DUCOMMUN INC /DE/
Form 10-Q
July 28, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 28, 2014

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	95-0693330
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
23301 Wilmington Avenue, Carson, California	90745-6209
(Address of principal executive offices)	(Zip code)

Registrant’s telephone number, including area code: (310) 513-7200

(Former name, former address and former fiscal year, if changed since last report)

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 x 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 x No ¨

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	¨	Accelerated filer	x
Non-accelerated filer	¨	Smaller reporting company	¨

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

As of July 14, 2014, the registrant had 10,897,147 shares of common stock outstanding.

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DUCOMMUN INCORPORATED AND SUBSIDIARIES

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Part I. FINANCIAL INFORMATION

Ducommun Incorporated and Subsidiaries
Condensed Consolidated Income Statements
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended		Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net Revenues	$186,516	$191,472	$366,269	$367,387
Cost of Sales	149,073	154,156	293,756	297,218
Gross Profit	37,443	37,316	72,513	70,169
Selling, General and Administrative Expenses	20,868	22,273	41,955	44,824
Operating Income	16,575	15,043	30,558	25,345
Interest Expense	6,994	7,442	14,119	15,265
Income Before Taxes	9,581	7,601	16,439	10,080
Income Tax Expense	3,109	2,097	5,338	869
Net Income	$6,472	$5,504	$11,101	$9,211
Earnings Per Share				
Basic earnings per share	$0.60	$0.52	$1.02	$0.87
Diluted earnings per share	$0.59	$0.51	$1.00	$0.86
Weighted-Average Number of Common Shares Outstanding				
Basic	10,871	10,648	10,864	10,624
Diluted	11,045	10,790	11,122	10,731

See accompanying notes to condensed consolidated financial statements.

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Ducommun Incorporated and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)
(In thousands)

	Three Months Ended		Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net Income	$6,472	$5,504	$11,101	$9,211
Other Comprehensive Loss				
Amortization of actuarial loss and prior service costs, net of tax benefit of approximately $48 and $102 for the three months ended June 28, 2014 and June 29, 2013, respectively, and approximately $84 and $204 for the six months ended June 28, 2014 and June 29, 2013, respectively	(57)	(172)	(126)	(344)
Other Comprehensive Loss	(57)	(172)	(126)	(344)
Comprehensive Income	$6,415	$5,332	$10,975	$8,867

See accompanying notes to condensed consolidated financial statements.

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Ducommun Incorporated and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)
(In thousands, except share and per share data)

	June 28, 2014	December 31, 2013
Assets		
Current Assets		
Cash and cash equivalents	$43,751	$48,814
Accounts receivable, net of allowance for doubtful accounts of $254 and $489 at June 28, 2014 and December 31, 2013, respectively	105,209	91,909
Inventories	142,201	140,507
Production cost of contracts	11,023	11,599
Deferred income taxes	11,513	10,850
Other current assets	20,602	27,085
Total Current Assets	334,299	330,764
Property and Equipment, Net	94,070	96,090
Goodwill	161,940	161,940
Intangibles, Net	160,285	165,465
Other Assets	8,660	9,940
Total Assets	$759,254	$764,199
Liabilities and Shareholders' Equity		
Current Liabilities		
Current portion of long-term debt	$26	$25
Accounts payable	53,749	58,111
Accrued liabilities	47,973	45,453
Total Current Liabilities	101,748	103,589
Long-Term Debt, Less Current Portion	317,664	332,677
Deferred Income Taxes	69,747	68,489
Other Long-Term Liabilities	17,456	19,750
Total Liabilities	506,615	524,505
Commitments and Contingencies (Notes 8, 10)		
Shareholders' Equity		
Common stock - $0.01 par value; 35,000,000 shares authorized; 10,892,133 and 10,960,054 issued at June 28, 2014 and December 31, 2013, respectively	109	110
Treasury stock, at cost; zero and 143,300 shares at June 28, 2014 and December 31, 2013, respectively	—	(1,924)
Additional paid-in capital	70,337	70,542
Retained earnings	185,929	174,828
Accumulated other comprehensive loss	(3,736)	(3,862)
Total Shareholders' Equity	252,639	239,694
Total Liabilities and Shareholders' Equity	$759,254	$764,199

See accompanying notes to condensed consolidated financial statements.

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Ducommun Incorporated and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Six Months Ended	
	June 28, 2014	June 29, 2013
Cash Flows from Operating Activities		
Net Income	$11,101	$9,211
Adjustments to Reconcile Net Income to		
Net Cash Provided by Operating Activities:		
Depreciation and amortization	15,125	14,173
Stock-based compensation expense	1,288	805
Deferred income taxes	595	1,615
Recovery of doubtful accounts	(235)	(34)
Other	1,111	809
Changes in Assets and Liabilities:		
Accounts receivable	(13,066)	(8,243)
Inventories	(1,694)	(588)
Production cost of contracts	(1,734)	(1,843)
Other assets	6,563	(3,473)
Accounts payable	(4,363)	(1,714)
Accrued and other liabilities	835	(3,775)
Net Cash Provided by Operating Activities	15,526	6,943
Cash Flows from Investing Activities		
Purchases of property and equipment	(5,997)	(5,253)
Proceeds from sale of assets	51	111
Net Cash Used in Investing Activities	(5,946)	(5,142)
Cash Flows from Financing Activities		
Repayment of term loan and other debt	(15,012)	(15,012)
Debt issue cost paid	—	(181)
Net proceeds from issuance of common stock under stock plans	369	365
Net Cash Used in Financing Activities	(14,643)	(14,828)
Net Decrease in Cash and Cash Equivalents	(5,063)	(13,027)
Cash and Cash Equivalents at Beginning of Period	48,814	46,537
Cash and Cash Equivalents at End of Period	$43,751	$33,510
Supplemental Disclosures of Cash Flow Information		
Interest paid	$1,440	$1,951
Taxes paid	$3,249	$1,743
Non-cash activities:		
Purchases of property and equipment not paid	$722	$—

See accompanying notes to condensed consolidated financial statements.

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Ducommun Incorporated and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)
Note 1. Summary of Significant Accounting Policies
Basis of Presentation
The unaudited condensed 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. T December 31, 2013 condensed consolidated balance sheet data was derived from audited financial statements, but does not contain all disclosures required by accounting principles generally accepted in the United States of America ("GAAP").
Our significant accounting policies were described in Part IV, Item 15(a)(1), "Note 1. Summary of Significant Accounting Policies" in our Annual Report on Form 10-K for the year ended December 31, 2013. We followed the same accounting policies for interim reporting. The financial information included in this Quarterly Report on Form 10-Q should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2013.
In the opinion of management, all adjustments, consisting of recurring accruals, have been made that are necessary to fairly state our condensed consolidated financial position, statements of income, comprehensive income and cash flows in accordance with GAAP for the periods covered by this Quarterly Report on Form 10-Q. The results of operations for the three and six months ended June 28, 2014 are not necessarily indicative of the results to be expected for the full year ending December 31, 2014.
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.
Certain reclassifications have been made to prior period amounts to conform to the current year's presentation.
Use of Estimates
Certain amounts and disclosures included in the unaudited condensed 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 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, natural resources, medical and other industries. Our subsidiaries are organized into two strategic businesses: Ducommun AeroStructures ("DAS") and Ducommun LaBarge Technologies ("DLT"), each of which is a reportable operating segment. DAS designs, engineers and manufactures large, complex contoured aerospace structural components and assemblies and supplies composite and metal bonded structures and assemblies. DAS products are used on commercial aircraft, military fixed-wing aircraft and military and commercial rotary-wing aircraft. 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.
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 are 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, weighted-average number of common shares outstanding used to compute earnings per share were as follows:

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	(In thousands, except per share data)		(In thousands, except per share data)	
	Three Months Ended		Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net earnings	$6,472	$5,504	$11,101	$9,211
Weighted-average number of common shares outstanding				
Basic weighted-average common shares outstanding	10,871	10,648	10,864	10,624
Dilutive potential common shares	174	142	258	107
Diluted weighted-average common shares outstanding	11,045	10,790	11,122	10,731
Earnings per share				
Basic	$0.60	$0.52	$1.02	$0.87
Diluted	$0.59	$0.51	$1.00	$0.86

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.

	(In thousands)		(In thousands)	
	Three Months Ended		Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Stock options and stock units	248	578	177	595

Cash and Cash Equivalents

Our cash accounts are not reduced for checks written until the checks are presented for payment and paid by our bank. 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 below.

Provision for Estimated Losses on Contracts

Provisions for estimated losses on contracts are recorded during the period in which it is determined that total anticipated contract costs will exceed total anticipated contract revenues. 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, reductions in operating and material costs, and our ability to resolve claims and assertions with our customers. 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.

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 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 third quarter of 2013, we determined that approximately $1.1 million of inventory had not been valued correctly at our DLT operating segment for periods originating in 2010 through the second quarter of 2013. The errors were attributed to the following quarters; $0.3 million in Q2 2010, $0.5 million in Q2 2011, $0.1 million in Q4 2012,

$0.1 million in Q1 2013 and $0.1 million in Q2 2013. We assessed the materiality of these errors and concluded they were immaterial to currently reported annual amounts and previously reported annual and interim amounts. We corrected the errors in the third quarter of 2013 and recorded a $1.1 million charge for inventory reserves for the DLT operating segment and did not restate our consolidated financial statements for the prior annual or interim periods.

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Production Cost of Contracts
Production cost of contracts includes non-recurring production costs, such as design and engineering costs, and tooling and other special-purpose machinery necessary to build parts as specified in a contract. Production costs of contracts are recorded to cost of goods sold using the units of delivery method. We review long-lived assets within production costs of contracts 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 long-lived assets may not be recoverable. An impairment charge is recognized when the carrying value of an asset exceeds the projected undiscounted future cash flows expected from its use and disposal.
Fair Value
Assets and liabilities that are measured, recorded or disclosed 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.
Accumulated Other Comprehensive Loss
Accumulated other comprehensive loss, as reflected in the consolidated balance sheets under the equity section, was comprised of cumulative pension and retirement liability adjustments, net of tax.
Recent Accounting Pronouncements

New Accounting Standards Adopted in 2014

In July 2013, the FASB issued Accounting Standards Update 2013-11, “Income Taxes (Topic 740)” (“ASU 2013-11”), which required the netting of unrecognized tax benefits against a deferred tax asset for a loss or other carryforward that would apply in settlement of the uncertain tax positions. This guidance was effective for fiscal years beginning after December 15, 2013, which is our fiscal year 2014, with early adoption permitted. The adoption of this standard at the beginning of our fiscal year 2014 reduced deferred tax assets by approximately $0.6 million as of June 28,2014.

In February 2013, the FASB issued ASU 2013-04, “Liabilities (Topic 405)” (“ASU 2013-04”), which provided guidance for the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date, except for obligations addressed within existing guidance in GAAP. The new guidance was effective for us beginning January 1, 2014. Early adoption was permitted. The adoption of this standard at the beginning of our fiscal year 2014 did not have a material impact on our condensed consolidated financial statements.

Recently Issued Accounting Standards

In June 2014, the FASB issued ASU 2014-12, “Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide that a Performance Target Could be Achieved after the Requisite Service Period” (“ASU 2014-12”), which requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. Thus, the performance target should not be reflected in estimating the grant date fair value of the award. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The new guidance is effective for us beginning January 1, 2016. Early adoption is permitted. We currently do not anticipate the adoption of this standard will have a material impact on our condensed consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”), which outlines a new, single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. This new revenue recognition model provides a five-step analysis in determining when and how revenue is recognized. It requires entities to exercise judgment when considering the terms of the contract(s) which include (i) identifying the contract(s) with the customer, (ii) identifying the separate performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the separate performance obligations, and (v) recognizing revenue when each performance obligation is satisfied. Thus, it depicts the transfer of promised goods or services to customers in an amount that reflects the consideration an entity expects to receive in exchange for those goods or services. Companies have the option of applying the provisions of ASU 2014-09 either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially

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applying this guidance recognized at the date of initial application. Early adoption is not permitted. The new guidance is effective for us beginning January 1, 2017. We are currently evaluating the method and impact that adopting this new accounting standard will have on our condensed consolidated financial statements.

Note 2. Inventories

Inventories consisted of the following:

	(In thousands) June 28, 2014	December 31, 2013
Raw materials and supplies	$78,630	$75,985
Work in process	67,175	62,115
Finished goods	10,365	11,580
	156,170	149,680
Less progress payments	13,969	9,173
Total	$142,201	$140,507

Note 3. Goodwill

The carrying amounts of goodwill, by operating segment, were as follows:

	(In thousands) Ducommun AeroStructures	Ducommun LaBarge Technologies	Consolidated Ducommun
Gross goodwill	$57,243	$184,970	$242,213
Accumulated goodwill impairment	—	(80,273)	(80,273)
Balance at December 31, 2013	$57,243	$104,697	$161,940
Balance at June 28, 2014	$57,243	$104,697	$161,940

Note 4. Accrued Liabilities

The components of accrued liabilities were as follows:

	(In thousands) June 28, 2014	December 31, 2013
Accrued compensation	$23,101	$19,929
Accrued income tax and sales tax	1,357	1,451
Customer deposits	1,719	3,236
Interest payable	9,103	8,965
Provision for forward loss reserves	4,680	4,825
Other	8,013	7,047
Total	$47,973	$45,453

Note 5. Long-Term Debt

Long-term debt and the current period interest rates were as follows:

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	(In thousands)	
	June 28, 2014	December 31, 2013
Senior unsecured notes (fixed 9.75%)	$200,000	$200,000
Senior secured term loan (floating 4.75%)	117,625	132,625
Other debt (fixed 5.41%)	65	77
Total Debt	317,690	332,702
Less current portion	26	25
Total long-term debt	$317,664	$332,677
Weighted-average interest rate	7.90 %	7.76 %

We made a voluntary principal prepayment on our senior secured term loan of approximately $7.5 million each quarter for an aggregate total of approximately $15.0 million in both the six months ended June 28, 2014 and June 29, 2013.

As of June 28, 2014, we had approximately $58.4 million of unused borrowing capacity under the revolving credit facility, after deducting approximately $1.6 million for standby letters of credit.

As of June 28, 2014, we were in compliance with all covenants required by our amended credit agreement. Also as of June 28, 2014, there were no amounts outstanding that would have triggered the leverage covenant under the Amended Credit Agreement. Under the terms of the credit agreement, if, during a given fiscal quarter, (i) the sum of (a) any amounts outstanding under the revolving credit facility plus (b) the amount drawn under any letters of credit exceeds $1.0 million or (ii) the aggregate amount of outstanding letters of credit exceeds $5.0 million, the revolving credit facility will be subject to a maximum total leverage ratio.

The carrying amount of our long-term debt approximated fair value, except for the senior unsecured notes for which the fair value was approximately $222.0 million. Fair value was estimated using Level 2 inputs, based on the terms of the related debt, recent transactions and estimates using interest rates currently available to us for debt with similar terms and remaining maturities.

Note 6. Shareholders’ Equity

We are authorized to issue five million shares of preferred stock. At June 28, 2014 and December 31, 2013, no preferred shares were issued or outstanding.

Note 7. Employee Benefit Plans

The components of net periodic pension expense were as follows:

	(In thousands) Three Months Ended		(In thousands) Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Service cost	$173	$211	$346	$422
Interest cost	319	290	638	580
Expected return on plan assets	(351)	(306)	(701)	(612)
Amortization of actuarial losses	105	274	210	548
Net periodic pension cost	$246	$469	$493	$938

The components of the reclassifications of net actuarial losses from accumulated other comprehensive loss to net income for the three and six months ended June 28, 2014 were as follows:

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	(In thousands) Three Months Ended June 28, 2014	Six Months Ended June 28, 2014
Amortization of actuarial loss - total before tax [1]	$(105)	$(210)
Tax benefit	48	84
Net of tax	$(57)	$(126)

(1) The amortization expense is included in the computation of periodic pension cost and is a decrease to net income upon reclassification from accumulated other comprehensive loss.

Note 8. Indemnifications

We have made guarantees and indemnities under which we may be required to make payments to a guaranteed or indemnified party, in relation to certain transactions, including revenue transactions in the ordinary course of business. In connection with certain facility leases, we have indemnified our lessors for certain claims arising from the facility or the lease. We indemnify our directors and officers to the maximum extent permitted under the laws of the State of Delaware.

However, we have a directors and officers insurance policy that may reduce our exposure in certain circumstances and may enable us to recover a portion of future amounts that may be payable, if any. The duration of the guarantees and indemnities varies and, in many cases is indefinite but subject to statute of limitations. The majority of guarantees and indemnities do not provide any limitations of the maximum potential future payments we could be obligated to make. Historically, payments related to these guarantees and indemnities have been immaterial. We estimate the fair value of our indemnification obligations as insignificant based on this history and insurance coverage and have, therefore, not recorded any liability for these guarantees and indemnities in the accompanying consolidated balance sheets.

Note 9. Income Taxes

We recorded income tax expense of approximately $3.1 million (effective tax rate of 32.5%) in the three months ended June 28, 2014 compared to approximately $2.1 million (effective tax rate of 27.6%) in the three months ended June 29, 2013.

The effective tax rate for for the three months ended June 28, 2014 did not include any benefit from federal research and development (“R&D”) tax credits as it expired on December 31, 2013. The three months ended June 29, 2013 included federal research and development tax credits benefit of approximately $0.5 million.

We recorded income tax expense of approximately $5.3 million (effective tax rate of 32.5%) in the six months ended June 28, 2014 compared to approximately $0.9 million (effective tax rate of 8.6%) in the six months ended June 29, 2013.

The effective tax rate for for the six months ended June 28, 2014 did not include any benefit from federal R&D tax credits as it expired on December 31, 2013. The six months ended June 29, 2013 included federal research and development tax credits benefit of approximately $3.0 million. This amount included approximately $2.0 million of 2012 federal research and development tax credits benefit recognized in the six months ended June 29, 2013 as a result of the American Taxpayer Relief Act of 2012 (the “Act”), passed in January 2013. The Act included an extension of the federal research and development tax credit for amounts paid or incurred after December 31, 2011 and before January 1, 2014.

Our unrecognized tax benefits were approximately $2.7 million and $2.6 million at June 28, 2014 and December 31, 2013, respectively. Most of these amounts, if recognized, would affect the annual income tax rate. It is reasonably possible that the unrecognized tax benefits could be reduced by approximately $0.2 million in the next twelve months.

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Note 10. Contingencies

Ducommun is a defendant in a lawsuit entitled United States of America ex rel Taylor Smith, Jeannine Prewitt and James Ailes v. The Boeing Company and Ducommun Inc., filed in the United States District Court for the District of Kansas (the “District Court”). The lawsuit is a qui tam action brought by three former The Boeing Company (“Boeing”) employees (“Relators”) against Boeing and Ducommun on behalf of the United States of America for violations of the United States False Claims Act. The lawsuit alleges that Ducommun sold unapproved parts to Boeing which were installed by Boeing in aircraft ultimately sold to the United States Government and that Boeing and Ducommun submitted or caused to be submitted false claims for payment relating to 21 aircraft sold by Boeing to the United States Government. The lawsuit seeks damages in an amount equal to three times the amount of damages the United States Government sustained because of the defendants’ actions, plus a civil penalty of $10 thousand for each false claim made on or before September 28, 1999, and $11 thousand for each false claim made on or after September 28, 1999, together with attorneys’ fees and costs. The Relators claim that the United States Government sustained damages of $1.6 billion (the contract purchase price of 21 aircraft) or, alternatively, $851 million (the alleged diminished value and increased maintenance cost of the 21 aircraft). After investigating the allegations, the United States Government has declined to intervene in the lawsuit. Ducommun and Boeing have filed motions for summary judgment to dismiss the lawsuit. The motions for summary judgment are pending before the District Court. Ducommun intends to defend itself vigorously against the lawsuit. Ducommun, at this time, is unable to estimate what, if any, liability it may have in connection with the lawsuit.

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, Ducommun has established a reserve for its estimated liability for such investigation and corrective action of approximately $1.5 million at June 28, 2014, which is reflected in other long-term liabilities on the consolidated balance sheet.

DAS also faces liability as a potentially responsible party for hazardous waste disposed at landfills located in Casmalia and West Covina, California. DAS and other companies and government entities have entered into consent decrees with respect to these landfills with the United States Environmental Protection Agency and/or California environmental agencies under which certain investigation, remediation and maintenance activities are being performed. Based on currently available information, Ducommun preliminarily estimates that the range of its future liabilities in connection with the landfill located in West Covina, California is between approximately $0.4 million and $3.1 million. Ducommun has established a reserve for its estimated liability, in connection with the West Covina landfill of approximately $0.4 million at June 28, 2014, which is reflected in other long-term liabilities on its consolidated balance sheet. Ducommun’s ultimate liability in connection with these matters 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.

In the normal course of business, Ducommun and its subsidiaries are defendants in certain other litigation, claims and inquiries, including matters relating to environmental laws. In addition, Ducommun makes various commitments and incurs contingent liabilities. While it is not feasible to predict the outcome of these matters, Ducommun does not presently expect that any sum it may be required to pay in connection with these matters would have a material adverse effect on its consolidated financial position, results of operations or cash flows.

Note 11. Business Segment Information

We supply products and services primarily to the aerospace and defense industries. Our subsidiaries are organized into two strategic businesses, DAS and DLT, each of which is a reportable operating segment.

Financial information by reportable operating segment was as follows:

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	(In thousands) Three Months Ended		(In thousands) Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net Revenues				
DAS	$78,616	$83,992	$160,270	$156,697
DLT	107,900	107,480	205,999	210,690
Total Net Revenues	$186,516	$191,472	$366,269	$367,387
Segment Operating Income				
DAS	$9,833	$8,985	$20,079	$15,616
DLT	10,757	11,167	17,801	19,101
	20,590	20,152	37,880	34,717
Corporate General and Administrative Expenses [1]	(4,015)	(5,109)	(7,322)	(9,372)
Operating Income	$16,575	$15,043	$30,558	$25,345
Depreciation and Amortization Expenses				
DAS	$3,554	$2,438	$5,970	$4,765
DLT	4,043	4,660	9,051	9,323
Corporate Administration	102	42	104	85
Total Depreciation and Amortization Expenses	$7,699	$7,140	$15,125	$14,173
Capital Expenditures				
DAS	$1,435	$1,495	$2,720	$3,049
DLT	2,078	1,128	2,975	2,180
Corporate Administration	14	18	24	24
Total Capital Expenditures	$3,527	$2,641	$5,719	$5,253

(1) Includes costs not allocated to either the DLT or DAS operating segments.

Segment assets include assets directly identifiable with each segment. Corporate assets include assets not specifically identified with a business segment, including cash. Our segment assets are as follows:

	(In thousands)	
	June 28, 2014	December 31, 2013
Total Assets		
DAS	$243,974	$241,502
DLT	443,034	444,224
Corporate Administration	72,246	78,473
Total Assets	$759,254	$764,199
Goodwill and Intangibles		
DAS	$64,355	$65,213
DLT	257,870	262,192
Total Goodwill and Intangibles	$322,225	$327,405

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Ducommun Incorporated ("Ducommun," "the Company," "we," "us" or "our") 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, natural resources, medical and other industries. Ducommun differentiates itself as a full-service solution-based 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 ("DLT") and Ducommun AeroStructures ("DAS").

Second quarter 2014 highlights were as follows:

- Second quarter revenue was $186.5 million
- We reported net income of $6.5 million, or $0.59 per diluted share
- EBITDA for the quarter was $24.3 million
- We made a voluntary principal prepayment of $7.5 million on our term loan during the quarter
- Firm backlog as of June 28, 2014 was approximately $623.1 million

Earnings before interest, taxes, depreciation and amortization ("EBITDA") was approximately $24.3 million and $22.2 million for the three months ended June 28, 2014 and June 29, 2013, respectively. See "Non-GAAP Financial Measures" below for certain information regarding EBITDA, including reconciliation of 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 provides 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 and the related financial ratios, as presented in this Form 10-Q, 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 as a non-GAAP operating performance measure internally as complementary financial measures to evaluate the performance and trends of our businesses. We present 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 has limitations as an analytical tool, and you should not consider it 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 does not reflect any cash requirements for such replacements;
- 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

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

Because of these limitations, 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 as only supplemental information. See our condensed consolidated financial statements contained in this Form 10-Q report.

However, in spite of the above limitations, we believe that EBITDA is 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.

The following financial items have been added back to our net income when calculating 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;
- 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 to EBITDA and the presentation of EBITDA as a percentage of net revenues were as follows:

	(In thousands) Three Months Ended		(In thousands) Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net income	$6,472	$5,504	$11,101	$9,211
Depreciation and amortization	7,699	7,140	15,125	14,173
Interest expense	6,994	7,442	14,119	15,265
Income tax expense	3,109	2,097	5,338	869
EBITDA	$24,274	$22,183	$45,683	$39,518
% of net revenues	13.0 %	11.6 %	12.5 %	10.8 %

EBITDA increased in the three months ended June 28, 2014 compared to the three months ended June 29, 2013, primarily due to increased net income combined with an increase in depreciation and amortization expense and income tax expense.

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RESULTS OF OPERATIONS

Second Quarter of 2014 Compared to Second Quarter of 2013

The following table sets forth net revenues, selected financial data, the effective tax rate and diluted earnings per share:

	(in thousands, except per share data) Three Months Ended				(in thousands, except per share data) Six Months Ended			
	June 28, 2014	% of Net Revenues	June 29, 2013	% of Net Revenues	June 28, 2014	% of Net Revenues	June 29, 2013	% of Net Revenues
Net Revenues	$186,516	100.0 %	$191,472	100.0 %	$366,269	100.0 %	$367,387	100.0 %
Cost of Sales	149,073	79.9 %	154,156	80.5 %	293,756	80.2 %	297,218	80.9 %
Gross Profit	37,443	20.1 %	37,316	19.5 %	72,513	19.8 %	70,169	19.1 %
Selling, General and Administrative Expenses	20,868	11.2 %	22,273	11.6 %	41,955	11.5 %	44,824	12.2 %
Interest Expense	6,994	3.7 %	7,442	3.9 %	14,119	3.9 %	15,265	4.2 %
Income Before Taxes	9,581	5.1 %	7,601	4.0 %	16,439	4.5 %	10,080	2.7 %
Income Tax Expense	3,109	nm	2,097	nm	5,338	nm	869	nm
Net Income	$6,472	3.5 %	$5,504	2.9 %	$11,101	3.0 %	$9,211	2.5 %
Effective Tax Rate	32.5 %	nm	27.6 %	nm	32.5 %	nm	8.6 %	nm
Diluted Earnings Per Share	$0.59	nm	$0.51	nm	$1.00	nm	$0.86	nm

nm = not meaningful

Net Revenues by End-Use Market and Operating Segment

Net revenues by end-use market and operating segment during the three and six months of 2014 and 2013, respectively, were as follows:

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	Three Months Ended							Six Months Ended						
		(In thousands)		% of Net Revenues					(In thousands)		% of Net Revenues			
	Change	June 28, 2014	June 29, 2013	June 28, 2014		June 29, 2013		Change	June 28, 2014	June 29, 2013	June 28, 2014		June 29, 2013	
Consolidated Ducommun														
Military and space														
Defense technologies	$(4,747)	$62,590	$67,337	34	%	35	%	$(10,590)	$119,841	$130,431	33	%	35	%
Defense structures	(3,612)	30,379	33,991	16	%	18	%	203	64,575	64,372	18	%	18	%
Commercial aerospace	258	58,509	58,251	31	%	30	%	5,466	114,950	109,484	31	%	30	%
Natural resources	1,909	10,791	8,882	6	%	5	%	2,513	21,566	19,053	6	%	5	%
Industrial	1,051	12,709	11,658	7	%	6	%	277	21,819	21,542	6	%	6	%
Medical and other	185	11,538	11,353	6	%	6	%	1,013	23,518	22,505	6	%	6	%
Total	$(4,956)	$186,516	$191,472	100	%	100	%	$(1,118)	$366,269	$367,387	100	%	100	%
DAS														
Military and space (defense structures)	$(3,612)	$30,379	$33,991	39	%	40	%	$203	$64,575	$64,372	40	%	41	%
Commercial aerospace	(1,764)	48,237	50,001	61	%	60	%	3,370	95,695	92,325	60	%	59	%
Total	$(5,376)	$78,616	$83,992	100	%	100	%	$3,573	$160,270	$156,697	100	%	100	%
DLT														
Military and space (defense technologies)	$(4,747)	$62,590	$67,337	58	%	63	%	$(10,590)	$119,841	$130,431	58	%	62	%
Commercial aerospace	2,022	10,272	8,250	10	%	8	%	2,096	19,255	17,159	10	%	8	%
Natural resources	1,909	10,791	8,882	9	%	7	%	2,513	21,566	19,053	10	%	9	%
Industrial	1,051	12,709	11,658	12	%	11	%	277	21,819	21,542	11	%	10	%
Medical and other	185	11,538	11,353	11	%	11	%	1,013	23,518	22,505	11	%	11	%
Total	$420	$107,900	$107,480	100	%	100	%	$(4,691)	$205,999	$210,690	100	%	100	%

Net revenues for the three months ended June 28, 2014 were approximately $186.5 million, compared to approximately $191.5 million for the three months ended June 29, 2013. The net revenues decrease primarily reflects an approximate 8% lower revenue in the military and space end-use markets, partially offset by an approximate 10% increase in revenue in the non-aerospace and defense (“non-A&D”) end-use markets.

Net revenues for the six months ended June 28, 2014 were approximately $366.3 million, compared to approximately $367.4 million for the six months ended June 29, 2013. The net revenues decrease primarily reflects an approximate 5% lower revenue in the military and space end-use markets, partially offset by an approximate 5% higher revenue in the commercial aerospace end-use markets and an approximate 6% higher revenue in the non-A&D end-use markets.

Net Revenues by Major Customers

A significant portion of our net revenues are to our top ten customers as follows:

	Three Months Ended		Six Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Boeing	20 %	16 %	20 %	17 %
Raytheon	9 %	10 %	9 %	10 %
Total top ten customers	58 %	56 %	59 %	56 %

Boeing and Raytheon represented the following percentages of total accounts receivable:

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	June 28, 2014	December 31, 2013
Boeing	15 %	12 %
Raytheon	9 %	8 %

The revenues and accounts receivable from Boeing and Raytheon are diversified over a number of commercial, military and space programs and were made by both operating segments.

Gross Profit

Gross profit margins and dollars increased year over year in the three months ended June 28, 2014 compared to the three months ended June 29, 2013 primarily due to improved operating performance and an approximately $0.8 million workers' compensation audit refund related to prior years.

Gross profit margins and dollars increased year over year in the six months ended June 28, 2014 compared to the six months ended June 29, 2013 primarily due to a favorable product mix, improved operating performance and an approximate $0.8 million workers' compensation audit refund related to prior years.

Selling, General and Administrative Expenses ("SG&A")

SG&A expenses decreased year over year in the three months ended June 28, 2014 compared to the three months ended June 29, 2013 primarily due to lower non-recurring professional fees and lower benefit related costs.

SG&A expenses decreased year over year in the six months ended June 28, 2014 compared to the six months ended June 29, 2013 primarily due to lower non-recurring professional fees, lower benefit related costs, combined with the prior year included an approximate $0.5 million charge related to the Company's debt repricing transaction.

Interest Expense

Interest expense decreased year over year in the three months ended June 28, 2014 compared to the three months ended June 29, 2013 primarily due to lower outstanding debt balances and interest rate reduction as a result of repricing our term loan towards the end of the first quarter of 2013.

Interest expense decreased year over year in the six months ended June 28, 2014 compared to the six months ended June 29, 2013 primarily due to lower outstanding debt balances and interest rate reduction as a result of repricing our term loan towards the end of the first quarter of 2013.

Income Tax Expense

We recorded income tax expense of approximately $3.1 million (effective tax rate of 32.5%) in the three months ended June 28, 2014 compared to approximately $2.1 million (effective tax rate of 27.6%) in the three months ended June 29, 2013.

The effective tax rate for for the three months ended June 28, 2014 did not include any benefit from federal research and development ("R&D") tax credits as it expired on December 31, 2013. The three months ended June 29, 2013 included federal research and development tax credits benefit of approximately $0.5 million. The federal R&D tax credit has not been extended for 2014, therefore, there was no federal R&D tax credit benefit recognized in the three months ended June 28, 2014.

We recorded income tax expense of approximately $5.3 million (effective tax rate of 32.5%) in the six months ended June 28, 2014 compared to approximately $0.9 million (effective tax rate of 8.6%) in the six months ended June 29, 2013.

The effective tax rate for for the six months ended June 28, 2014 did not include any benefit from federal R&D tax credits as it expired on December 31, 2013. The six months ended June 29, 2013 included federal research and development tax credits benefit of approximately $3.0 million. This amount included approximately $2.0 million of 2012 federal research and development tax credits benefit recognized in the six months ended June 29, 2013 as a result of the American Taxpayer Relief Act of 2012 (the "Act"), passed in January 2013. The Act included an extension of the federal research and development tax credit for amounts paid or incurred after December 31, 2011 and before January 1, 2014. The federal R&D tax credit has not been extended for 2014, therefore, there was no federal R&D tax credit benefit recognized in the six months ended June 28, 2014.

Net Income and Earnings per Diluted Share

Net income and earnings per diluted share for the three months ended June 28, 2014 were approximately $6.5 million, or $0.59 per diluted share, compared to approximately $5.5 million, or $0.51 per diluted share, for the three months ended June 29, 2013. Net

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income for the three months ended June 28, 2014 increased primarily due to improved operating performance, lower selling, general and administrative expenses, and lower interest expense, partially offset by higher income tax expense.

Net income and earnings per diluted share for the six months ended June 28, 2014 were approximately $11.1 million, or $1.00 per diluted share, compared to approximately $9.2 million, or $0.86 per diluted share, for the six months ended June 29, 2013. Net income for the six months ended June 28, 2014 increased primarily due to a favorable product mix, improved operating performance, lower selling, general and administrative expenses, and lower interest expense, partially offset by higher income tax expense.

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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 the three and six months ended June 28, 2014 and June 29, 2013:

	Three Months Ended					Six Months Ended				
	%	(In thousands)		% of Net Revenues		%	(In thousands)		% of Net Revenues	
	Change	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013	Change	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net Revenues										
DAS	(6.4)%	$78,616	$83,992	42.1%	43.9%	2.3%	$160,270	$156,697	43.8%	42.7%
DLT	0.4%	107,900	107,480	57.9%	56.1%	(2.2)%	205,999	210,690	56.2%	57.3%
Total Net Revenues	(2.6)%	$186,516	$191,472	100.0%	100.0%	(0.3)%	$366,269	$367,387	100.0%	100.0%
Segment Operating Income										
DAS		$9,833	$8,985	12.5%	10.7%		$20,079	$15,616	12.5%	10.0%
DLT		10,757	11,167	10.0%	10.4%		17,801	19,101	8.6%	9.1%
		20,590	20,152				37,880	34,717		
Corporate General and Administrative Expenses (1)		(4,015)	(5,109)	(2.2)%	(2.7)%		(7,322)	(9,372)	(2.0)%	(2.6)%
Total Operating Income		$16,575	$15,043	8.9%	7.9%		$30,558	$25,345	8.3%	6.9%
EBITDA										
DAS										
Operating Income		$9,833	$8,985				$20,079	$15,616		
Depreciation and Amortization		3,554	2,438				5,970	4,765		
		13,387	11,423	17.0%	13.6%		26,049	20,381	16.3%	13.0%
DLT										
Operating Income		10,757	11,167				17,801	19,101		
Depreciation and Amortization		4,043	4,660				9,051	9,323		
		14,800	15,827	13.7%	14.7%		26,852	28,424	13.0%	13.5%
Corporate General and Administrative Expenses (1)										
Operating Loss		(4,015)	(5,109)				(7,322)	(9,372)		
Depreciation and		102	42				104	85		

Amortization	(3,913)	(5,067)			(7,218)	(9,287)		
EBITDA	$24,274	$22,183	13.0 %	11.6 %	$45,683	$39,518	12.5 %	10.8 %

(1) Includes costs not allocated to either the DLT or DAS operating segments.

Ducommun AeroStructures

DAS's net revenues in the three months ended June 28, 2014 compared to the three months ended June 29, 2013 decreased approximately 6% reflecting an approximate 4% decrease in commercial aerospace revenue and an approximate 11% decrease in military aircraft revenue. DAS's net revenues for the six-months ended June 28, 2014 compared to the six months ended June 29, 2013 increased approximately 2% as a result of an approximate 4% increase in commercial aerospace revenue.

The DAS segment operating income and EBITDA increased in the three- and six-month periods ending June 28, 2014, respectively, as a result of improved operating performance and a $0.8 million workers' compensation audit refund related to prior years.

Ducommun LaBarge Technologies

DLT's net revenues in the three months ended June 28, 2014 compared to the three months ended June 29, 2013 were essentially flat reflecting an approximate 10% increase in non-aerospace and defense revenue, approximate 25% increase in commercial aerospace revenue, partially offset by an approximate 7% decrease in defense technologies revenue. DLT's net revenues for the six-months ended June 28, 2014 compared to the six months ended June 29, 2013 decreased approximately 2% reflecting an approximate 8%

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decrease in defense technologies revenue which was partially off-set by an approximate 6% increase in non-aerospace and defense revenue and an approximate 12% increase in commercial aerospace revenue.

DLT's segment operating income and EBITDA decreased in the three month period ending June 28, 2014 compared to the three months ended June 29, 2013 as a result of a decrease in defense technologies revenue. DLT's segment operating income and EBITDA decreased in the six month period ending June 28, 2014 compared to the six months ended June 29, 2013 as result of a decrease in defense technologies revenue.

Corporate General and Administrative ("CG&A")

CG&A expenses decreased approximately $1.1 million in the three months ending June 28, 2014 compared to the three months ended June 29, 2013 primarily due to lower non-recurring professional fees and lower benefit costs. CG&A expenses decreased approximately $2.1 million in the six month period ending June 28, 2014 compared to the six months ended June 29, primarily due to lower non-recurring professional fees and lower benefit costs, combined with the the first quarter of 2013 that included an approximate $0.5 million charge related to our debt repricing transaction.

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 revenues. 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 revenues. Approximately $498.5 million of total backlog is expected to be delivered over the next 12 months. The following table summarizes our backlog as of June 28, 2014 and December 31, 2013:

	(In thousands)		
	Change	June 28, 2014	December 31, 2013
Consolidated Ducommun			
Military and space			
Defense technologies	$(20,279)	$197,174	$217,453
Defense structures	(5,413)	112,320	117,733
Commercial aerospace	20,118	251,321	231,203
Natural resources	(788)	22,017	22,805
Industrial	6,487	20,103	13,616
Medical and other	3,026	20,209	17,183
Total	$3,151	$623,144	$619,993
DAS			
Military and space (defense structures)	$(5,413)	$112,320	$117,733
Commercial aerospace	8,665	214,195	205,530
Total	$3,252	$326,515	$323,263
DLT			
Military and space (defense technologies)	$(20,279)	$197,174	$217,453
Commercial aerospace	11,453	37,126	25,673
Natural resources	(788)	22,017	22,805
Industrial	6,487	20,103	13,616
Medical and other	3,026	20,209	17,183
Total	$(101)	$296,629	$296,730

LIQUIDITY AND CAPITAL RESOURCES

Available Liquidity

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

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	(In millions) June 28, 2014		December 31, 2013	
Total debt, including long-term portion	$317.7		$332.7	
Weighted-average interest rate on debt	7.90	%	7.76	%
Term Loan interest rate	4.75	%	4.75	%
Cash and cash equivalents	$43.8		$48.8	
Unused Revolving Credit Facility	$58.4		$58.4	

We made a voluntary principal prepayment of approximately $7.5 million in each of the first two quarters of 2014 for a total aggregate voluntary principal prepayment of approximately $15.0 million on our term loan. We expect to pay down a total of $25.0 million to $30.0 million on the term loan in 2014.

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 June 28, 2014, we were in compliance with all covenants. At June 28, 2014, there were no amounts outstanding that would have triggered the leverage ratio covenant. However, we would have been in compliance with such coverage ratio.

We expect to spend a total of approximately $16.0 million for capital expenditures in 2014 financed by cash generated from operations, which would be higher than 2013, 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 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 generated from operating activities for the six months ended June 28, 2014 increased to approximately $15.5 million, compared to net cash generated of approximately $6.9 million in the six months ended June 29, 2013. The higher cash generated during the first six months of 2014 related primarily to higher net income and improved working capital management.

Net cash used in investing activities of approximately $5.9 million for the six months ended June 28, 2014 included capital expenditures, principally to support new contract awards at DAS and DLT. The increase from the prior year was primarily due to timing of capital expenditures.

Net cash used in financing activities for the six months ended June 28, 2014 of approximately $14.6 million was related to a voluntary principal prepayment on our term loan.

Off-Balance Sheet Arrangements

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

CRITICAL ACCOUNTING POLICIES

The preparation of our condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States requires estimation and judgment that affect the reported amounts of net revenues, expenses, assets and liabilities. For a description of our critical accounting policies, please refer to "Critical Accounting Policies" in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2013 Annual Report on Form 10-K. There have been no material changes in any of our critical accounting policies during the three and six months ended June 28, 2014.

Recent Accounting Pronouncements

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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Our main market risk exposure relates to changes in U.S. interest rates on our outstanding long-term debt. At June 28, 2014, we had borrowings of approximately $117.6 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 1.00%, and a margin of 3.75%. A hypothetical 10% increase or decrease in the interest rate would have an immaterial impact on our financial condition and results of operations.

ITEM 4. 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.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended June 28, 2014 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Part II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See Note 10, “Contingencies,” in the accompanying notes to condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for a description of our legal proceedings.

ITEM 1A. RISK FACTORS

See Part I, Item 1A, “Risk Factors,” of our Annual Report on Form 10-K for the year ended December 31, 2013 for discussion of risk factors. There have been no material changes in the six months ended June 28, 2014 to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 6. Exhibits

2.1	Agreement and Plan of Merger, dated as of April 3, 2011, among Ducommun Incorporated, DLBMS, Inc. and LaBarge, Inc. Incorporated by reference to Exhibit 2.1 to Form 8-K filed on April 5, 2011.
3.1	Restated Certificate of Incorporation filed with the Delaware Secretary of State on May 29, 1990. Incorporated by reference to Exhibit 3.1 to Form 10-K for the year ended December 31, 1990.
3.2	Certificate of Amendment of Certificate of Incorporation filed with the Delaware Secretary of State on May 27, 1998. Incorporated by reference to Exhibit 3.2 to Form 10-K for the year ended December 31, 1998.
3.3	Bylaws as amended and restated on March 19, 2013. Incorporated by reference to Exhibit 99.1 to Form 8-K dated March 22, 2013.
3.4	Amendment No. 2 to Bylaws dated August 1, 2013. Incorporated by reference to Exhibit 99.2 to Form 8-K dated August 5, 2013.
4.1	Indenture, dated June 28, 2011, between Ducommun Incorporated, certain of its subsidiaries and Wilmington Trust FSB, as trustee. Incorporated by reference to Exhibit 4.1 to Form 8-K filed on July 1, 2011.
4.2	Registration Rights Agreement, dated June 28, 2011, between Ducommun Incorporated, certain of its subsidiaries, UBS Securities LLC and Credit Suisse Securities (USA) LLC. Incorporated by reference to Exhibit 4.2 to Form 8-K filed on July 1, 2011.
10.1	Commitment Letter to Ducommun Incorporated, dated April 3, 2011 from UBS Loan Finance LLC and UBS Securities LLC, Credit Suisse Securities (USA) LLC and Credit Suisse AG. Incorporated by reference to Exhibit 10.1 to Form 8-K filed on April 5, 2011.
10.2	Credit Agreement, dated as of June 28, 2011, among Ducommun Incorporated, certain of its subsidiaries, UBS Securities LLC and Credit Suisse Securities (USA) LLC as joint lead arrangers, UBS AG, Stamford Branch as issuing bank, administrative agent and collateral agent, and other lenders party thereto. Incorporated by reference to Exhibit 10.1 to Form 8-K filed on July 1, 2011.
10.3	Amendment No. 1 to Credit Agreement, dated as of March 28, 2013, by and among Ducommun Incorporated, certain of its subsidiaries, UBS AG, Stamford Branch as administrative agent, collateral agent, swingline bank and issuing bank and other lenders party thereto. Incorporated by reference to Exhibit 10.1 to Form 8-K dated March 28, 2013.
10.4	Amendment No. 2 to Credit Agreement, dated as of October 18, 2013 by and among Ducommun Incorporated, certain of its subsidiaries, and UBS AG, Stamford Branch, as administrative agent, collateral agent, swingline bank and issuing bank, and other lenders party thereto. Incorporated by reference to Exhibit 10.1 to Form 8-K dated October 23, 2013.
*10.13	Form of Key Executive Severance Agreement entered with seven current executive officers of Ducommun. Incorporated by reference to Exhibit 99.1 to Form 8-K dated January 9, 2008. Incorporated by reference to Exhibit 99.1 to Form 8-K dated January 9, 2008. All of the Key Executive Severance Agreements are identical except for the name of the executive officer, the address for notice, and the date of the Agreement:

Executive Officer	Date of Agreement
Kathryn M. Andrus	February 18, 2014
Joseph P. Bellino	November 5, 2009
Joel H. Benkie	December 13, 2013
Douglas L. Groves	February 18, 2014
James S. Heiser	December 31, 2007
Anthony J. Reardon	December 31, 2007
Rose F. Rogers	November 5, 2009

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*10.14	Form of Indemnity Agreement entered with all directors and officers of Ducommun. Incorporated by reference to Exhibit 10.8 to Form 10-K for the year ended December 31, 1990. All of the Indemnity Agreements are identical except for the name of the director or officer and the date of the Agreement:

Director/Officer	Date of Agreement
Kathryn M. Andrus	January 30, 2008
Richard A. Baldridge	March 19, 2013
Joseph C. Berenato	November 4, 1991
Joseph P. Bellino	September 15, 2008
Joel H. Benkie	February 12, 2013
Gregory S. Churchill	March 19, 2013
Robert C. Ducommun	December 31, 1985
Dean W. Flatt	November 5, 2009
Douglas L. Groves	February 12, 2013
Jay L. Haberland	February 2, 2009
James S. Heiser	May 6, 1987
Robert D. Paulson	March 25, 2003
Anthony J. Reardon	January 8, 2008
Rosalie F. Rogers	July 24, 2008

*10.17	Employment Letter Agreement dated September 5, 2008 between Ducommun Incorporated and Joseph P. Bellino. Incorporated by reference to Exhibit 99.1 to Form 8-K dated September 18, 2008.
*10.18	Employment Letter Agreement dated May 3, 2012 between Ducommun Incorporated and Joel H. Benkie. Incorporated by reference to Exhibit 99.1 to Form 8-K dated June 4, 2012.
*10.19	Form of Performance Stock Unit Agreement for 2014 and after.
31.1	Certification of Principal Executive Officer.
31.2	Certification of Principal Financial Officer.
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Indicates an executive compensation plan or arrangement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 28, 2014	By:	/s/ Anthony J. Reardon Anthony J. Reardon Chairman and Chief Executive Officer (Principal Executive Officer)
Date: July 28, 2014	By:	/s/ Joseph P. Bellino Joseph P. Bellino Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer)
Date: July 28, 2014	By:	/s/ Douglas L. Groves Douglas L. Groves Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)