

DUCOMMUN INC /DE/  
Form 10-Q  
May 12, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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

For the quarterly period ended April 4, 2015  
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

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DUCOMMUN INCORPORATED  
(Exact name of registrant as specified in its charter)

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

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

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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 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"/>
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Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 1, 2015, the registrant had 11,055,037 shares of common stock outstanding.



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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

Ducommun Incorporated and Subsidiaries

Condensed Consolidated Balance Sheets

(Unaudited)

(In thousands, except share and per share data)

	April 4, 2015	December 31, 2014
Assets		
Current Assets		
Cash and cash equivalents	\$32,705	\$45,627
Accounts receivable, net of allowance for doubtful accounts of \$189 and \$252 at April 4, 2015 and December 31, 2014, respectively	90,912	91,060
Inventories	141,443	142,842
Production cost of contracts	11,115	11,727
Deferred income taxes	13,783	13,783
Other current assets	19,485	23,702
Total Current Assets	309,443	328,741
Property and Equipment, Net	99,998	99,068
Goodwill	157,569	157,569
Intangibles, Net	152,596	155,104
Other Assets	6,321	7,117
Total Assets	\$725,927	\$747,599
Liabilities and Shareholders' Equity		
Current Liabilities		
Current portion of long-term debt	\$27	\$26
Accounts payable	58,577	58,979
Accrued liabilities	41,659	52,066
Total Current Liabilities	100,263	111,071
Long-Term Debt, Less Current Portion	280,019	290,026
Deferred Income Taxes	70,199	69,448
Other Long-Term Liabilities	19,938	20,484
Total Liabilities	470,419	491,029
Commitments and Contingencies (Notes 9, 11)		
Shareholders' Equity		
Common stock - \$0.01 par value; 35,000,000 shares authorized; 10,997,241 and 10,952,268 issued at April 4, 2015 and December 31, 2014, respectively	110	110
Additional paid-in capital	72,992	72,206
Retained earnings	188,932	190,905
Accumulated other comprehensive loss	(6,526)	(6,651)
Total Shareholders' Equity	255,508	256,570
Total Liabilities and Shareholders' Equity	\$725,927	\$747,599

See accompanying notes to condensed consolidated financial statements.

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

	Three Months Ended	
	April 4, 2015	March 29, 2014 As Restated
Net Revenues	\$172,920	\$179,753
Cost of Sales	146,159	143,838
Gross Profit	26,761	35,915
Selling, General and Administrative Expenses	23,134	21,087
Operating Income	3,627	14,828
Interest Expense	(6,661	) (7,125
(Loss) Income Before Taxes	(3,034	) 7,703
Income Tax (Benefit) Expense	(1,061	) 2,544
Net (Loss) Income	\$(1,973	) \$5,159
(Loss) Earnings Per Share		
Basic (loss) earnings per share	\$(0.18	) \$0.48
Diluted (loss) earnings per share	\$(0.18	) \$0.46
Weighted-Average Number of Common Shares Outstanding		
Basic	10,964	10,844
Diluted	10,964	11,107

See accompanying notes to condensed consolidated financial statements.

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

	Three Months Ended	
	April 4, 2015	March 29, 2014 As Restated
Net (Loss) Income	\$(1,973	) \$5,159
Other Comprehensive Loss		
Amortization of actuarial losses and prior service costs, net of tax benefit of approximately \$97 and \$36 for the three months ended April 4, 2015 and March 29, 2014, respectively	(125	) (69 )
Other Comprehensive Loss	(125	) (69 )
Comprehensive (Loss) Income	\$(2,098	) \$5,090

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)

	Three Months Ended	
	April 4, 2015	March 29, 2014 As Restated
Cash Flows from Operating Activities		
Net (Loss) Income	\$(1,973	) \$5,159
Adjustments to Reconcile Net (Loss) Income to Net Cash Provided by (Used in) Operating Activities:		
Depreciation and amortization	6,914	7,426
Stock-based compensation expense	1,624	364
Deferred income taxes	751	(604
Excess tax benefits from stock-based compensation	(109	) (124
Recovery of doubtful accounts	(62	) (62
Other	643	(757
Changes in Assets and Liabilities:		
Accounts receivable	210	(8,599
Inventories	1,399	(8,388
Production cost of contracts	95	513
Other assets	4,412	5,440
Accounts payable	342	(4,138
Accrued and other liabilities	(10,761	) (6,067
Net Cash Provided by (Used in) Operating Activities	3,485	(9,837
Cash Flows from Investing Activities		
Purchases of property and equipment	(5,572	) (2,192
Proceeds from sale of assets	9	5
Net Cash Used in Investing Activities	(5,563	) (2,187
Cash Flows from Financing Activities		
Repayment of term loan and other debt	(10,006	) (7,506
Excess tax benefits from stock-based compensation	109	124
Net proceeds from issuance of common stock under stock plans	(947	) 7
Net Cash Used in Financing Activities	(10,844	) (7,375
Net Decrease in Cash and Cash Equivalents	(12,922	) (19,399
Cash and Cash Equivalents at Beginning of Period	45,627	48,814
Cash and Cash Equivalents at End of Period	\$32,705	\$29,415
Supplemental Disclosures of Cash Flow Information		
Interest paid	\$11,397	\$11,397
Taxes paid	\$—	\$58
Non-cash activities:		
Purchases of property and equipment not paid	\$714	\$182

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. The December 31, 2014 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, 2014. 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, 2014. 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 months ended April 4, 2015 are not necessarily indicative of the results to be expected for the full year ending December 31, 2015.

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 (including forward loss reserves), 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.

Restatement of Previously Issued Consolidated Financial Statements

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, we have restated our consolidated financial statements as of December 31, 2013, and for the years ended December 31, 2013 and 2012 and our unaudited quarterly financial information for the first three quarters in the year ended December 31, 2014 and for each of the quarters in the year ended December 31, 2013, to correct errors in prior periods primarily related to (i) a long-term contract following the discovery of misconduct by employees in the recording of direct labor costs to the contract from 2009 through the third quarter 2014 which resulted in the identification of a forward loss provision that should have been recorded in 2009 and the impact on subsequent periods of adjustments to the forward loss provision based on information available at the time; and (ii) the year end reconciliation of income taxes payable and deferred tax balances identified errors primarily in 2013, 2012, and 2011. In addition, the restated amounts include previously identified and disclosed immaterial adjustments. We have reflected our restated unaudited quarterly condensed consolidated financial information as of and for the quarter ended March 29, 2014 herein. See Note 2 for additional information.

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.

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## 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:

	(In thousands, except per share data)	
	Three Months Ended	
	April 4, 2015	March 29, 2014 As Restated
Net (loss) earnings	\$(1,973	) \$5,159
Weighted-average number of common shares outstanding		
Basic weighted-average common shares outstanding	10,964	10,844
Dilutive potential common shares	—	263
Diluted weighted-average common shares outstanding	10,964	11,107
(Loss) earnings per share		
Basic	\$(0.18	) \$0.48
Diluted	\$(0.18	) \$0.46

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)	
	Three Months Ended	
	April 4, 2015	March 29, 2014
Stock options and stock units	916	254

## 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

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. The provisions for estimated losses on contracts require us 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. Our 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

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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.

### 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 condensed consolidated balance sheets under the equity section, was comprised of cumulative pension and retirement liability adjustments, net of tax.

### Recent Accounting Pronouncements

#### Recently Issued Accounting Standards

In April 2015, the FASB issued ASU 2015-05, "Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement" ("ASU 2015-05"), which provides guidance on fees paid by a customer in a cloud computing arrangement. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance is effective for annual and interim periods within those annual periods, beginning after December 15, 2015, which will be our interim period beginning January 1, 2016. Early adoption is permitted. We are evaluating the impact of this standard but currently do not anticipate it will have a significant impact on our condensed consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs" ("ASU 2015-03"), which changes the presentation of debt issuance costs in financial statements. Under ASU 2015-03, an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of those costs is reported as interest expense. The new guidance is effective for annual and interim periods within those annual periods, beginning after December 15, 2015, which will be our interim period beginning January 1, 2016. Early adoption is permitted. We had approximately \$5.6 million of debt issuance costs and approximately \$280.0 million of total debt as of April 4, 2015, and thus, we do not believe that adoption of this new guidance will have a significant impact on our condensed consolidated financial statements.

In January 2015, the FASB issued ASU 2015-01, "Income Statement - Extraordinary and Unusual Items (Subtopic 225-20)" ("ASU 2015-01"), which eliminates from U.S. GAAP the concept of extraordinary items. Current guidance requires separate classification, presentation, and disclosure of extraordinary events and transactions. In addition, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless evidence clearly

supports its classification as an extraordinary item. The new guidance is effective for annual and interim periods within those annual periods, beginning after December 15, 2015, which will be our interim period beginning January 1, 2016. Early adoption is permitted provided it is applied from the beginning of the annual period of adoption. We are evaluating the impact of this standard but currently do not anticipate it will have a significant impact on our condensed consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40):

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Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"), which defines management's responsibility to evaluate whether there is substantial doubt about a company's ability to continue as a going concern. ASU 2014-15 also provide principles and definitions that are intended to reduce diversity in the timing and content of disclosures in the financial statement footnotes. The new guidance is effective for annual periods ending after December 15, 2016, which will be our year ending December 31, 2016, and interim periods beginning after December 15, 2016, which will be our interim period beginning January 1, 2017. Early adoption is permitted. We are evaluating the impact of this standard but currently do not anticipate it will have a significant impact on our condensed consolidated financial statements.

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 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. Restatement

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, we restated our consolidated financial statements for the years ended December 31, 2013 and 2012 and our unaudited quarterly financial information for the first three quarters in the year ended December 31, 2014 and for each of the quarters in the year ended December 31, 2013, to correct errors in prior periods primarily related to (i) a long-term contract ("Contract") following the discovery of misconduct by employees in the recording of direct labor costs to the Contract from 2009 through the third quarter 2014 which resulted in the identification of a forward loss provision that should have been recorded in 2009 and the impact on subsequent periods of adjustments to the forward loss provision based on information available at the time ("Forward Loss Adjustments"); and (ii) the year end reconciliation of income taxes payable and deferred tax balances identified errors primarily in 2013, 2012, and 2011 ("Tax Adjustments"). The misconduct and its related financial impact were concealed from our senior management, internal auditors, and external auditors.

Also as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, the Forward Loss Adjustments were based on certain assumptions and estimates. To determine the loss on the Contract, we estimated

the number of units we would have expected to ship over the life of the Contract at inception of the Contract using external market industry data for fiscal years 2009, 2010, 2011, 2012, and 2013. We used data obtained directly from the customer for 2014 and 2015. The total estimated costs at any given point in time would typically include actual historical costs up to that time plus the estimated cost to produce units to be delivered. In addition, the estimated total cost for the life of the Contract includes certain inefficiencies on labor, material, and overhead costs during the initial start-up period. However, as we progress along the learning curve, the direct labor hours and overhead rates are expected to decrease as we gain technical knowhow and efficiency in producing the product. As a result of the misconduct by the employees in the recording of direct labor hours to the Contract, the historical actual direct labor hours charged to the Contract were inaccurate. As a result, we estimated the costs to complete future units at the end of each period based on an estimate of the direct labor hours chargeable to the Contract, including consideration of anticipated learning curve efficiencies that would decrease the direct labor hours over the remaining term of the Contract. Further, we used the actual direct labor hours incurred by the employees assigned to the Contract as a basis for projecting future

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hours, less an estimate of the time not allocable to the Contract. Using this model, we calculated the Forward Loss Adjustments from the inception of the Contract in 2009 through the expected life of the Contract. As a result of the Forward Loss Adjustments, cost of goods sold increased (decreased) approximately \$6.7 million in 2009, \$1.3 million in 2010, \$(0.3) million in 2011, \$(2.2) million in 2012, \$(0.9) million in 2013, and \$(0.8) million in the nine months ended September 27, 2014.

Further, as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, the Tax Adjustments were necessary as a result of certain calculation errors. The Tax Adjustments resulted in a net decrease to income tax expense of approximately \$0.9 million in 2013 and zero in 2012. The Tax Adjustments in 2011 resulted in a reduction to the carrying value of goodwill totaling approximately \$4.0 million due to a calculation error in the original purchase price allocation and subsequent performance of step 2 of our annual goodwill impairment analysis related to deferred income taxes and thus, (i) reduced deferred income taxes by approximately \$2.7 million and (ii) generated a pre-tax goodwill impairment charge of approximately \$1.4 million. Further, the Tax Adjustments in 2011 reduced deferred tax assets by approximately \$1.6 million that were established as a result of shared-based compensation expenses recorded previously and should have been reduced as the tax deductions were utilized. Moreover, the restated amounts include previously identified and disclosed immaterial adjustments.

In evaluating whether our previously issued consolidated financial statements were materially misstated, we evaluated the cumulative impact of these items on prior periods in accordance with the guidance in ASC 250-10, "Accounting Changes and Error Corrections," relating to SEC Staff Accounting Bulletin No. 99, "Materiality" ("SAB 99"), and SAB No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements" ("SAB 108"), and we concluded these errors were in the aggregate material to the prior reporting periods, and therefore, restatement of previously filed financial statements was necessary to our previously issued 2013, 2012, 2011, and 2010 financial statements.

This Quarterly Report on Form 10-Q for the quarter ended April 4, 2015 includes the impact of the restatement on the comparative unaudited quarterly financial information for the quarter ended March 29, 2014. In addition, our future Quarterly Reports on Form 10-Q for subsequent quarterly periods during 2015 will reflect the impact of the restatement in the 2014 comparative prior quarter and year-to-date periods. Certain reclassifications have been made to prior period amounts to conform to the current year's presentation.

The account balances labeled "As Reported" in the following tables for the quarter ended March 29, 2014 represent the previously reported unaudited balances in our Quarterly Report on Form 10-Q for the quarter ended March 29, 2014. The effects of these prior period errors on our unaudited condensed consolidated financial statements are as follows (in thousands, except per share data):



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Unaudited Condensed Consolidated Balance Sheet:	March 29, 2014		
	As Reported	Adjustments	As Restated
Assets			
Current Assets			
Cash and cash equivalents	\$29,415	\$—	\$29,415
Accounts receivable (less allowance for doubtful accounts of \$427 at March 29, 2014)	100,570	—	100,570
Inventories	148,895	—	148,895
Production cost of contracts	10,479	—	10,479
Deferred income taxes	13,836	1,504	15,340
Other current assets	21,664	998	22,662
Total Current Assets	324,859	2,502	327,361
Property and Equipment, Net	94,168	—	94,168
Goodwill	161,940	(4,371 )	157,569
Intangibles, Net	162,875	—	162,875
Other Assets	9,320	—	9,320
Total Assets	\$753,162	\$(1,869 )	\$751,293
Liabilities and Shareholders' Equity			
Current Liabilities			
Current portion of long-term debt	\$25	\$—	\$25
Accounts payable	53,973	—	53,973
Accrued liabilities	39,628	3,824	43,452
Total Current Liabilities	93,626	3,824	97,450
Long-Term Debt, Less Current Portion	325,171	—	325,171
Deferred Income Taxes	70,556	(500 )	70,056
Other Long-Term Liabilities	18,922	(300 )	18,622
Total Liabilities	508,275	3,024	511,299
Commitments and Contingencies			
Shareholders' Equity			
Common stock - \$0.01 par value; 35,000,000 shares authorized; 10,999,632 shares issued at March 29, 2014	110	—	110
Treasury stock, at cost; 143,300 shares at March 29, 2014	(1,924 )	—	(1,924 )
Additional paid-in capital	71,037	(1,633 )	69,404
Retained earnings	179,457	(3,260 )	176,197
Accumulated other comprehensive loss	(3,793 )	—	(3,793 )
Total Shareholders' Equity	244,887	(4,893 )	239,994
Total Liabilities and Shareholders' Equity	\$753,162	\$(1,869 )	\$751,293



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	Three Months Ended March 29, 2014		
Unaudited Condensed Consolidated Cash Flow Statement:	As Reported	Adjustments	As Restated
Cash Flows from Operating Activities			
Net Income	\$4,629	\$ 530	\$5,159
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:			
Depreciation and amortization	7,426	—	7,426
Stock-based compensation expense	364	—	364
Deferred income taxes	(919	) 315	(604 )
Excess tax benefits from stock-based compensation	(124	) —	(124 )
Recovery of doubtful accounts	(62	) —	(62 )
Other	88	(845 )	(757 )
Changes in Assets and Liabilities:			
Accounts receivable	(8,599	) —	(8,599 )
Inventories	(8,388	) —	(8,388 )
Production cost of contracts	513	—	513
Other assets	5,440	—	5,440
Accounts payable	(4,138	) —	(4,138 )
Accrued and other liabilities	(6,067	) —	(6,067 )
Net Cash Used in Operating Activities	(9,837	) —	(9,837 )
Cash Flows from Investing Activities			
Purchases of property and equipment	(2,192	) —	(2,192 )
Proceeds from sales of assets	5	—	5
Net Cash Used in Investing Activities	(2,187	) —	(2,187 )
Cash Flows from Financing Activities			
Repayment of term loan and other debt	(7,506	) —	(7,506 )
Excess tax benefits from stock-based compensation	124	—	124
Net proceeds from issuance of common stock under stock plans	7	—	7
Net Cash Used in Financing Activities	(7,375	) —	(7,375 )
Net Decrease in Cash and Cash Equivalents	(19,399	) —	(19,399 )
Cash and Cash Equivalents at Beginning of Year	48,814	—	48,814
Cash and Cash Equivalents at End of Year	\$29,415	\$ —	\$29,415
Supplemental Disclosures of Cash Flow Information			
Interest paid	\$11,397	\$ —	\$11,397
Taxes paid	\$58	\$ —	\$58
Non-cash activities:			
Purchases of property and equipment not paid	\$182	\$ —	\$182

## Note 3. Inventories

Inventories consisted of the following:

	(In thousands)	
	April 4, 2015	December 31, 2014
Raw materials and supplies	\$80,190	\$77,033
Work in process	60,655	61,458
Finished goods	10,455	14,116
	151,300	152,607

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Less progress payments	9,857	9,765
Total	\$141,443	\$142,842

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We net advances from customers related to inventory purchases against inventories in the consolidated balance sheets.

## Note 4. 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	\$182,048	\$239,291
Accumulated goodwill impairment	—	(81,722	) (81,722
Balance at December 31, 2014	\$57,243	\$100,326	\$157,569
Balance at April 4, 2015	\$57,243	\$100,326	\$157,569

## Note 5. Accrued Liabilities

The components of accrued liabilities were as follows:

	(In thousands)	
	April 4, 2015	December 31, 2014
Accrued compensation	\$22,274	\$25,352
Accrued income and sales tax	1,498	1,580
Customer deposits	1,171	1,139
Interest payable	4,111	9,439
Provision for forward loss reserves	4,776	4,734
Other	7,829	9,822
Total	\$41,659	\$52,066

## Note 6. Long-Term Debt

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

	(In thousands)			
	April 4, 2015	December 31, 2014		
Senior unsecured notes (fixed 9.75%)	\$200,000	\$200,000		
Senior secured term loan (floating 4.75%)	80,000	90,000		
Other debt (fixed 5.41%)	46	52		
Total debt	280,046	290,052		
Less current portion	27	26		
Total long-term debt	\$280,019	\$290,026		
Weighted-average interest rate	8.32	% 8.20		%

We made voluntary principal prepayments on our senior secured term loan of approximately \$10.0 million and \$7.5 million for the three months ended April 4, 2015 and March 29, 2014, respectively.

As of April 4, 2015, we had approximately \$58.5 million of unused borrowing capacity under the revolving credit facility, after deducting approximately \$1.5 million for standby letters of credit.

The failure to file our 2014 Annual Report on Form 10-K by March 31, 2015 resulted in defaults, but not an event of default, under our senior secured term loan and senior secured revolving credit facility (together, the "Credit Facilities") and our senior



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unsecured notes (the “Notes”). The defaults on our Credit Facilities and our Notes were deemed cured with the filing of our Annual Report on Form 10-K on April 9, 2015. Thus, as of April 4, 2015, we were not in compliance with all covenants required by our amended credit agreement. However, as of April 4, 2015, 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 \$211.5 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.

The Notes were issued by us (“Parent Company”) and guaranteed by all of our subsidiaries, other than one subsidiary (“Subsidiary Guarantors”) that was considered minor. The Parent Company has no independent assets or operations and the Subsidiary Guarantors jointly and severally guarantee, on a senior unsecured basis, the Notes. Therefore, no condensed consolidating financial information for the Parent Company and its subsidiaries are presented.

#### Note 7. Shareholders’ Equity

We are authorized to issue five million shares of preferred stock. At April 4, 2015 and December 31, 2014, no preferred shares were issued or outstanding.

#### Note 8. Employee Benefit Plans

The components of net periodic pension expense were as follows:

	(In thousands)	
	Three Months Ended	
	April 4, 2015	March 29, 2014
Service cost	\$ 196	\$ 173
Interest cost	338	319
Expected return on plan assets	(374	) (350
Amortization of actuarial losses	222	105
Net periodic pension cost	\$382	\$247

The components of the reclassifications of net actuarial losses from accumulated other comprehensive loss to net income for the three months ended April 4, 2015 were as follows:

	(In thousands)	
	Three Months Ended	
	April 4, 2015	
Amortization of actuarial losses - total before tax <sup>(1)</sup>	\$(222	)
Tax benefit	97	
Net of tax	\$(125	)

(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 9. 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





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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 condensed consolidated balance sheets.

## Note 10. Income Taxes

We recorded an income tax benefit of approximately \$1.1 million (effective tax benefit rate of 35%) for the three months ended April 4, 2015 compared to an income tax expense of approximately \$2.5 million (effective tax rate of 33%) for the three months ended March 29, 2014. The effective tax benefit rate for the three months ended April 4, 2015 includes a benefit for the Qualified Domestic Production Activities Deduction that was partially offset by permanent tax difference items and state taxes. The effective tax rate for the three months ended March 29, 2014 included a benefit for the Qualified Domestic Production Activities Deduction.

Our unrecognized tax benefits were approximately \$2.8 million both as of April 4, 2015 and December 31, 2014. Approximately \$1.9 million, if recognized, would affect the annual income tax rate. We do not reasonably expect significant increases or decreases to our unrecognized tax benefits in the next twelve months.

## Note 11. Contingencies

On October 8, 2014, the United States District Court for the District of Kansas (the "District Court") granted summary judgment in favor of The Boeing Company ("Boeing") and Ducommun and dismissed the lawsuit entitled United States of America ex rel Taylor Smith, Jeannine Prewitt and James Ailes v. The Boeing Company and Ducommun Inc.. The lawsuit was a qui tam action brought by three former Boeing employees ("Relators") against Boeing and Ducommun on behalf of the United States of America for violations of the United States False Claims Act. Relators have appealed the dismissal to the Tenth Circuit Court of Appeals. The lawsuit alleged 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 sought 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 claimed 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 declined to intervene in 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 April 4, 2015, which is reflected in other long-term liabilities on its 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 April 4, 2015, 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

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may be required to pay in connection with these matters would have a material adverse effect on its condensed consolidated financial position, results of operations or cash flows.

## Note 12. 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:

	(In thousands)	
	Three Months Ended	
	April 4, 2015	March 29, 2014 As Restated
Net Revenues		
DAS	\$72,058	\$81,654
DLT	100,862	98,099
Total Net Revenues	\$172,920	\$179,753
Segment Operating Income		
DAS	\$2,138	\$11,092
DLT	6,285	7,044
Corporate General and Administrative Expenses <sup>(1)</sup>	8,423	18,136
Operating Income	(4,796 )	(3,308 )
Depreciation and Amortization Expenses	\$3,627	\$14,828
DAS	\$2,513	\$2,416
DLT	4,359	5,008
Corporate Administration	42	2
Total Depreciation and Amortization Expenses	\$6,914	\$7,426
Capital Expenditures		
DAS	\$3,334	\$1,285
DLT	1,490	897
Corporate Administration	4	10
Total Capital Expenditures	\$4,828	\$2,192

(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)	
	April 4, 2015	December 31, 2014
Total Assets		
DAS	\$246,066	\$245,925
DLT	418,654	427,719
Corporate Administration	61,207	73,955
Total Assets	\$725,927	\$747,599
Goodwill and Intangibles		
DAS	\$57,243	\$57,243
DLT	100,326	100,326

Total Goodwill and Intangibles	\$ 157,569	\$ 157,569
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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

## Restatement of Previously Issued Financial Statements

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, we restated our consolidated financial statements for the years ended December 31, 2013 and 2012 and our unaudited quarterly financial information for the first three quarters in the year ended December 31, 2014 and for each of the quarters in the year ended December 31, 2013, to correct errors in prior periods primarily related to (i) a long-term contract ("Contract") following the discovery of misconduct by employees in the recording of direct labor costs to the Contract from 2009 through the third quarter 2014 which resulted in the identification of a forward loss provision that should have been recorded in 2009 and the impact on subsequent periods of adjustments to the forward loss provision based on information available at the time ("Forward Loss Adjustments"); and (ii) the year end reconciliation of income taxes payable and deferred tax balances identified errors primarily in 2013, 2012, and 2011 ("Tax Adjustments"). The misconduct and its related financial impact were concealed from our senior management, internal auditors, and external auditors.

Also as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, the Forward Loss Adjustments were based on certain assumptions and estimates. To determine the loss on the Contract, we estimated the number of units we would have expected to ship over the life of the Contract at inception of the Contract using external market industry data for fiscal years 2009, 2010, 2011, 2012, and 2013. We used data obtained directly from the customer for 2014 and 2015. The total estimated costs at any given point in time would typically include actual historical costs up to that time plus the estimated cost to produce units to be delivered. In addition, the estimated total cost for the life of the Contract includes certain inefficiencies on labor, material, and overhead costs during the initial start-up period. However, as we progress along the learning curve, the direct labor hours and overhead rates are expected to decrease as we gain technical knowhow and efficiency in producing the product. As a result of the misconduct by the employees in the recording of direct labor hours to the Contract, the historical actual direct labor hours charged to the Contract were inaccurate. As a result, we estimated the costs to complete future units at the end of each period based on an estimate of the direct labor hours chargeable to the Contract, including consideration of anticipated learning curve efficiencies that would decrease the direct labor hours over the remaining term of the Contract. Further, we used the actual direct labor hours incurred by the employees assigned to the Contract as a basis for projecting future hours, less an estimate of the time not allocable to the Contract. Using this model, we calculated the Forward Loss Adjustments from the inception of the Contract in 2009 through the expected life of the Contract. As a result of the Forward Loss Adjustments, cost of goods sold increased (decreased) approximately \$6.7 million in 2009, \$1.3 million in 2010, \$(0.3) million in 2011, \$(2.2) million in 2012, \$(0.9) million in 2013, and \$(0.8) million in the nine months ended September 27, 2014.

Further, as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, the Tax Adjustments were necessary as a result of certain calculation errors. The Tax Adjustments resulted in a net decrease to income tax expense of approximately \$0.9 million in 2013 and zero in 2012. The Tax Adjustments in 2011 resulted in a reduction to the carrying value of goodwill totaling approximately \$4.0 million due to a calculation error in the original purchase price allocation and subsequent performance of step 2 of our annual goodwill impairment analysis related to deferred income taxes and thus, (i) reduced deferred income taxes by approximately \$2.7 million and (ii) generated a pre-tax goodwill impairment charge of approximately \$1.4 million. Further, the Tax Adjustments in 2011 reduced deferred tax assets by approximately \$1.6 million that were established as a result of shared-based compensation expenses recorded previously and should have been reduced as the tax deductions were utilized. Moreover, the restated amounts include previously identified and disclosed immaterial adjustments.

See Part I, Item 4 of this Form 10-Q for information regarding our controls and procedures.

## 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”).

First quarter 2015 recap:

First quarter revenue was approximately \$172.9 million

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Net loss of approximately \$2.0 million, or \$0.18 per share

EBITDA for the quarter was approximately \$10.5 million

Made voluntary principal prepayment of \$10.0 million on term loan during the quarter

Earnings before interest, taxes, depreciation and amortization ("EBITDA") was approximately \$10.5 million and \$22.3 million for the three months ended April 4, 2015 and March 29, 2014, 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

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;

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• 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 (loss) 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 (loss) income to EBITDA and the presentation of EBITDA as a percentage of net revenues were as follows:

	(In thousands)			
	Three Months Ended			
	April 4,		March 29,	
	2015		2014	
			As Restated	
Net (loss) income	\$(1,973	)	\$5,159	
Depreciation and amortization	6,914		7,426	
Interest expense	6,661		7,125	
Income tax (benefit) expense	(1,061	)	2,544	
EBITDA	\$10,541		\$22,254	
% of net revenues	6.1		% 12.4	%

EBITDA decreased in the three months ended April 4, 2015 compared to the three months ended March 29, 2014, primarily due to decreases in net income, depreciation and amortization expense, and interest expense, partially offset by lower income tax expense.



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## Results of Operations

## First Quarter of 2015 Compared to First Quarter of 2014

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					
	April 4, 2015	% of Net Revenues	March 29, 2014	% of Net Revenues		
			As Restated	As Restated		
Net Revenues	\$172,920	100.0	% \$179,753	100.0	%	
Cost of Sales	146,159	84.5	% 143,838	80.0	%	
Gross Profit	26,761	15.5	% 35,915	20.0	%	
Selling, General and Administrative Expenses	23,134	13.4	% 21,087	11.7	%	
Operating Income	3,627	2.1	% 14,828	8.2	%	
Interest Expense	(6,661 )	(3.9 )%	(7,125 )	(4.0 )%		
(Loss) Income Before Taxes	(3,034 )	(1.8 )%	7,703	4.3	%	
Income Tax (Benefit) Expense	(1,061 )	nm	2,544	nm		
Net (Loss) Income	\$(1,973 )	(1.1 )%	\$5,159	2.9	%	
Effective Tax (Benefit) Rate	(35.0 )%	nm	33.0	%	nm	
Diluted (Loss) Earnings Per Share	\$(0.18 )	nm	\$0.46		nm	

nm = not meaningful

## Net Revenues by End-Use Market and Operating Segment

Net revenues by end-use market and operating segment during the first fiscal three months of 2015 and 2014, respectively, were as follows:

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	Change	Three Months Ended		% of Net Revenues	
		(In thousands)		April 4	March 29,
		April 4	March 29,	April 4	March 29,
		2015	2014	2015	2014
<b>Consolidated Ducommun</b>					
<b>Military and space</b>					
Defense technologies	\$(5,728 )	\$51,523	\$57,251	30%	32%
Defense structures	(14,711 )	19,485	34,196	11%	19%
Commercial aerospace	11,129	67,570	56,441	39%	31%
Natural resources	541	11,316	10,775	7%	6%
Industrial	3,980	13,090	9,110	8%	5%
Medical and other	(2,044 )	9,936	11,980	6%	7%
<b>Total</b>	<b>\$(6,833 )</b>	<b>\$172,920</b>	<b>\$179,753</b>	<b>100%</b>	<b>100%</b>
<b>DAS</b>					
Military and space (defense structures)	\$(14,711 )	\$19,485	\$34,196	27%	42%
Commercial aerospace	5,115	52,573	47,458	73%	58%
<b>Total</b>	<b>\$(9,596 )</b>	<b>\$72,058</b>	<b>\$81,654</b>	<b>100%</b>	<b>100%</b>
<b>DLT</b>					
Military and space (defense technologies)	\$(5,728 )	\$51,523	\$57,251	51%	59%
Commercial aerospace	6,014	14,997	8,983	15%	9%
Natural resources	541	11,316	10,775	11%	11%
Industrial	3,980	13,090	9,110	13%	9%
Medical and other	(2,044 )	9,936	11,980	10%	12%
<b>Total</b>	<b>\$2,763</b>	<b>\$100,862</b>	<b>\$98,099</b>	<b>100%</b>	<b>100%</b>

Net revenues for the three months ended April 4, 2015 were approximately \$172.9 million, compared to approximately \$179.8 million for the three months ended March 29, 2014. The net revenues decrease year-over-year primarily reflects an approximate 22% decrease in revenue in the military and space end-use markets, partially offset by an approximate 20% increase in revenue in the commercial aerospace end-use markets and an approximate 8% increase in revenue in the non-aerospace and defense end-use markets.

## Net Revenues by Major Customers

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

	Three Months Ended		
	April 4, 2015	March 29, 2014	
Boeing Company	15	% 21	%
Raytheon Company	7	% 8	%
<b>Total top ten customers</b>	<b>53</b>	<b>% 58</b>	<b>%</b>

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The Boeing Company (“Boeing”) and Raytheon Company (“Raytheon”) represented the following percentages of total accounts receivable:

	April 4, 2015	December 31, 2014	
Boeing	13	% 16	%
Raytheon	7	% 7	%

The net 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 margin decreased year-over-year in the three months ended April 4, 2015 compared to the three months ended March 29, 2014 primarily due to an unfavorable product mix, lower revenues, and loss of efficiencies resulting from lower manufacturing volume.

**Selling, General and Administrative Expenses (“SG&A”)**

SG&A expenses increased year-over-year in the three months ended April 4, 2015 compared to the three months ended March 29, 2014 primarily due to higher accrued compensation and benefit costs and higher professional service fees.

**Interest Expense**

Interest expense decreased year over year in the three months ended April 4, 2015 compared to the three months ended March 29, 2014 primarily due to lower outstanding debt balances as a result of voluntary principal prepayments of our term loan each quarter during 2014 as well as the first quarter of 2015 as we continue to de-lever our balance sheet.

**Income Tax (Benefit) Expense**

We recorded an income tax benefit of approximately \$1.1 million (effective tax benefit rate of 35%) for the three months ended April 4, 2015 compared to an income tax expense of approximately \$2.5 million (effective tax rate of 33%) for the three months ended March 29, 2014. The effective tax benefit rate for the three months ended April 4, 2015 includes a benefit for the Qualified Domestic Production Activities Deduction that was partially offset by permanent tax difference items and state taxes. The effective tax rate for the three months ended March 29, 2014 included a benefit for the Qualified Domestic Production Activities Deduction.

**Net (Loss) Income and (Loss) Earnings per Diluted Share**

Net (loss) income and (loss) earnings per diluted share for the three months ended April 4, 2015 were approximately \$(2.0) million, or \$(0.18) per share, compared to approximately \$5.2 million, or \$0.46 per diluted share, for the three months ended March 29, 2014. Net loss for the three months ended April 4, 2015 compared to net income for the three months ended March 29, 2014 was primarily due to an unfavorable product mix, lower revenues, loss of efficiencies resulting from lower manufacturing volume, higher accrued compensation and benefit costs, and higher professional service fees, partially offset by lower income tax expense and lower interest 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 months ended April 4, 2015 and March 29, 2014:

	Three Months Ended				% of Net Revenues	
	% Change	(In thousands) April 4, 2015	March 29, 2014 As Restated	April 4, 2015	March 29, 2014 As Restated	
Net Revenues						
DAS	(11.8 )%	\$72,058	\$81,654	41.7	% 45.4	%
DLT	2.8	% 100,862	98,099	58.3	% 54.6	%
Total Net Revenues	(3.8 )%	\$172,920	\$179,753	100.0	% 100.0	%
Segment Operating Income						
DAS		\$2,138	\$11,092	3.0	% 13.6	%
DLT		6,285	7,044	6.2	% 7.2	%
		8,423	18,136			
Corporate General and Administrative Expenses <sup>(1)</sup>		(4,796 )	(3,308 )	(2.8 )%	(1.8 )%	
Total Operating Income		\$3,627	\$14,828	2.1	% 8.2	%
EBITDA						
DAS						
Operating Income		\$2,138	\$11,092			
Depreciation and Amortization		2,513	2,416			
		4,651	13,508	6.5	% 16.5	%
DLT						
Operating Income		6,285	7,044			
Depreciation and Amortization		4,359	5,008			
		10,644	12,052	10.6	% 12.3	%
Corporate General and Administrative Expenses <sup>(1)</sup>						
Operating Loss		(4,796 )	(3,308 )			
Depreciation and Amortization		42	2			
		(4,754 )	(3,306 )			
EBITDA		\$10,541	\$22,254	6.1	% 12.4	%

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

## Ducommun AeroStructures

DAS's net revenues in the three months ended April 4, 2015 compared to the three months ended March 29, 2014 decreased approximately 12% primarily due to an approximate 43% decrease in military and space revenue that was partially offset by approximate 11% increase in commercial aerospace revenue.

The DAS segment operating income decreased in the three month period ending April 4, 2015 primarily due to an unfavorable product mix, lower revenues, and loss of efficiencies resulting from lower manufacturing volume. EBITDA was approximately \$4.7 million for the current quarter, or 7% of revenue, compared to approximately \$13.5 million, or 17% of revenue, for the comparable quarter in the prior year.

## Ducommun LaBarge Technologies

DLT's net revenues in the three months ended April 4, 2015 compared to the three months ended March 29, 2014 increased approximately 3% primarily due to an approximate 67% increase in commercial aerospace revenue and an

approximate 8% increase in non-A&D revenue, partially offset by an approximate 10% decrease in military and space revenue.

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DLT's segment operating income decreased in the three month period ending April 4, 2015 compared to the three months ended March 29, 2014 primarily due to an unfavorable product mix that was partially offset by higher revenues.

Corporate General and Administrative ("CG&A")

CG&A expenses increased approximately \$1.5 million in the three months ending April 4, 2015 compared to the three months ended March 29, 2014 primarily due to higher accrued compensation and benefit costs and higher professional service fees.

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 \$431 million of total backlog is expected to be delivered over the next 12 months. The following table summarizes our backlog as of April 4, 2015 and December 31, 2014:

	(In thousands)		
	Change	April 4, 2015	December 31, 2014
Consolidated Ducommun			
Military and space			
Defense technologies	\$(6,174 )	\$178,843	\$185,017
Defense structures	(4,504 )	70,285	74,789
Commercial aerospace	(9,299 )	223,085	232,384
Natural resources	(6,952 )	15,560	22,512
Industrial	2,526	26,857	24,331
Medical and other	3,401	23,648	20,247
Total	\$(21,002 )	\$538,278	\$559,280
DAS			
Military and space (defense structures)			
Commercial aerospace	(10,337 )	189,070	199,407
Total	\$(14,841 )	\$259,355	\$274,196
DLT			
Military and space (defense technologies)			
Commercial aerospace	1,038	34,015	32,977
Natural resources	(6,952 )	15,560	22,512
Industrial	2,526	26,857	24,331
Medical and other	3,401	23,648	20,247
Total	\$(6,161 )	\$278,923	\$285,084

#### 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)		
	April 4, 2015	December 31, 2014	
Total debt, including long-term portion	\$280.0	\$290.1	
Weighted-average interest rate on debt	8.32	% 8.20	%
Term Loan interest rate	4.75	% 4.75	%
Cash and cash equivalents	\$32.7	\$45.6	

Unused Revolving Credit Facility	\$58.5	\$58.5
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We made voluntary principal prepayment of approximately \$10.0 million during the three months ended April 4, 2015, on our term loan. We expect to refinance our debt during mid-2015, market conditions permitting, and after the refinancing, continue to pay down approximately \$10.0 million per quarter.

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.

The failure to file our 2014 Annual Report on Form 10-K by March 31, 2015 resulted in defaults, but not an event of default, under our senior secured term loan and senior secured revolving credit facility (together, the “Credit Facilities”) and our senior unsecured notes (the “Notes”). The defaults on our Credit Facilities and our Notes were deemed cured with the filing of our Annual Report on Form 10-K on April 9, 2015. Thus, as of April 4, 2015, we were not in compliance with all covenants required by our amended credit agreement. However, as of April 4, 2015, there were no amounts outstanding that would have triggered the leverage covenant under the Amended Credit Agreement.

We expect to spend a total of approximately \$15.0 million for capital expenditures in 2015 financed by cash generated from operations, 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 provided by operating activities for the three months ended April 4, 2015 increased to approximately \$3.5 million, compared to net cash used of approximately \$9.8 million in the three months ended March 29, 2014. The higher net cash generated during the first three months of 2015 was primarily due to improved working capital management that was partially offset by lower net income.

Net cash used in investing activities of approximately \$5.6 million for the three months ended April 4, 2015 were primarily due to capital expenditures, principally to support new contract awards at DAS and DLT. The increase in net cash used compared to the prior year was primarily due to timing of capital expenditures.

Net cash used in financing activities for the three months ended April 4, 2015 of approximately \$10.8 million were primarily due to voluntary principal prepayments 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 2014 Annual Report on Form 10-K. There have been no material changes in any of our critical accounting policies during the three months ended April 4, 2015.

### 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

Our main market risk exposure relates to changes in U.S. interest rates on our outstanding long-term debt. At April 4, 2015, we had borrowings of approximately \$80.0 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

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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 ("CEO") and chief financial officer ("CFO") have conducted 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)) as of April 4, 2015. The Company had previously reported material weaknesses in internal control over financial reporting related to (i) a long-term contract ("Contract") following the discovery of misconduct by employees in the recording of direct labor costs to the Contract from 2009 through the third quarter 2014 which resulted in the identification of a forward loss provision that should have been recorded in 2009 and the impact on subsequent periods of adjustments to the forward loss provision based on information available at the time ("Forward Loss Adjustments"); and (ii) the year end reconciliation of income taxes payable and deferred tax balances identified errors primarily in 2013, 2012, and 2011 ("Tax Adjustments"), which were described in Item 9A in the Management's Report on Internal Control Over Financial Reporting in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. As a result of the material weaknesses in the Company's internal control over financial reporting, which were not remediated as of April 4, 2015, the CEO and CFO concluded the Company's disclosure controls and procedures were not effective as of April 4, 2015.

#### Remediation of Material Weaknesses

We continue to implement remediation steps to address the material weaknesses described above and to improve our internal control over (i) the recording of direct labor costs to the Contract which resulted in the identification of a forward loss provision that should have been recorded and the impact on subsequent periods of adjustments to the forward loss provision based on information available at the time, and (ii) reconciliation of income taxes payable and deferred tax balances.

#### Actions taken:

- We have completed the implementation of additional on-going oversight, training and communication programs to reinforce our ethical standards and code of conduct across the Company.
- Enhanced the availability of our hotline by more clearly defining its purpose.
- We have redesigned our internal controls over the accounting for contract loss reserves, including an on-going review of the related labor distributions to estimate the anticipated costs used in the forward loss reserve analysis.
- We have engaged third party tax advisors to assist with our methodology of estimating and reconciling tax entries.

#### Actions to be taken or in process:

- We plan to augment our tax department with additional resources and professionals.
- We plan to implement new controls and improve existing controls over income tax accounts, including controls over the reconciliation of current and deferred tax asset and liability accounts.

We have not completed all of the corrective processes, procedures and related evaluation or remediation that we believe are necessary. As we continue to evaluate and work to remediate the material weaknesses, we may determine to take additional measures to address the control deficiencies. We expect to complete the planned remedial actions during 2015, however, we cannot make any assurances that such actions will be completed during 2015. Until the remediation steps set forth above are fully implemented and concluded to be operating effectively (including the efforts to implement the necessary control activities we identified), the material weaknesses described above will continue to exist.

#### Changes in Internal Control over Financial Reporting

Except as otherwise discussed above under "Remediation of Material Weaknesses," there were no other changes in our internal control over financial reporting during the three months ended April 4, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

Item 1. Legal Proceedings

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See Note 11 to our 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 of our Annual Report on Form 10-K for the year ended December 31, 2014 for a discussion of our risk factors. There have been no material changes in the three months ended April 4, 2015 to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

Item 4. Mine Safety Disclosures

Not applicable.

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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.
- 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.
- \* 10.5 2007 Stock Incentive Plan. Incorporated by reference to Appendix B of Definitive Proxy Statement on Schedule 14a, filed on March 29, 2010.
- \* 10.6 2013 Stock Incentive Plan. Incorporated by reference to Appendix B of Definitive Proxy Statement on Schedule 14a, filed on March 25, 2013.
- \* 10.7 Form of Nonqualified Stock Option Agreement, for grants to employees under the 2013 Stock Incentive Plan, the 2007 Stock Incentive Plan and the 2001 Stock Incentive Plan. Incorporated by reference to Exhibit 10.8 to Form 10-K for the year ended December 31, 2003.
- \* 10.10 Form of Performance Stock Unit Agreement for 2012 and 2013. Incorporated by reference to Exhibit 99.1 to Form 8-K dated March 29, 2012.
- \* 10.11 Form of Restricted Stock Unit Agreement. Incorporated by reference to Exhibit 99.1 to Form 8-K dated May 8, 2007.
- \* 10.12 Form of Directors' Restricted Stock Unit Agreement. Incorporated by reference to Exhibit 99.1 to Form 8-K dated May 10, 2010.
- \* 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. 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



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Form of Indemnity Agreement entered with all directors and officers of Ducommun. Incorporated by reference \*10.14 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. Baldrige	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

\*10.15 Ducommun Incorporated 2015 Bonus Plan. Incorporated by reference to Exhibit 99.1 to Form 8-K dated February 3, 2015.

\*10.16 Directors' Deferred Compensation and Retirement Plan, as amended and restated February 2, 2010. Incorporated by reference to Exhibit 10.15 to Form 10-K for the year ended December 31, 2009.

\*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: May 12, 2015

By: /s/ Anthony J. Reardon  
Anthony J. Reardon  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

Date: May 12, 2015

By: /s/ Joseph P. Bellino  
Joseph P. Bellino  
Vice President, Chief Financial Officer and Treasurer  
(Principal Financial Officer)

Date: May 12, 2015

By: /s/ Douglas L. Groves  
Douglas L. Groves  
Vice President, Controller and Chief Accounting  
Officer  
(Principal Accounting Officer)