

DUCOMMUN INC /DE/
Form 10-Q
November 01, 2010
[Table of Contents](#)

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 October 2, 2010

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)

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

(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 ☒ 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 definitions of large accelerated filer, accelerated filer, non-accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of October 2, 2010, there were outstanding 10,499,293 shares of common stock.

Table of Contents

DUCOMMUN INCORPORATED

FORM 10-Q

INDEX

| | Page |
|--|-------------|
| Part I. Financial Information | |
| Item 1. <u>Financial Statements</u> | |
| <u>Consolidated Balance Sheets at October 2, 2010 and December 31, 2009</u> | 3 |
| <u>Consolidated Statements of Income for the Three Months Ended October 2, 2010 and October 3, 2009</u> | 4 |
| <u>Consolidated Statements of Income for the Nine Months Ended October 2, 2010 and October 3, 2009</u> | 5 |
| <u>Consolidated Statements of Cash Flows for the Nine Months Ended October 2, 2010 and October 3, 2009</u> | 6 |
| <u>Notes to Consolidated Financial Statements</u> | 7 -14 |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 15 -25 |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | 26 |
| Item 4. <u>Controls and Procedures</u> | 26 |
| Part II. <u>Other Information</u> | |
| Item 1. <u>Legal Proceedings</u> | 27 |
| Item 1A. <u>Risk Factors</u> | 27 |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 28 |
| Item 6. <u>Exhibits</u> | 29 |
| <u>Signatures</u> | 30 |
| Exhibits | |

Table of Contents**Item 1. Financial Statements****DUCOMMUN INCORPORATED AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(In thousands)**

| | (Unaudited) October 2, 2010 | December 31, 2009 |
|---|-----------------------------------|----------------------|
| Assets | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 1,787 | \$ 18,629 |
| Accounts receivable | 55,918 | 48,378 |
| Unbilled receivables | 3,138 | 4,207 |
| Inventories | 76,029 | 67,749 |
| Production cost of contracts | 16,879 | 12,882 |
| Deferred income taxes | 5,453 | 4,794 |
| Other current assets | 5,994 | 7,452 |
| Total Current Assets | 165,198 | 164,091 |
| Property and Equipment, Net | 59,607 | 60,923 |
| Goodwill | 100,442 | 100,442 |
| Other Assets, Net | 25,184 | 28,453 |
| | \$ 350,431 | \$ 353,909 |
| Liabilities and Shareholders' Equity | | |
| Current Liabilities: | | |
| Current portion of long-term debt | \$ 188 | \$ 4,963 |
| Accounts payable | 33,389 | 39,434 |
| Accrued liabilities | 29,136 | 33,869 |
| Total Current Liabilities | 62,713 | 78,266 |
| Long-Term Debt, Less Current Portion | 21,108 | 23,289 |
| Deferred Income Taxes | 9,079 | 7,732 |
| Other Long-Term Liabilities | 7,816 | 10,736 |
| Total Liabilities | 100,716 | 120,023 |
| Commitments and Contingencies | | |
| Shareholders' Equity: | | |
| Common stock | 106 | 106 |
| Treasury stock | (1,924) | (1,924) |
| Additional paid-in capital | 60,629 | 58,498 |
| Retained earnings | 194,050 | 180,760 |
| Accumulated other comprehensive loss | (3,146) | (3,554) |
| Total Shareholders' Equity | 249,715 | 233,886 |
| | \$ 350,431 | \$ 353,909 |

See accompanying notes to consolidated financial statements.

Table of Contents**DUCOMMUN INCORPORATED AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME****(In thousands, except per share amounts)****(Unaudited)**

| | For Three Months Ended | |
|--|-------------------------------|--------------------------------|
| | October 2, 2010 | October 3, 2009 |
| Sales and Service Revenues: | | |
| Product sales | \$ 89,473 | \$ 95,227 |
| Service revenues | 9,970 | 14,676 |
| Net Sales | 99,443 | 109,903 |
| Operating Costs and Expenses: | | |
| Cost of product sales | 72,041 | 76,015 |
| Cost of service revenues | 7,465 | 11,350 |
| Selling, general and administrative expenses | 13,705 | 12,647 |
| Total Operating Costs and Expenses | 93,211 | 100,012 |
| Operating Income | 6,232 | 9,891 |
| Interest Expense, Net | (544) | (652) |
| Income Before Taxes | 5,688 | 9,239 |
| Income Tax Expense | 85 | (3,049) |
| Net Income | \$ 5,773 | \$ 6,190 |
| Earnings Per Share: | | |
| Basic earnings per share | \$ 0.55 | \$ 0.59 |
| Diluted earnings per share | \$ 0.55 | \$ 0.59 |
| Weighted Average Number of Common Shares Outstanding: | | |
| Basic | 10,499 | 10,449 |
| Diluted | 10,583 | 10,491 |

See accompanying notes to consolidated financial statements.

Table of Contents**DUCOMMUN INCORPORATED AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME****(In thousands, except per share amounts)****(Unaudited)**

| | For Nine Months Ended October 2, 2010 | October 3, 2009 |
|---|--|----------------------------|
| Sales and Service Revenues: | | |
| Product sales | \$ 274,155 | \$ 277,993 |
| Service revenues | 32,481 | 47,090 |
| Net Sales | 306,636 | 325,083 |
| Operating Costs and Expenses: | | |
| Cost of product sales | 219,708 | 228,217 |
| Cost of service revenues | 25,330 | 37,294 |
| Selling, general and administrative expenses | 39,484 | 37,591 |
| Total Operating Costs and Expenses | 284,522 | 303,102 |
| Operating Income | 22,114 | 21,981 |
| Interest Expense, Net | (1,692) | (2,005) |
| Income Before Taxes | 20,422 | 19,976 |
| Income Tax Expense | (4,773) | (6,592) |
| Net Income | \$ 15,649 | \$ 13,384 |
| Earnings Per Share: | | |
| Basic earnings per share | \$ 1.49 | \$ 1.28 |
| Diluted earnings per share | \$ 1.48 | \$ 1.27 |
| Weighted Average Number of Common Shares Outstanding: | | |
| Basic | 10,483 | 10,465 |
| Diluted | 10,564 | 10,502 |

See accompanying notes to consolidated financial statements.

Table of Contents**DUCOMMUN INCORPORATED AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

| | For Nine Months Ended | |
|---|------------------------------|----------------------------|
| | October 2, 2010 | October 3, 2009 |
| Cash Flows from Operating Activities: | | |
| Net Income | \$ 15,649 | \$ 13,384 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | |
| Depreciation and amortization | 10,070 | 10,291 |
| Stock-based compensation expense | 1,621 | 1,611 |
| Deferred income tax provision | 417 | 841 |
| Income tax benefit from stock-based compensation | 290 | 115 |
| Excess tax benefit from stock-based compensation | (9) | |
| Other - decrease/(increase) | 182 | (127) |
| Changes in Assets and Liabilities: | | |
| Accounts receivable - (increase) | (7,432) | (10,257) |
| Unbilled receivables - decrease | 1,069 | 2,824 |
| Inventories - (increase) | (8,280) | (4,935) |
| Production cost of contracts - (increase) | (4,720) | (3,724) |
| Other assets - decrease | 1,515 | 1,842 |
| Accounts payable - (decrease) | (6,045) | (3,242) |
| Accrued and other liabilities - (decrease) | (7,042) | (17,269) |
| Net Cash Used in Operating Activities | (2,715) | (8,646) |
| Cash Flows from Investing Activities: | | |
| Purchase of property and equipment | (5,054) | (5,930) |
| Net Cash Used in Investing Activities | (5,054) | (5,930) |
| Cash Flows from Financing Activities: | | |
| (Repayment)/Borrowings of long-term debt | (6,943) | 16,658 |
| Cash dividends paid | (2,359) | (2,358) |
| Debt issue cost paid | | (1,410) |
| Repurchase of stock | | (938) |
| Net cash effect of exercise related to stock options | 220 | (61) |
| Excess tax benefit from stock-based compensation | 9 | |
| Net Cash (Used in)/Provided by Financing Activities | (9,073) | 11,891 |
| Net Decrease in Cash and Cash Equivalents | (16,842) | (2,685) |
| Cash and Cash Equivalents - Beginning of Period | 18,629 | 3,508 |
| Cash and Cash Equivalents - End of Period | \$ 1,787 | \$ 823 |

See accompanying notes to consolidated financial statements.

Table of Contents

DUCOMMUN INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Summary of Significant Accounting Policies

Consolidation

The consolidated financial statements include the accounts of Ducommun Incorporated and its subsidiaries (Ducommun or the Company), after eliminating intercompany balances and transactions. The consolidated balance sheet is unaudited as of October 2, 2010, the consolidated statements of income are unaudited for the three months and nine months ended October 2, 2010 and October 3, 2009 and the consolidated statements of cash flows are unaudited for the nine months ended October 2, 2010 and October 3, 2009. The interim financial statements reflect all adjustments, consisting only of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The financial information included in this Form 10-Q should be read in conjunction with the Company's consolidated financial statements and related notes thereto included in the Form 10-K for the year ended December 31, 2009. The results of operations for the nine months ended October 2, 2010 are not necessarily indicative of the results to be expected for the full year ending December 31, 2010.

Ducommun operates in two business segments. Ducommun AeroStructures, Inc. (DAS), engineers and manufactures aerospace structural components and subassemblies. Ducommun Technologies, Inc. (DTI), designs, engineers and manufactures electromechanical components and subsystems, and provides engineering, technical and program management services (including design, development, integration and test of prototype products) principally for the aerospace and military markets. The significant accounting policies of the Company and its two business segments are as described below.

Earnings Per Share

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

Table of Contents**DUCOMMUN INCORPORATED AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

The weighted average number of shares outstanding used to compute earnings per share is as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|----------------------------|----------------------------|----------------------------|----------------------------|
| | October 2, 2010 | October 3, 2009 | October 2, 2010 | October 3, 2009 |
| Basic weighted average shares outstanding | 10,499,000 | 10,449,000 | 10,483,000 | 10,464,000 |
| Dilutive potential common shares | 84,000 | 42,000 | 81,000 | 38,000 |
| Diluted weighted average shares outstanding | 10,583,000 | 10,491,000 | 10,564,000 | 10,502,000 |

The numerator used to compute diluted earnings per share is as follows:

| | Three Months Ended | | Nine Months Ended | |
|--------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| | October 2, 2010 | October 3, 2009 | October 2, 2010 | October 3, 2009 |
| Net earnings (total numerator) | \$ 5,773,000 | \$ 6,190,000 | \$ 15,649,000 | \$ 13,384,000 |

The weighted average number of shares outstanding, included in the table below, is excluded from the computation of diluted earnings per share because the average market price did not exceed the exercise price. However, these shares may be potentially dilutive common shares in the future.

| | Three Months Ended | | Nine Months Ended | |
|-------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| | October 2, 2010 | October 3, 2009 | October 2, 2010 | October 3, 2009 |
| Stock options and stock units | 510,732 | 828,950 | 520,222 | 811,667 |

Comprehensive Income

Certain items such as unrealized gains and losses on certain hedging instruments and pension liability adjustments are presented as separate components of shareholders' equity. The current period change in these items is included in other comprehensive loss and separately reported in the financial statements. Accumulated other comprehensive loss, as reflected in the Consolidated Balance Sheets under the equity section, is comprised of a pension liability adjustment of \$3,146,000, net of tax, at October 2, 2010, compared to a pension liability adjustment of \$3,146,000, net of tax, and an interest rate hedge mark-to-market adjustment of \$408,000, net of tax, at December 31, 2009.

Table of Contents

DUCOMMUN INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Recent Accounting Pronouncements

In February 2010, the FASB issued ASU 2010-09, Amendments to Certain Recognition and Disclosure Requirements, (ASU 2010-09) which amends ASC 855, Subsequent Events, to address certain implementation issues related to any entity's requirement to perform and disclose subsequent-events procedures. ASU 2010-09 requires SEC filers to evaluate subsequent events through the date the financial statements are issued and exempts SEC filers from disclosing the date through which subsequent events have been evaluated. The ASU was effective immediately upon issuance. The adoption of ASU 2010-09 did not have a material impact on our consolidated financial statements.

In April 2010, the FASB issued updated guidance on the use of the milestone method of revenue recognition that applies to research of development transactions in which one or more payments are contingent upon achieving uncertain future events or circumstances. This update provides guidance on the criteria that should be met for determining whether the milestone method of revenue recognition is appropriate. This guidance is effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. The Company is currently evaluating the impact of this guidance, and it has not yet determined the impact of the standard on its financial position or results of operations, if any.

Use of Estimates

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

Reclassifications

Certain prior period information has been reclassified to conform to the current period presentation.

Table of Contents**DUCOMMUN INCORPORATED AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****Note 2. Inventories**

Inventories consist of the following:

| | (In thousands) | |
|----------------------------|----------------------------|------------------------------|
| | October 2, 2010 | December 31, 2009 |
| Raw materials and supplies | \$ 16,639 | \$ 18,547 |
| Work in process | 64,816 | 65,565 |
| Finished goods | 6,299 | 4,353 |
| | 87,754 | 88,465 |
| Less progress payments | 11,725 | 20,716 |
| Total | \$ 76,029 | \$ 67,749 |

Note 3. Long-Term Debt

Long-term debt is summarized as follows:

| | (In thousands) | |
|--|----------------------------|------------------------------|
| | October 2, 2010 | December 31, 2009 |
| Bank credit agreement | \$ 18,000 | \$ 20,000 |
| Notes and other obligations for acquisitions | 3,296 | 8,252 |
| Total debt | 21,296 | 28,252 |
| Less current portion | 188 | 4,963 |
| Total long-term debt | \$ 21,108 | \$ 23,289 |

At October 2, 2010, the Company had \$101,550,000 of unused lines of credit, after deducting \$450,000 for outstanding standby letters of credit. The Company had outstanding loans of \$18,000,000 and was in compliance with all covenants at October 2, 2010. The weighted average interest rate on borrowings outstanding was 3.06% at October 2, 2010, compared to 4.98% at October 3, 2009. The carrying amount of long-term debt approximates fair value based on the terms of the related debt, recent transactions and estimates using interest rates currently available to the Company for debt with similar terms and remaining maturities.

Note 4. Shareholders' Equity

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At October 2, 2010, \$2,773,030 remained available to repurchase common stock of the Company under stock repurchase programs as previously approved by the Board of Directors. The Company did not repurchase in the open market any of its common stock during the first nine months of 2010. The Company repurchased in the open market 74,300 shares for \$938,000 of its common stock during the first nine months of 2009.

Table of Contents**DUCOMMUN INCORPORATED AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****Note 5. Employee Benefit Plans**

The Company has a defined benefit pension plan covering certain hourly employees of a subsidiary. Pension plan benefits are generally determined on the basis of the retiree's age and length of service. Assets of the defined benefit pension plan are composed primarily of fixed income and equity securities.

The components of net periodic pension cost for the defined benefit pension plan are as follows:

| | (In thousands) | | | |
|---|--------------------|--------------------|--------------------|--------------------|
| | Three Months Ended | | Nine Months Ended | |
| | October 2, 2010 | October 3, 2009 | October 2, 2010 | October 3, 2009 |
| Service cost | \$ 116 | \$ 117 | \$ 347 | \$ 359 |
| Interest cost | 223 | 220 | 670 | 648 |
| Expected return on plan assets | (233) | (172) | (699) | (572) |
| Amortization of actuarial loss | 93 | 121 | 279 | 335 |
| Net periodic post retirement benefit cost | \$ 199 | \$ 286 | \$ 597 | \$ 770 |

Note 6. Indemnifications

The Company has made guarantees and indemnities under which it 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 the Company has indemnified its lessors for certain claims arising from the facility or the lease. The Company indemnifies its directors and officers to the maximum extent permitted under the laws of the State of Delaware. However, the Company has a directors and officers insurance policy that may reduce its exposure in certain circumstances and may enable it 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 the Company could be obligated to make. Historically, payments related to these guarantees and indemnities have been immaterial. The Company estimates the fair value of its indemnification obligations as insignificant based on this history and insurance coverage and has, therefore, not recorded any liability for these guarantees and indemnities in the accompanying consolidated balance sheets. However, there can be no assurances that the Company will not have any future financial exposure under these indemnification obligations.

Note 7. Income Taxes

The Company records the interest charge and penalty charge, if any, with respect to uncertain tax positions as a component of tax expense. During the nine months ended October 2, 2010 and October 3, 2009, the Company recognized a benefit of approximately (\$143,000) and expense of approximately \$92,000, respectively, in interest related to uncertain tax positions. The Company had approximately \$163,000 and \$388,000 for the payment of interest and penalties accrued at October 2, 2010 and October 3, 2009, respectively.

Table of Contents

DUCOMMUN INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The Company's total amount of unrecognized tax benefits was approximately \$1,148,000 and \$2,569,000 at October 2, 2010 and October 3, 2009, respectively. These amounts, if recognized, would affect the annual income tax rate.

During 2008, the Company concluded the examination of its federal income tax returns for 2005 and 2006. The Company's California franchise (income) tax returns for 2004 and 2005 have been selected for examination. Management does not expect the results of this examination to have a material impact on the Company's financial statements. Federal income tax returns after 2006, California franchise (income) tax returns after 2005 and other state income tax returns after 2005 are subject to examination.

During 2010, the Company performed an analysis of its unrecognized tax benefits. This analysis resulted in the reduction of the Company's unrecognized tax benefits of approximately \$1,589,000. The Company believes the remaining unrecognized tax benefits are fairly stated.

The Company's effective tax benefit for the third quarter of 2010 was 1.5%, as a result of the revision of the Company's estimate of its unrecognized tax benefits related to research and development tax credits, primarily as a result of recent favorable court cases. The Company's effective tax rate for the third quarter of 2009 was 33.0%. The Company's effective tax rate for the nine months of 2010 was 23.4%, compared to 33.0% in the nine months of 2009.

Note 8. Contingencies

The Company 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 against The Boeing Company (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 the Boeing Commercial Airplanes-Wichita Division which were installed by Boeing in aircraft ultimately sold to the United States government. The number of Boeing aircraft subject to the lawsuit has been reduced to 25 aircraft following the District Court's granting of partial summary judgment in favor of Boeing and Ducommun. The lawsuit seeks damages, civil penalties and other relief from the defendants for presenting or causing to be presented false claims for payment to the United States government. Although the amount of alleged damages are not specified, 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 \$10,000 for each false claim made on or before September 28, 1999, and \$11,000 for each false claim made on or after September 28, 1999, together with attorneys' fees and costs. The Company intends to defend itself vigorously against the lawsuit. The Company, 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 ground water contamination at its facilities located in El Mirage and Monrovia, California. Based on currently available information, the Company has established a reserve for its estimated liability for such investigation and corrective action in the approximate amount of \$1,247,000. DAS also faces liability as a potentially responsible party for hazardous

Table of Contents

DUCOMMUN INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

waste disposed at two landfills located in Casmalia and West Covina, California. DAS and other companies and government entities have entered into consent decrees with respect to each landfill with the United States Environmental Protection Agency and/or California environmental agencies under which certain investigation, remediation and maintenance activities are being performed. Based upon currently available information, the Company has established a reserve for its estimated liability in connection with the landfills in the approximate amount of \$1,074,000. The Company'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, the Company makes various commitments and incurs contingent liabilities. While it is not feasible to predict the outcome of these matters, the Company 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 9. Business Segment Information

The Company supplies products and services to the aerospace industry. The Company's subsidiaries are organized into two strategic businesses, each of which is a reportable operating segment. The accounting policies of the segments are the same as those of the Company. Ducommun AeroStructures, Inc. (DAS), engineers and manufactures aerospace structural components and subassemblies. Ducommun Technologies, Inc. (DTI), designs, engineers and manufactures electromechanical components and subsystems, and provides engineering, technical and program management services (including design, development, integration and test of prototype products) principally for the aerospace and military markets.

Table of Contents**DUCOMMUN INCORPORATED AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

Financial information by operating segment is set forth below:

| | (In thousands) | | | |
|---|--|-----------------------|--|-----------------------|
| | Three Months Ended October 2, 2010 | October 3, 2009 | Nine Months Ended October 2, 2010 | October 3, 2009 |
| Net Sales: | | | | |
| Ducommun AeroStructures | \$ 67,634 | \$ 74,456 | \$ 205,981 | \$ 216,362 |
| Ducommun Technologies | 31,809 | 35,447 | 100,655 | 108,721 |
| Total Net Sales | \$ 99,443 | \$ 109,903 | \$ 306,636 | \$ 325,083 |
| Segment Operating Income (1) | | | | |
| Ducommun AeroStructures | \$ 6,725 | \$ 10,107 | \$ 23,343 | \$ 21,123 |
| Ducommun Technologies | 3,120 | 3,028 | 8,913 | 9,294 |
| | 9,845 | 13,135 | 32,256 | 30,417 |
| Corporate General and Administrative Expenses | (3,613)(2) | (3,244) | (10,142)(2) | (8,436) |
| Total Operating Income | \$ 6,232 | \$ 9,891 | \$ 22,114 | \$ 21,981 |

(1) Before certain allocated corporate overhead.

(2) Certain expenses, previously incurred at the operating segments, are now included in the corporate general and administrative expenses as a result of the Company's organizational changes.

Segment assets include assets directly identifiable with each segment. Corporate assets include assets not specifically identified with a business segment, including cash.

| | (In thousands) | |
|--------------------------|--------------------|----------------------|
| | October 2, 2010 | December 31, 2009 |
| Total Assets: | | |
| Ducommun AeroStructures | \$ 236,036 | \$ 224,923 |
| Ducommun Technologies | 102,691 | 98,745 |
| Corporate Administration | 11,704 | 30,241 |
| Total Assets | \$ 350,431 | \$ 353,909 |

Table of Contents**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**
Overview

Ducommun Incorporated (Ducommun or the Company), through its subsidiaries designs, engineers and manufactures aerostructure and electromechanical components and subassemblies, and provides engineering, technical and program management services principally for the aerospace industry. These components, assemblies and services are provided principally for domestic and foreign commercial and military aircraft, helicopter, missile and space programs.

Domestic commercial aircraft programs include the Boeing 737NG, 747, 767, 777 and 787. Foreign commercial aircraft programs include the Airbus Industrie A330 and A340 aircraft, Bombardier business and regional jets, and the Embraer 145 and 170/190. Major military programs include the Boeing C-17, F-15 and F-18 and Lockheed Martin F-16 and F-22 aircraft, and various aircraft and shipboard electronics upgrade programs. Commercial and military helicopter programs include helicopters manufactured by Boeing (principally the Apache and Chinook helicopters), United Technologies, Bell, Augusta and Carson. The Company also supports various unmanned space launch vehicle and satellite programs.

Sales, gross profit as a percentage of sales, selling, general and administrative expense as a percentage of sales, the effective tax rate and the diluted earnings per share in the third quarter and nine months of 2010 and 2009, respectively, were as follows:

| | Third Quarter | | Nine Months | |
|-----------------------------|---------------|------------|-------------|------------|
| | 2010 | 2009 | 2010 | 2009 |
| Sales (in \$000 s) | \$ 99,443 | \$ 109,903 | \$ 306,636 | \$ 325,083 |
| Gross Profit % of Sales | 20.0% | 20.5% | 20.1% | 18.3% |
| SG&A Expense % of Sales | 13.8% | 11.5% | 12.9% | 11.6% |
| Operating Income % of Sales | 6.2% | 9.0% | 7.2% | 6.7% |
| Effective Tax Rate | -1.5% | 33.0% | 23.4% | 33.0% |
| Diluted Earnings Per Share | \$ 0.55 | \$ 0.59 | \$ 1.48 | \$ 1.27 |

The Company manufactures components and assemblies principally for domestic and foreign commercial and military aircraft, helicopter and space programs. The Company's Miltec subsidiary provides engineering, technical and program management services almost entirely for United States defense, space and homeland security programs.

Table of Contents

The Company's mix of military, commercial and space business in the third quarter and nine months of 2010 and 2009, respectively, was approximately as follows:

| | Third Quarter | | Nine Months | |
|--------------------------------|----------------------|-------------|--------------------|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Commercial | | | | |
| Large Aircraft | 21% | 18% | 21% | 18% |
| Regional and Business Aircraft | 8% | 6% | 7% | 7% |
| Helicopter | 7% | 6% | 7% | 7% |
| Other | 6% | 3% | 5% | 4% |
| Total Commercial | 42% | 33% | 40% | 36% |
| Military | | | | |
| Aircraft | 23% | 30% | 26% | 24% |
| Helicopter | 22% | 21% | 20% | 23% |
| Engineering Services | 9% | 12% | 10% | 13% |
| Other | 3% | 2% | 2% | 2% |
| Total Military | 57% | 65% | 58% | 62% |
| Space | 1% | 2% | 2% | 2% |
| Total | 100% | 100% | 100% | 100% |

Sales for the third quarter of 2010 decreased 9.5% to \$99,443,000, as compared to \$109,903,000 for the third quarter of 2009. The decrease in sales for the third quarter of 2010 was due to lower year-over-year sales of engineering services and lower product sales for military aircraft programs.

Operating income for the third quarter of 2010 decreased 37.0% from the third quarter of 2009. Operating income for the third quarter of 2010 was negatively impacted by a decline in operating performance at DAS, which resulted principally from an unfavorable change in sales mix. In addition, operating income was also negatively impacted in the third quarter of 2010 by approximately \$759,000, or 1.0 percentage point, due to the continuation of incremental start-up and development costs for several new programs which generated approximately \$2,117,000 in sales.

Table of Contents**Results of Operations*****Third Quarter of 2010 Compared to Third Quarter of 2009***

Net sales in the third quarter of 2010 were \$99,443,000, compared to net sales in the third quarter of 2009 of \$109,903,000. Net sales in the third quarter of 2010 decreased 9.5% from the same period last year primarily due to lower year-over-year sales of engineering services and lower product sales for military aircraft programs. The Company's mix of business in the third quarter of 2010 was approximately 57% military, 42% commercial, and 1% space, compared to 65% military, 33% commercial, and 2% space in the third quarter of 2009.

The Company had substantial sales, through both of its business segments, to Boeing, Raytheon, United Technologies and the United States government. During the third quarters of 2010 and 2009, sales to these customers were as follows:

| | (In thousands) | |
|--------------------------|--------------------|--------------------|
| | Third Quarter | |
| | October 2, 2010 | October 3, 2009 |
| Boeing | \$ 26,476 | \$ 34,035 |
| Raytheon | 10,266 | 9,082 |
| United Technologies | 7,727 | 8,428 |
| United States government | 3,382 | 5,759 |
| Total | \$ 47,851 | \$ 57,304 |

At October 2, 2010, trade receivables from Boeing, Raytheon, United Technologies and the United States government were \$11,892,000, \$6,134,000, \$3,072,000 and \$1,466,000, respectively. The sales and receivables relating to Boeing, Raytheon, United Technologies and the United States government are diversified over a number of different commercial, space and military programs.

Military components manufactured by the Company are employed in many of the country's front-line fighters, bombers, helicopters and support aircraft, as well as sea-based applications. Engineering, technical and program management services are provided principally for United States defense, space and homeland security programs. The Company's defense business is diversified among military manufacturers and programs. Sales related to military programs were approximately \$56,403,000, or 57% of total sales, in the third quarter of 2010, compared to \$71,329,000, or 65% of total sales, in the third quarter of 2009.

Table of Contents

Military sales during the third quarters of 2010 and 2009 included the following:

| | (In thousands) | |
|----------------------|--------------------|--------------------|
| | Third Quarter | |
| | October 2, 2010 | October 3, 2009 |
| Blackhawk | \$ 11,457 | \$ 10,399 |
| Engineering Services | 9,284 | 13,218 |
| C-17 | 8,028 | 11,363 |
| Apache | 6,627 | 8,624 |
| F-18 | 5,593 | 8,054 |
| F-15 | 3,777 | 1,391 |
| Chinook | 1,841 | 3,489 |
| X-47B UCAS | | 5,362 |
| Other | 9,796 | 9,429 |
| Total | \$ 56,403 | \$ 71,329 |

The Company's commercial business is represented on many of today's major commercial aircraft. Sales related to commercial business were approximately \$41,692,000, or 42% of total sales, in the third quarter of 2010, compared to \$35,938,000, or 33% of total sales, in the third quarter of 2009. The increase in commercial sales in the third quarter of 2010 resulted principally from growth in sales for large aircraft and regional and business aircraft. Sales to the Boeing 737NG program accounted for approximately \$11,371,000 in sales in the third quarter of 2010, compared to \$11,316,000 in sales in the third quarter of 2009.

In the space sector, the Company produces components for a variety of unmanned launch vehicles and satellite programs and provides engineering services. Sales related to space programs were approximately \$1,348,000, or 1% of total sales in the third quarter of 2010, compared to \$2,636,000, or 2% of total sales in the third quarter of 2009. The decrease in sales for space programs resulted principally from a decrease in engineering services at DTI.

Gross profit, as a percent of sales, decreased to 20.0% in the third quarter of 2010, compared to 20.5% in the third quarter of 2009. Gross profit margins for the third quarter of 2010 were negatively impacted by a decline in operating performance at DAS, which resulted principally from an unfavorable change in sales mix and lower volume. Gross profit was also negatively impacted in the third quarter of 2010 by approximately \$759,000, or 1.0 percentage point, due to the continuation of 2010 start-up and development costs for several new programs which generated approximately \$2,117,000 in sales.

Selling, general and administrative (SG&A) expenses increased to \$13,705,000, or 13.8% of sales, in the third quarter of 2010, compared to \$12,647,000, or 11.5% of sales, in the third quarter of 2009. The increase in SG&A expenses was primarily due to higher compensation costs and investment in product development programs.

Table of Contents

Interest expense was \$544,000 in the third quarter of 2010, compared to \$652,000 in the third quarter of 2009, primarily due to lower debt levels and lower interest rates in the third quarter of 2010 compared to the third quarter of 2009.

The Company had an income tax benefit of \$85,000 in the third quarter of 2010, compared to an income tax expense of \$3,049,000 in the third quarter of 2009. The Company's effective tax benefit for the third quarter of 2010 was 1.5%, as a result of the revision of the Company's estimate of its unrecognized tax benefits related to research and development tax credits, primarily as a result of recent favorable court cases. The Company's effective tax rate for the third quarter of 2009 was 33.0%.

Nine Months of 2010 Compared to Nine Months of 2009

Net sales in the first nine months of 2010 were \$306,636,000, compared to net sales in the first nine months of 2009 of \$325,083,000. Net sales in the first nine months of 2010 decreased 5.7% from the same period last year primarily due to lower sales of engineering services and lower products sales for military helicopters, partially offset by growth in product sales of commercial aircraft programs. The Company's mix of business in the first nine months of 2010 was approximately 58% military, 40% commercial, and 2% space, compared to 62% military, 36% commercial, and 2% space in the first nine months of 2009.

The Company had substantial sales, through both of its business segments, to Boeing, Raytheon, United Technologies and the United States government. During the first nine months of 2010 and 2009, sales to these customers were as follows:

| | (In thousands) | |
|--------------------------|-----------------------|-----------------------|
| | Nine Months | |
| | October 2, 2010 | October 3, 2009 |
| Boeing | \$ 83,056 | \$ 100,977 |
| Raytheon | 33,995 | 21,889 |
| United Technologies | 23,237 | 28,261 |
| United States government | 11,588 | 23,148 |
| Total | \$ 151,876 | \$ 174,275 |

At October 2, 2010, trade receivables from Boeing, Raytheon, United Technologies and the United States government were \$11,892,000, \$6,134,000, \$3,072,000 and \$1,466,000, respectively. The sales and receivables relating to Boeing, Raytheon, United Technologies and the United States government are diversified over a number of different commercial, space and military programs.

Table of Contents

Military components manufactured by the Company are employed in many of the country's front-line fighters, bombers, helicopters and support aircraft, as well as sea-based applications. Engineering, technical and program management services are provided principally for United States defense, space and homeland security programs. The Company's defense business is diversified among military manufacturers and programs. Sales related to military programs were approximately \$177,423,000, or 58% of total sales, in the nine months of 2010, compared to \$199,843,000, or 62% of total sales, in the nine months of 2009.

Military sales during the first nine months of 2010 and 2009 included the following:

| | (In thousands) | |
|----------------------|-----------------------|-----------------------|
| | Nine Months | |
| | October 2, 2010 | October 3, 2009 |
| C-17 | \$ 28,199 | \$ 31,701 |
| Blackhawk | 31,406 | 28,876 |
| Engineering Services | 29,431 | 42,288 |
| Apache | 18,561 | 29,201 |
| F-18 | 16,840 | 13,680 |
| F-15 | 14,532 | 8,739 |
| Chinook | 8,362 | 13,191 |
| X-47B UCAS | | 5,362 |
| Other | 30,092 | 26,805 |
| Total | \$ 177,423 | \$ 199,843 |

The Company's commercial business is represented on many of today's major commercial aircraft. Sales related to commercial business were approximately \$124,390,000, or 40% of total sales, in the first nine months of 2010, compared to \$117,292,000, or 36% of total sales, in the first nine months of 2009. The increase in commercial sales in the first nine months of 2010 resulted principally from growth in sales for large commercial aircraft programs. Sales to the Boeing 737NG program accounted for approximately \$33,009,000 in sales in the first nine months of 2010, compared to \$32,030,000 in sales in the first nine months of 2009.

In the space sector, the Company produces components for a variety of unmanned launch vehicles and satellite programs and provides engineering services. Sales related to space programs were approximately \$4,823,000, or 2% of total sales in the first nine months of 2010, compared to \$7,948,000, or 2% of total sales in the first nine months of 2009. The decrease in sales for space programs resulted principally from a decrease in engineering services at DTI.

Backlog is subject to delivery delays or program cancellations, which are beyond the Company's control. As of October 2, 2010, backlog believed to be firm was approximately \$320,903,000, compared to \$367,183,000 at December 31, 2009. The reduction in backlog is reflective of (i) late order releases on the C-17 program and Carson helicopter follow-on orders, (ii) a change in order release policy from Boeing and United Technologies from annual order

Table of Contents

releases to quarter over quarter releases and (iii) declines in the engineering services business resulting from lower RDT&E budgets, reduced demand for specific engineering services as a result of increases in government in-sourcing and reduced Congressional earmarks. Approximately \$94,000,000 of total backlog is expected to be delivered during the fourth quarter of 2010.

Backlog at October 2, 2010 included the following programs:

| | Backlog (In thousands) | |
|----------------------|---|------------------------------|
| | October 2, 2010 | December 31, 2009 |
| Blackhawk Helicopter | \$ 42,099 | \$ 22,925 |
| 737NG | 41,578 | 53,349 |
| F-18 | 31,827 | 24,807 |
| Apache Helicopter | 30,562 | 26,064 |
| Carson Helicopter | 19,682 | 22,926 |
| C-17 | 10,421 | 29,564 |
| F-15 | 7,256 | 17,964 |
| | \$ 183,425 | \$ 197,599 |

Trends in the Company's overall level of backlog, may not be indicative of trends in future sales because the Company's backlog is affected by timing differences in the placement of customer orders and because the Company's backlog tends to be concentrated in several programs to a greater extent than the Company's sales. The Company's backlog increased by \$15,287,000 from the second quarter of 2010 to the third quarter of 2010.

Gross profit, as a percent of sales, increased to 20.1% in the first nine months of 2010, compared to 18.3% in the first nine months of 2009. Gross profit margins were negatively impacted in the first nine months of 2010 by approximately \$3,653,000, or 1.5 percentage points, due to the continuation of incremental start-up and development costs on several new programs which generated approximately \$7,998,000 in sales. In addition, gross profit for the first nine months of 2010 was favorably impacted by an adjustment to operating expenses of approximately \$1,278,000, or 0.4 percentage points, relating to the reversal of certain accounts payable accruals recorded in prior periods. The Company determined that certain accounts payables that were accrued during the period from 2004 to 2010, in fact had been paid or were not otherwise owed to suppliers. The Company assessed the materiality of this reversal and concluded it was immaterial to previously reported annual and interim amounts. Gross profit for the first nine months of 2009 was negatively impacted by \$5,141,000, or 1.7 percentage points of sales, due to an inventory reserve of \$4,359,000 related to the Eclipse Aviation Corporation bankruptcy filing in March 2009 and an inventory valuation adjustment of \$782,000.

Selling, general and administrative (SG&A) expenses increased to \$39,484,000, or 12.9% of sales, in the first nine months of 2010, compared to \$37,591,000, or 11.6% of sales, in

Table of Contents

the first nine months of 2009. The increase in SG&A expenses was primarily due to higher expenses from the amortization of intangible assets of approximately \$1,157,000 and higher compensation costs and investment in product development programs.

Interest expense was \$1,692,000 in the first nine months of 2010, compared to \$2,005,000 in the first nine months of 2009, primarily due to lower debt levels, partially offset by higher interest rates in the first nine months of 2010 compared to the first nine months of 2009.

Income tax expense decreased to \$4,773,000 in the first nine months of 2010, compared to \$6,592,000 in the first nine months of 2009. The decrease in income tax expense was due to the revision of the Company's estimate of its unrecognized tax benefits related to research and development tax credits, primarily as a result of recent favorable court cases. The Company's effective tax rate for the first nine months of 2010 was 23.4%, compared to 33.0% in the first nine months of 2009.

Financial Condition

Cash Flow Summary

Net cash used in operating activities for the first nine months of 2010 and 2009 was \$2,715,000 and \$8,646,000, respectively. Net cash used in operating activities for the first nine months of 2010 was impacted by an increase in accounts receivables of \$7,432,000 primarily related to the timing of billings to customers and extension of payment terms by key customers, a reduction in accrued and other liabilities of \$7,042,000 (consisting primarily of a \$3,750,000 decrease in accrued bonuses, a \$1,586,000 reduction in customer deposits and \$1,706,000 reduction in other accrued liabilities), a decrease in accounts payable of \$6,045,000, an increase in inventory of \$8,280,000 and tooling production cost of contracts increases of \$4,720,000, primarily related to work-in-process for production jobs scheduled to be shipped in 2010 and 2011 and a reduction in customer progress payments.

Net cash used in investing activities for the first nine months of 2010 consisted of \$5,054,000 of capital expenditures.

Net cash used in financing activities for the first nine months of 2010 of \$9,073,000 included approximately \$6,943,000 of repayment of borrowings and \$2,359,000 of dividend payments, partially offset by \$220,000 of cash receipts related to the exercise of stock options.

Liquidity and Capital Resources

At October 2, 2010, the Company had \$101,550,000 of unused lines of credit, after deducting \$450,000 for outstanding standby letters of credit. The Company had outstanding loans of \$18,000,000 and was in compliance with all covenants at October 2, 2010. The weighted average interest rate on borrowings outstanding was 3.06% at October 2, 2010, compared to 4.98% at October 3, 2009.

Table of Contents

The Company continues to depend on operating cash flow and the availability of its bank line of credit to provide short-term liquidity. Cash from operations and bank borrowing capacity are expected to provide sufficient liquidity to meet the Company's obligations during the next twelve months.

In connection with the DAS-New York acquisition in December 2008, the Company issued a promissory note in the initial principal amount of \$7,000,000 with interest of 5% per annum payable annually on each anniversary of the closing date (December 23). Principal of the promissory note in the amount of \$4,000,000 was paid on June 23, 2010, and \$3,000,000 is payable on December 23, 2013.

The weighted average interest rate on borrowings outstanding was 3.06% at October 2, 2010, compared to 4.98% at October 3, 2009. The carrying amount of long-term debt approximates fair value based on the terms of the related debt, recent transactions and estimates using interest rates currently available to the Company for debt with similar terms and remaining maturities.

The Company expects to spend approximately \$9,000,000 for capital expenditures in 2010. The increase in capital expenditures in 2010 from 2009 is principally to support new contract awards at DAS and DTI. The Company believes the ongoing subcontractor consolidation makes acquisitions an increasingly important component of the Company's future growth. The Company plans to continue to seek attractive acquisition opportunities and to make substantial capital expenditures for manufacturing equipment and facilities to support long-term contracts for both commercial and military aircraft programs.

During the first nine months of 2010, the Company's investment in tooling for various programs increased approximately \$4,720,000. As part of the Company's strategic direction in moving to a Tier 2 supplier additional upfront investment in tooling will be required for newer programs which have higher engineering content and higher levels of complexity in assemblies.

Dividends are subject to the approval of the Board of Directors, and will depend upon the Company's results of operations, cash flows and financial position. The Company expects to continue to pay dividends of \$0.075 per quarter per common share in 2010.

The Company has made guarantees and indemnities under which it 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, the Company has indemnified its lessors for certain claims arising from the facility or the lease. The Company indemnifies its directors and officers to the maximum extent permitted under the laws of the State of Delaware. However, the Company has a directors and officers insurance policy that may reduce its exposure in certain circumstances and may enable it 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 the Company could be obligated to make. Historically, payments related to these guarantees and indemnities have been immaterial. The Company estimates the fair value

Table of Contents

of its indemnification obligations as insignificant based on this history and insurance coverage and has, therefore, not recorded any liability for these guarantees and indemnities in the accompanying consolidated balance sheets. However, there can be no assurances that the Company will not have any future financial exposure under these indemnification obligations.

As of October 2, 2010, the Company expects to make the following payments on its contractual obligations (in thousands):

| Contractual Obligations | Total | Payments Due by Period | | | |
|---|-----------|------------------------|---------------|---------------|---------------|
| | | Remainder of 2010 | 2011- 2013 | 2014- 2016 | After 2016 |
| Long-term debt | \$ 21,296 | \$ 11 | \$ 3,285 | \$ 18,000 | \$ |
| Operating leases | 15,334 | 1,267 | 10,374 | 2,833 | 860 |
| Pension liability | 9,983 | 764 | 2,607 | 2,972 | 3,640 |
| Liabilities related to uncertain tax position | 1,312 | 225 | 898 | 189 | |
| Future interest on notes payable and long-term debt | 2,560 | 374 | 1,938 | 248 | |
| Total | \$ 50,485 | \$ 2,641 | \$ 19,102 | \$ 24,242 | \$ 4,500 |

The Company 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 against The Boeing Company (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 the Boeing Commercial Airplanes-Wichita Division which were installed by Boeing in aircraft ultimately sold to the United States government. The number of Boeing aircraft subject to the lawsuit has been reduced to 25 aircraft following the District Court's granting of partial summary judgment in favor of Boeing and Ducommun. The lawsuit seeks damages, civil penalties and other relief from the defendants for presenting or causing to be presented false claims for payment to the United States government. Although the amount of alleged damages are not specified, 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 \$10,000 for each false claim made on or before September 28, 1999, and \$11,000 for each false claim made on or after September 28, 1999, together with attorneys' fees and costs. The Company intends to defend itself vigorously against the lawsuit. The Company, 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 ground water contamination at its facilities located in El Mirage and Monrovia, California. Based on currently available information, the Company has established a reserve for its estimated liability for such investigation and corrective action in the approximate amount of \$1,247,000. DAS also faces liability as a potentially responsible party for hazardous waste disposed at two landfills located in Casmalia and West Covina, California. DAS and other companies and government entities have entered into consent decrees with

Table of Contents

respect to each landfill with the United States Environmental Protection Agency and/or California environmental agencies under which certain investigation, remediation and maintenance activities are being performed. Based upon currently available information, the Company has established a reserve for its estimated liability in connection with the landfills in the approximate amount of \$1,074,000. The Company'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, the Company makes various commitments and incurs contingent liabilities. While it is not feasible to predict the outcome of these matters, the Company 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.

Off-Balance Sheet Arrangements

The Company's off-balance sheet arrangements consist of operating leases and indemnities.

Recent Accounting Pronouncements

In February 2010, the FASB issued ASU 2010-09, Amendments to Certain Recognition and Disclosure Requirements, (ASU 2010-09) which amends ASC 855, Subsequent Events, to address certain implementation issues related to any entity's requirement to perform and disclose subsequent-events procedures. ASU 2010-09 requires SEC filers to evaluate subsequent events through the date the financial statements are issued and exempts SEC filers from disclosing the date through which subsequent events have been evaluated. The ASU was effective immediately upon issuance. The adoption of ASU 2010-09 did not have a material impact on our consolidated financial statements.

In April 2010, the FASB issued updated guidance on the use of the milestone method of revenue recognition that applies to research of development transactions in which one or more payments are contingent upon achieving uncertain future events or circumstances. This update provides guidance on the criteria that should be met for determining whether the milestone method of revenue recognition is appropriate. This guidance is effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. The Company is currently evaluating the impact of this guidance, and it has not yet determined the impact of the standard on its financial position or results of operations, if any.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company had no material market risk disclosures.

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.

Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the nine months ended October 2, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II OTHER INFORMATION

Item 1. Legal Proceedings

See Item 3 of the Company's Form 10-K for the year ended December 31, 2009 for a discussion of the lawsuit entitled United States of America ex rel Taylor Smith, Jeannine Prewitt and James Ailes v. The Boeing Company and Ducommun Inc.

Item 1A. Risk Factors

See Item 1A of the Company's Form 10-K for the year ended December 31, 2009 for a discussion of risk factors.

Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****(c) Issuer Purchases of Equity Securities for the three months ended October 2, 2010**

| Period | Total Number of Shares (or Units) Purchase | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1) |
|---|---|---|--|--|
| Period beginning July 4, 2010 and ending July 31, 2010 | 0 | \$ 0.00 | 0 | \$ 2,773,030 |
| Period beginning August 1, 2010 and ending August 28, 2010 | 0 | \$ 0.00 | 0 | \$ 2,773,030 |
| Period beginning August 29, 2010 and ending October 2, 2010 | 0 | \$ 0.00 | 0 | \$ 2,773,030 |
| Total | 0 | \$ 0.00 | 0 | \$ 2,773,030 |

- (1) The Company did not repurchase in the open market any of its common shares during the third quarters of 2010 and 2009. At October 2, 2010, \$2,773,030 remained available to repurchase common stock of the Company under stock repurchase programs previously approved by the Board of Directors.

Table of Contents

Item 6. Exhibits.

| | |
|------|--|
| 11 | Reconciliation of Numerators and Denominators of the Basic and Diluted Earnings Per Share Computations |
| 31.1 | Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

Table of Contents

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.

DUCOMMUN INCORPORATED

(Registrant)

By: /s/ JOSEPH P. BELLINO
 Joseph P. Bellino
 Vice President and Chief Financial Officer

(Duly Authorized Officer of the Registrant)

By: /s/ SAMUEL D. WILLIAMS
 Samuel D. Williams
 Vice President and Controller

(Chief Accounting Officer of the Registrant)

Date: November 1, 2010