption Security Ownership of Certain Beneficial Owners and Management in the 2013 Proxy Statement is incorporated herein by reference.

Table of Contents

Securities Authorized for Issuance under Equity Compensation Plan Plans

The following table provides information about our compensation plans under which equity securities are authorized for issuance.

| | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) | Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b) | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)(c)(2) |
|---|---|--|--|
| Equity Compensation Plans | | | |
| Approved by security holders ⁽¹⁾ | 1,216,290 | \$ 9.810 | 78,350 |
| Not approved by security holders | | | |
| Total | 1,216,290 | | 78,350 |

(1) The number of securities to be issued consists of 1,026,588 for stock options, 78,702 for restricted stock option units and 111,000 for performance stock units at target. The weighted average exercise price applies only to the stock options.

(2) Awards are not restricted to any specified form or structure and may include, without limitation, sales or bonuses of stock, restricted stock, stock options, reload stock options, stock purchase warrants, other rights to acquire stock, securities convertible into or redeemable for stock, stock appreciation rights, limited stock appreciation rights, phantom stock, dividend equivalents, performance units or performance shares, and an award may consist of one such security or benefit, or two or more of them in tandem or in alternative.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information under the caption Election of Directors in the 2013 Proxy Statement is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information under the caption Principal Accountant Fees and Services contained in the 2013 Proxy Statement is incorporated herein by reference.

Table of Contents

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements

The following consolidated financial statements of Ducommun Incorporated and subsidiaries, are incorporated by reference in Item 8 of this report.

| | Page |
|--|---------|
| <u>Management's Report on Internal Control over Financial Reporting</u> | 59 |
| <u>Report of Independent Registered Public Accounting Firm</u> | 60 - 61 |
| <u>Consolidated Statements of Operations - Years Ended December 31, 2012, 2011 and 2010</u> | 62 |
| <u>Consolidated Statements of Comprehensive Income (Loss) - Years Ended December 31, 2012, 2011 and 2010</u> | 63 |
| <u>Consolidated Balance Sheets - December 31, 2012 and 2011</u> | 64 |
| <u>Consolidated Statements of Changes in Shareholders' Equity - Years Ended December 31, 2012, 2011 and 2010</u> | 65 |
| <u>Consolidated Statements of Cash Flows - Years Ended December 31, 2012, 2011 and 2010</u> | 66 |
| <u>Notes to Consolidated Financial Statements</u> | 67 |
| <u>Supplemental Quarterly Financial Data (Unaudited)</u> | 93 |

2. Financial Statement Schedule

The following schedule for the years ended December 31, 2012, 2011 and 2010 is filed herewith:

Schedule II - Valuation and Qualifying Accounts —

All other schedules have been omitted because they are not applicable, not required, or the information has been otherwise supplied in the financial statements or notes thereto.

3. Exhibits

See Item 15(b) for a list of exhibits. —

Signatures —

Table of Contents

Management's Report on Internal Control over Financial Reporting

Management of Ducommun Incorporated (the Company) is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

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

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2012. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2012.

PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting as stated in the report which appears immediately following this Management's Report on Internal Control over Financial Reporting.

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Ducommun Incorporated:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Ducommun Incorporated and its subsidiaries at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 15(a)(1). Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Table of Contents

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

/s/ PricewaterhouseCoopers LLP

Los Angeles, California

March 4, 2013

Table of Contents**Ducommun Incorporated****Consolidated Statements of Operations**

(In thousands, except per share amounts)

| | Years Ended December 31, | | |
|---|--------------------------|-------------|------------|
| | 2012 | 2011 | 2010 |
| Sales and Service Revenues | | | |
| Product sales | \$ 716,417 | \$ 552,408 | \$ 367,563 |
| Service revenues | 30,620 | 28,506 | 40,843 |
| Net Sales | 747,037 | 580,914 | 408,406 |
| Operating Costs and Expenses | | | |
| Cost of product sales | 580,999 | 453,473 | 296,104 |
| Cost of service revenues | 24,586 | 21,505 | 32,156 |
| Selling, general and administrative expenses | 86,639 | 85,790 | 53,678 |
| Goodwill impairment | | 54,273 | |
| Total Operating Costs and Expenses | 692,224 | 615,041 | 381,938 |
| Operating Income (Loss) | 54,813 | (34,127) | 26,468 |
| Interest Expense | 32,798 | 18,198 | 1,805 |
| Income (Loss) Before Taxes | 22,015 | (52,325) | 24,663 |
| Income Tax Expense (Benefit) | 5,578 | (4,742) | 4,855 |
| Net Income (Loss) | \$ 16,437 | \$ (47,583) | \$ 19,808 |
| Earnings Per Share | | | |
| Basic earnings (loss) per share | \$ 1.55 | \$ (4.52) | \$ 1.89 |
| Diluted earnings (loss) per share | \$ 1.55 | \$ (4.52) | \$ 1.87 |
| Weighted-Average Number of Common Shares Outstanding | | | |
| Basic | 10,580 | 10,536 | 10,488 |
| Diluted | 10,628 | 10,621 | 10,596 |

See accompanying notes to consolidated financial statements.

Table of Contents**Ducommun Incorporated****Consolidated Statements of Comprehensive Income (Loss)**

(In thousands)

| | Years Ended December 31, | | |
|--|--------------------------|-------------|-----------|
| | 2012 | 2011 | 2010 |
| Net Income (Loss) | \$ 16,437 | \$ (47,583) | \$ 19,808 |
| Other Comprehensive Income (Loss) | | | |
| Equity adjustment for pension liability, net of tax expense (benefit) of (\$127), (\$2,503) and \$29 for 2012, 2011 and 2010, respectively | (143) | (4,223) | 44 |
| Reclassification adjustment for cash flow hedge mark-to-market adjustment, net of tax expense of \$244 for 2010 | | | 408 |
| Other Comprehensive Income (Loss) | (143) | (4,223) | 452 |
| Comprehensive Income (Loss) | \$ 16,294 | \$ (51,806) | \$ 20,260 |

See accompanying notes to consolidated financial statements.

Table of Contents**Ducommun Incorporated****Consolidated Balance Sheets**

(In thousands, except share and per share data)

| | December 31, | |
|---|-------------------|-------------------|
| | 2012 | 2011 |
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 46,537 | \$ 41,449 |
| Accounts receivable (less allowance for doubtful accounts of \$566 and \$488) | 97,300 | 96,174 |
| Unbilled receivables | 3,556 | 3,286 |
| Inventories | 148,318 | 154,503 |
| Production cost of contracts | 17,960 | 18,711 |
| Deferred income taxes | 10,459 | 12,020 |
| Other current assets | 10,441 | 14,648 |
| Total Current Assets | 334,571 | 340,791 |
| Property and Equipment, Net | 98,383 | 98,477 |
| Goodwill | 161,940 | 163,845 |
| Intangibles, Net | 176,356 | 187,854 |
| Other Assets | 13,824 | 17,120 |
| Total Assets | \$ 785,074 | \$ 808,087 |
| Liabilities and Shareholders' Equity | | |
| Current Liabilities | | |
| Current portion of long-term debt | \$ 3,042 | \$ 1,960 |
| Accounts payable | 52,578 | 60,675 |
| Accrued liabilities | 52,716 | 53,823 |
| Total Current Liabilities | 108,336 | 116,458 |
| Long-Term Debt, Less Current Portion | 362,702 | 390,280 |
| Deferred Income Taxes | 67,808 | 72,043 |
| Other Long-Term Liabilities | 23,553 | 25,022 |
| Total Liabilities | 562,399 | 603,803 |
| Commitments and Contingencies | | |
| Shareholders' Equity | | |
| Common stock - \$0.01 par value; authorized 35,000,000 shares; issued 10,738,065 shares in 2012 and 10,683,863 shares in 2011 | 107 | 107 |
| Treasury stock - held in treasury 143,300 shares in 2012 and 2011 | (1,924) | (1,924) |
| Additional paid-in capital | 66,475 | 64,378 |
| Retained earnings | 165,485 | 149,048 |
| Accumulated other comprehensive loss | (7,468) | (7,325) |
| Total Shareholders' Equity | 222,675 | 204,284 |
| Total Liabilities and Shareholders' Equity | \$ 785,074 | \$ 808,087 |

See accompanying notes to consolidated financial statements.

Table of Contents**Ducommun Incorporated****Consolidated Statements of Changes in Shareholders' Equity**

(In thousands, except share data)

| | Shares Outstanding | Common Stock | Treasury Stock | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total Shareholders' Equity |
|--|-----------------------|-----------------|-------------------|----------------------------------|----------------------|---|----------------------------------|
| Balance at December 31, 2009 | 10,450,426 | \$ 106 | \$ (1,924) | \$ 58,498 | \$ 180,760 | \$ (3,554) | \$ 233,886 |
| Net income | | | | | 19,808 | | 19,808 |
| Other comprehensive income, net of tax | | | | | | 452 | 452 |
| Cash dividends | | | | | (3,147) | | (3,147) |
| Stock options exercised | 77,156 | | | 769 | | | 769 |
| Stock repurchased related to the exercise of stock options | (20,439) | | | (404) | | | (404) |
| Stock based compensation | | | | 2,517 | | | 2,517 |
| Income tax benefit related to the exercise of nonqualified stock options | | | | 304 | | | 304 |
| Balance at December 31, 2010 | 10,507,143 | \$ 106 | \$ (1,924) | \$ 61,684 | \$ 197,421 | \$ (3,102) | \$ 254,185 |
| Net loss | | | | | (47,583) | | (47,583) |
| Other comprehensive loss, net of tax | | | | | | (4,223) | (4,223) |
| Cash dividends | | | | | (790) | | (790) |
| Stock options exercised | 96,605 | 1 | | 1,552 | | | 1,553 |
| Stock repurchased related to the exercise of stock options | (63,185) | | | (1,497) | | | (1,497) |
| Stock based compensation | | | | 2,363 | | | 2,363 |
| Income tax benefit related to the exercise of nonqualified stock options | | | | 276 | | | 276 |
| Balance at December 31, 2011 | 10,540,563 | \$ 107 | \$ (1,924) | \$ 64,378 | \$ 149,048 | \$ (7,325) | \$ 204,284 |
| Net income | | | | | 16,437 | | 16,437 |
| Other comprehensive loss, net of tax | | | | | | (143) | (143) |
| Stock options exercised | 69,498 | | | | | | |
| Stock repurchased related to the exercise of stock options | (15,296) | | | (186) | | | (186) |
| Stock based compensation | | | | 1,959 | | | 1,959 |
| Income tax benefit related to the exercise of nonqualified stock options | | | | 324 | | | 324 |
| Balance at December 31, 2012 | 10,594,765 | \$ 107 | \$ (1,924) | \$ 66,475 | \$ 165,485 | \$ (7,468) | \$ 222,675 |

See accompanying notes to consolidated financial statements.

Table of Contents**Ducommun Incorporated****Consolidated Statements of Cash Flows**

(In thousands)

| | Years Ended December 31, | | |
|--|--------------------------|------------------|------------------|
| | 2012 | 2011 | 2010 |
| Cash Flows from Operating Activities | | | |
| Net Income (Loss) | \$ 16,437 | \$ (47,583) | \$ 19,808 |
| Adjustment to Reconcile Net Income (Loss) to Net Cash Provided by (Used in) Operating Activities | | | |
| Depreciation and amortization | 29,413 | 21,458 | 13,597 |
| Impairment of goodwill | | 54,273 | |
| Stock-based compensation expense | 1,959 | 2,363 | 2,517 |
| Deferred income tax benefit | (2,674) | (6,652) | (495) |
| Income tax benefit from stock-based compensation | 324 | 277 | 304 |
| Excess tax benefit from stock-based compensation | | | (9) |
| Provision for (recovery of) doubtful accounts | 78 | (3) | (155) |
| Other (increase) decrease | 2,391 | (22) | 88 |
| Changes in Assets and Liabilities | | | |
| Accounts receivable (increase) decrease | (1,204) | (3,990) | 584 |
| Unbilled receivable (increase) decrease | (270) | 570 | 351 |
| Inventories (increase) decrease | 6,185 | (4,828) | (4,848) |
| Production cost of contracts increase | (1,324) | (3,451) | (5,215) |
| Other assets decrease | 7,116 | 32 | 3,026 |
| Accounts payable increase (decrease) | (8,097) | (12,323) | 491 |
| Accrued and other liabilities decrease | (2,800) | (3,123) | (3,573) |
| Net Cash Provided by (Used in) Operating Activities | 47,534 | (3,002) | 26,471 |
| Cash Flows from Investing Activities | | | |
| Purchases of property and equipment | (15,813) | (14,536) | (7,106) |
| Acquisitions of businesses, net of cash acquired | | (325,715) | |
| Proceeds from sales of assets | 31 | 470 | 2 |
| Net Cash Used in Investing Activities | (15,782) | (339,781) | (7,104) |
| Cash Flows from Financing Activities | | | |
| Repayment of senior notes, term loan and revolver debt | (26,478) | (1,276) | (24,956) |
| Borrowings of senior notes and term loan | | 390,000 | |
| Cash dividends paid | | (790) | (3,147) |
| Debt issue cost paid | | (14,025) | |
| Net cash effect of exercise related to stock options | (186) | 55 | 366 |
| Excess tax benefit from stock-based compensation | | | 9 |
| Net Cash Provided by (Used in) Financing Activities | (26,664) | 373,964 | (27,728) |
| Net Increase (Decrease) in Cash and Cash Equivalents | 5,088 | 31,181 | (8,361) |
| Cash and Cash Equivalents at Beginning of Year | 41,449 | 10,268 | 18,629 |
| Cash and Cash Equivalents at End of Year | \$ 46,537 | \$ 41,449 | \$ 10,268 |

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Supplemental Disclosures of Cash Flow Information

| | | | |
|---------------|-----------|----------|----------|
| Interest paid | \$ 31,505 | \$ 5,950 | \$ 1,799 |
| Taxes paid | \$ 1,953 | \$ 4,512 | \$ 2,546 |

See accompanying notes to consolidated financial statements.

Table of Contents

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of Ducommun Incorporated and its subsidiaries (Ducommun , the Company , we , us or our), after eliminating intercompany balances and transactions. We have included the results of operations of acquired companies from the date of acquisition.

Our fiscal quarters end on the Saturday closest to the end of March, June and September for the first three fiscal quarters of each year, and ends on December 31 for our fourth fiscal quarter.

In the opinion of management, all adjustments, consisting of recurring accruals, have been made that are necessary to fairly state our consolidated financial position, results of operations, comprehensive income (loss) and cash flows in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

Certain amounts and disclosures included in the consolidated financial statements required management to make estimates and judgments that affect the amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. These estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Description of Business

We are a global provider of engineering and manufacturing products and services primarily to the aerospace and defense industry through a wide range of products and services in the primary businesses of electronics, structures and integrated solutions. Our subsidiaries are organized into two strategic businesses, each of which is a reportable operating segment. Ducommun AeroStructures (DAS) designs, engineers and manufactures large, complex contoured aerospace structural components and assemblies and supplies composite and metal bonded structures and assemblies. Concurrent with the acquisition of LaBarge Inc. in June 2011, Ducommun LaBarge Technologies (DLT) was formed by the combination of our former Ducommun Technologies segment (DTI) and LaBarge Inc. (See Note 2). DLT designs, engineers and manufactures high-reliability products used in worldwide technology-driven markets including aerospace and defense, natural resources, industrial and medical and other end-use markets. DLT s product offerings range from prototype development to complex assemblies. All reportable operating segments follow the same accounting principles.

Table of Contents

Cash Equivalents

Cash equivalents consist of highly liquid instruments purchased with original maturities of three months or less. These assets are valued at cost, which approximates fair value, which we classify as Level 1. See Fair Value.

Revenue Recognition

Except as described below, we recognize revenue, including revenue from products sold under long-term contracts, when persuasive evidence of an arrangement exists, the price is fixed or determinable, collection is reasonably assured and delivery of products has occurred or services have been rendered.

We have a significant number of contracts for which net sales are accounted for under the percentage-of-completion method using the units of delivery as the measure of completion. The percentage-of-completion method requires the use of assumptions and estimates related to the contract value, the total cost at completion, and measurement of progress toward completion. These contracts are primarily fixed-price contracts that vary widely in terms of size, length of performance period and expected gross profit margins.

We also recognize revenue on the sale of services (including prototype products) based on the type of contract: time and materials, cost-plus reimbursement and firm-fixed price. Revenue is recognized (i) on time and materials contracts as time is spent at hourly rates, which are negotiated with customers, plus the cost of any allowable materials and out-of-pocket expenses, (ii) on cost-plus reimbursement contracts based on direct and indirect costs incurred plus a negotiated profit calculated as a percentage of cost, a fixed amount or a performance-based award fee, and (iii) on fixed-price contracts on the percentage-of-completion method measured by the percentage of costs incurred to estimated total costs.

Provision for Estimated Losses on Contracts

We record provisions for the total anticipated losses on contracts considering total estimated costs to complete the contract compared to total anticipated revenues in the period in which such losses are identified.

Allowance for Doubtful Accounts

We maintain an allowance for doubtful accounts for estimated losses from the inability of customers to make required payments. The allowance for doubtful accounts is evaluated periodically based on the aging of accounts receivable, the financial condition of customers and their payment history, historical write-off experience and other assumptions, such as current assessment of economic conditions.

Inventory Valuation

Inventories are stated at the lower of cost or market, cost being determined on a first-in, first-out basis. Market value for raw materials is based on replacement costs, and is based on net realizable value for other inventory classifications. Inventoried costs include raw materials, outside processing, direct labor and allocated overhead, adjusted for any abnormal amounts of idle facility expense, freight, handling costs, and wasted materials (spoilage) incurred. Costs under long-term contracts are accumulated into, and removed from, inventory on the same basis

Table of Contents

as other contracts. We assess the inventory carrying value and reduce it, if necessary, to its net realizable value based on customer orders on hand, and internal demand forecasts using management's best estimates given information currently available. We maintain an allowance for potentially excess and obsolete inventories and inventories that are carried at costs that are higher than their estimated net realizable values.

Out of Period Adjustments

During the fourth quarter of 2012, we determined that approximately \$0.4 million of operating expenses originating in 2005 through 2012 had been accrued in error. We assessed the materiality of this accrual reversal and concluded it was immaterial to currently reported annual amounts and previously reported annual and interim amounts. We corrected the error in the fourth quarter and did not restate our consolidated financial statements for the prior annual or interim periods.

During the first quarter of 2012, we determined that approximately \$0.4 million of engineering research and development costs had been capitalized in error in inventory in prior periods. We assessed the materiality of this error and concluded it was immaterial to currently reported annual amounts and previously reported annual and interim amounts. We corrected the error in the first quarter of 2012 and did not restate our consolidated financial statements for the prior annual or interim periods.

Production Cost of Contracts

Costs are incurred for certain long-term contracts that require machinery or tools to build the parts as specified within the contract. These costs include production and tooling costs. The production contract costs are recorded to cost of sales using the units of delivery method. As of December 31, 2012 and 2011, production costs of contracts were \$18.0 million and \$18.7 million, respectively.

Property and Equipment and Depreciation

Property and equipment, including assets recorded under capital leases, are recorded at cost. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the related assets, or the lease term if shorter for leasehold improvements. Repairs and maintenance are charged to expense as incurred. We evaluate long-lived assets for recoverability considering undiscounted cash flows, when significant changes in conditions occur, and recognize impairment losses if any, based upon the fair value of the assets.

Fair Value

Assets and liabilities that are measured and recorded at fair value on a recurring basis are categorized using the fair value hierarchy. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value. Level 1, the highest level, refers to the values determined based on quoted prices in active markets for identical assets. Level 2 refers to fair values estimated using significant observable inputs. Level 3, the lowest level, includes fair values estimated using significant unobservable inputs.

Table of Contents

Goodwill

Goodwill is tested for impairment utilizing a two-step method. In the first step, we determine the fair value of the reporting unit using expected future discounted cash flows and market valuation approaches considering comparable Company revenue and Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) multiples. If the carrying value of the reporting unit exceeds its fair value, we then perform the second step of the impairment test to measure the amount of the impairment loss, if any. The second step requires fair valuation of all the reporting unit's assets and liabilities in a manner similar to a purchase price allocation, with any residual fair value being allocated to goodwill. This residual fair value of goodwill is then compared to its carrying value to determine impairment. An impairment charge will be recognized only when the estimated fair value of a reporting unit, including goodwill, is less than its carrying value.

Income Taxes

Deferred tax assets and liabilities are recognized, using enacted tax rates, for the expected future tax consequences of temporary differences between the book and tax bases of recorded assets and liabilities, operating losses and tax credit carryforwards. Deferred tax assets are evaluated quarterly and are reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Tax positions taken or expected to be taken in a tax return are recognized when it is more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement.

Litigation and Commitments

In the normal course of business, we are defendants in certain litigation, claims and inquiries, including matters relating to environmental laws. In addition, we make various commitments and incur contingent liabilities. Management's estimates regarding contingent liabilities could differ from actual results.

Environmental Liabilities

Environmental liabilities are recorded when environmental assessments and/or remedial efforts are probable and costs can be reasonably estimated. Generally, the timing of these accruals coincides with the completion of a feasibility study or our commitment to a formal plan of action. Further, we review and update our environmental accruals as circumstances change and/or additional information is obtained that reasonably could be expected to have a meaningful effect on the outcome of a matter or the estimated cost thereof.

Table of Contents**Accounting for Stock-Based Compensation**

We measure and recognize compensation expense for share-based payment transactions in the financial statements at their estimated fair value. The expense is measured at the grant date, based on the calculated fair value of the share-based award, and is recognized over the requisite service period (generally the vesting period of the equity award). The fair value of the awards are determined using the Black-Scholes valuation model, which requires assumptions and judgments regarding stock price volatility, risk-free interest rates, expected options terms, and options that are expected to be forfeited. Management's estimates could differ from actual results.

Other Intangible Assets

We amortize purchased other intangible assets with finite lives over the estimated economic lives of the assets, ranging from one to eighteen years generally using the straight-line method. The value of other intangibles acquired through business combinations has been estimated using present value techniques which involve estimates of future cash flows. We evaluate other intangible assets for recoverability considering undiscounted cash flows, when significant changes in conditions occur, and recognizes impairment losses, if any, based upon the estimated fair value of the assets.

We review our indefinite-lived intangible asset for impairment on an annual basis or when events or changes in circumstances indicate that the carrying value of our intangible asset may not be recoverable. We may first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. Impairment indicators include, but are not limited to, cost factors, financial performance, adverse legal or regulatory developments, industry and market conditions and general economic conditions. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, we would recognize an impairment loss in the amount of such excess.

Earnings per Share

Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding in each period. Diluted earnings per share is computed by dividing income available to common shareholders plus income associated with dilutive securities by the weighted-average number of common shares outstanding plus any potential dilutive shares that could be issued if exercised or converted into common stock in each period.

The net earnings (loss), weighted-average number of common shares outstanding used to compute earnings per share were as follows:

| | (In thousands, except per share data) | | |
|--|---------------------------------------|-------------|-----------|
| | Years Ended December 31, | | |
| | 2012 | 2011 | 2010 |
| Net earnings (loss) | \$ 16,437 | \$ (47,583) | \$ 19,808 |
| Weighted-average number of common shares outstanding | | | |
| Basic weighted average common shares outstanding | 10,580 | 10,536 | 10,488 |
| Dilutive potential common shares | 48 | 85 | 108 |
| Diluted weighted average common shares outstanding | 10,628 | 10,621 | 10,596 |
| Earnings per share | | | |
| Basic | \$ 1.55 | \$ (4.52) | \$ 1.89 |
| Diluted | \$ 1.55 | \$ (4.52) | \$ 1.87 |

Potentially dilutive stock options and stock units to purchase common stock as shown below were excluded from the computation of diluted earnings per share because their inclusion would have been anti-dilutive. However, these shares may be potentially dilutive common shares in the future.

Table of Contents

| | (In thousands) | | |
|------------------------------------|--------------------------|------|------|
| | Years Ended December 31, | | |
| | 2012 | 2011 | 2010 |
| Stock options and stock units | 983 | 706 | 436 |
| <u>Comprehensive Income</u> | | | |

Accumulated other comprehensive loss, as reflected in the consolidated balance sheets under the equity section, was composed of pension and retirement liability adjustments.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (the FASB) issued amendments to disclosure requirements for common fair value measurement. These amendments, effective for the interim and annual periods beginning on or after December 15, 2011 (early adoption is prohibited), result in common definition of fair value and common requirements for measurement of and disclosure requirements between GAAP and International Financial Reporting Standards (IFRS). We adopted this amended accounting guidance effective January 1, 2012. The adoption did not have a material impact on our consolidated financial position and results of operations.

In June 2011, the FASB issued amendments to disclosure requirements for presentation of comprehensive income. This guidance, effective retrospectively for the interim and annual periods beginning on or after December 15, 2011 (early adoption is permitted), requires presentation of total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In December 2011, the FASB issued an amendment to defer the presentation on the face of the financial statements of the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for annual and interim periods. We adopted this amended guidance effective January 1, 2012. The adoption of this amended guidance affected disclosure only. We present the statements of comprehensive income immediately following the statements of income.

In September 2011, the FASB issued amendments to the goodwill impairment guidance which provides an option for companies to use a qualitative approach to test goodwill for impairment if certain conditions are met. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 (early adoption is permitted). We adopted the amended guidance effective January 1, 2012. The adoption did not have a material impact on our consolidated financial position and results of operations.

In December 2011, the FASB issued guidance enhancing disclosure requirements about the nature of an entity's right to offset and related arrangements associated with its financial instruments and derivative instruments. The new guidance requires the disclosure of the gross amounts subject to rights of set-off, amounts offset in accordance with the accounting standards followed, and the related net exposure. The new guidance will be effective for us beginning January 1, 2013. Other than requiring additional disclosures, we do not anticipate material impacts on our financial statements upon adoption.

Table of Contents

In July 2012, the FASB issued amendments to indefinite-lived intangible asset impairment guidance that gives an entity the option to first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. This guidance will be effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. We adopted this guidance effective December 31, 2012. The adoption of the guidance did not have a material impact on our consolidated financial statements.

Note 2. Acquisition

On June 28, 2011, we completed the acquisition of all the outstanding stock of LaBarge, Inc. (LaBarge), a publicly-owned company based in St. Louis, Missouri, that designs, engineers and manufactures high-reliability electronic products used in worldwide technology-driven markets including aerospace and defense, natural resources, industrial and medical and other end-use markets for \$325.3 million (net of cash acquired and excluding acquisition costs) (the LaBarge Acquisition). The LaBarge Acquisition was funded by internally generated cash and \$390.0 million of long-term debt. See Note 7. Long-Term Debt for additional information. For the twelve months ended December 31, 2011, our consolidated operating expenses included \$16.1 million of expenses related to the LaBarge Acquisition and interest expense included the write-off of \$0.8 million of unamortized financing costs, as a result of our debt refinancing related to the LaBarge Acquisition. The LaBarge Acquisition diversified our end-use markets, expanded our product offerings and provided other benefits.

The following table presents our unaudited pro forma consolidated operating results for the periods presented, as if the LaBarge Acquisition had occurred as of January 1, 2010.

| | (In thousands) | |
|------------------------|--------------------------|------------|
| | Years Ended December 31, | |
| | 2011 | 2010 |
| Net sales | \$ 744,366 | \$ 732,443 |
| Net loss | (39,737) | (2,309) |
| Basic loss per share | (3.77) | (0.22) |
| Diluted loss per share | (3.77) | (0.22) |

The pro forma information is not necessarily indicative of the actual results that would have been achieved had the LaBarge Acquisition occurred on January 1, 2010, or the results that may be achieved in the future.

We acquired certain assets of Foam Matrix in the first quarter of 2011 for \$0.4 million, which we accounted for as an asset purchase.

Table of Contents**Note 3. Inventories**

Inventories consisted of the following:

| | (In thousands) | |
|----------------------------|----------------|------------|
| | December 31, | |
| | 2012 | 2011 |
| Raw materials and supplies | \$ 84,545 | \$ 72,067 |
| Work in process | 67,132 | 79,982 |
| Finished goods | 13,031 | 13,433 |
| | 164,708 | 165,482 |
| Less progress payments | 16,390 | 10,979 |
| Total | \$ 148,318 | \$ 154,503 |

Note 4. Property and Equipment, Net

Property and equipment, net consisted of the following:

| | (In thousands) | | Range of Estimated Useful Lives |
|-------------------------------|----------------|-----------|---------------------------------------|
| | December 31, | | |
| | 2012 | 2011 | |
| Land | \$ 14,643 | \$ 14,622 | |
| Buildings and improvements | 45,816 | 44,402 | 5 - 40 Years |
| Machinery and equipment | 121,033 | 107,591 | 2 - 20 Years |
| Furniture and equipment | 26,181 | 23,707 | 2 - 10 Years |
| Construction in progress | 7,142 | 8,817 | |
| | 214,815 | 199,139 | |
| Less accumulated depreciation | 116,432 | 100,662 | |
| Total | \$ 98,383 | \$ 98,477 | |

Depreciation expense was \$15.9 million, \$12.1 million and \$8.4 million, for the years ended December 31, 2012, 2011 and 2010, respectively. Depreciation expense increased beginning in 2011 due to the LaBarge Acquisition.

Note 5. Goodwill and Other Intangible Assets**Goodwill**

Changes in the carrying amount of goodwill, by operating segment, for the years ended December 31, 2012 and 2011 were as follows:

| | (In thousands) | | |
|----------------|----------------------------|-------------------------------------|--------------------------|
| | Ducommun AeroStructures | Ducommun LaBarge Technologies | Consolidated Ducommun |
| Gross goodwill | \$ 56,595 | \$ 69,847 | \$ 126,442 |

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| | | | |
|---|-----------|------------|------------|
| Accumulated goodwill impairment | | (26,000) | (26,000) |
| Goodwill adjustment due to acquisitions | 648 | 117,028 | 117,676 |
| Goodwill impairment | | (54,273) | (54,273) |
| Balance at December 31, 2011 | 57,243 | 106,602 | 163,845 |
| Goodwill adjustment due to acquisitions | | (1,905) | (1,905) |
| Balance at December 31, 2012 | \$ 57,243 | \$ 104,697 | \$ 161,940 |

Table of Contents

We performed our annual goodwill impairment test during the fourth quarter of 2012. During 2012 and 2010, we identified no goodwill impairment. In the fourth quarter of 2011, we recorded a goodwill impairment charge of \$54.3 million for the DLT reporting unit, driven by a decline in our market value, which has since recovered, and a softening defense market. As of December 31, 2012, the date of the most recent annual impairment test, the DAS, DLT, and Miltec reporting units had \$57.2 million, \$96.3 million, and \$8.4 million of recorded goodwill, respectively. As of December 31, 2012, the fair value of the DAS, DLT and Miltec reporting units exceeded their carrying values by 9%, 25% and 16% respectively.

Other Intangible Assets

Other intangible assets are related to acquisitions. Other intangible assets with finite lives are amortized on the straight-line method over periods ranging from one to eighteen years. The fair value of other intangible assets was determined by management and consisted of the following:

| | (In thousands) | | | | | |
|------------------------------|-----------------------|--------------------------|---------------------|-----------------------|--------------------------|---------------------|
| | December 31, 2012 | | | December 31, 2011 | | |
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Customer relationships | \$ 164,500 | \$ 23,460 | \$ 141,040 | \$ 164,500 | \$ 12,503 | \$ 151,997 |
| Trade names (finite lives) | 4,050 | 3,030 | 1,020 | 4,050 | 2,690 | 1,360 |
| Trade name (indefinite life) | 32,937 | | 32,937 | 32,937 | | 32,937 |
| Non-compete agreements | 2,743 | 2,743 | | 2,743 | 2,699 | 44 |
| Contract renewal | 1,845 | 835 | 1,010 | 1,845 | 705 | 1,140 |
| Backlog | 1,153 | 1,153 | | 1,153 | 1,153 | |
| Technology | 400 | 51 | 349 | 400 | 24 | 376 |
| Total | \$ 207,628 | \$ 31,272 | \$ 176,356 | \$ 207,628 | \$ 19,774 | \$ 187,854 |

The carrying amount of other intangible assets by operating segment as of December 31, 2012 and December 31, 2011 was as follows:

| | (In thousands) | | | | | |
|-------------------------------|-------------------|--------------------------|--------------------|-------------------|--------------------------|--------------------|
| | December 31, 2012 | | | December 31, 2011 | | |
| | Gross | Accumulated Amortization | Net Carrying Value | Gross | Accumulated Amortization | Net Carrying Value |
| Other intangible assets | | | | | | |
| Ducommun AeroStructures | \$ 20,130 | \$ 9,914 | \$ 10,216 | \$ 20,130 | \$ 7,059 | \$ 13,071 |
| Ducommun LaBarge Technologies | 187,498 | 21,358 | 166,140 | 187,498 | 12,715 | 174,783 |
| Total | \$ 207,628 | \$ 31,272 | \$ 176,356 | \$ 207,628 | \$ 19,774 | \$ 187,854 |

Table of Contents

Amortization expense of other intangible assets was \$11.5 million, \$7.8 million and \$4.0 million for the years ended December 31, 2012, 2011 and 2010, respectively. Amortization expense of other intangibles increased beginning in 2011 due to the LaBarge Acquisition. Future amortization expense by operating segment is expected to be as follows:

| | (In thousands) | | |
|------------|----------------------------|-------------------------------------|--------------------------|
| | Ducommun AeroStructures | Ducommun LaBarge Technologies | Consolidated Ducommun |
| 2013 | \$ 2,246 | \$ 8,645 | \$ 10,891 |
| 2014 | 1,717 | 8,644 | 10,361 |
| 2015 | 1,386 | 8,646 | 10,032 |
| 2016 | 1,123 | 8,304 | 9,427 |
| 2017 | 907 | 8,306 | 9,213 |
| Thereafter | 2,837 | 90,658 | 93,495 |