UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2021

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 001-08174

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

Delaware	**95-0693330**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
200 Sandpointe Avenue, Suite 700, Santa Ana, California	**92707-5759**
(Address of principal executive offices)	**(Zip code)**

Registrant’s telephone number, including area code: (657) 335-3665

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $.01 par value per share	**DCO**	**New York Stock Exchange**

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes X No ☐

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

Large accelerated filer	☐	Accelerated filer	x
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act by the registered public accounting firm that prepared or issued its audit report. X

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price of which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter ended July 3, 2021 was $649 million.

The number of shares of common stock outstanding on February 10, 2022 was 11,969,829.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference:

(a) Proxy Statement for the 2022 Annual Meeting of Shareholders (the “2022 Proxy Statement”), incorporated partially in Part III hereof.

DUCOMMUN INCORPORATED AND SUBSIDIARIES

		Page
	PART I	
	Forward-Looking Statements and Risk Factors	3
Item 1.	Business	4
Item 1A.	Risk Factors	10
Item 1B.	Unresolved Staff Comments	21
Item 2.	Properties	21
Item 3.	Legal Proceedings	21
Item 4.	Mine Safety Disclosures	22
	PART II	
Item 5.	Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	23
Item 6.	[Reserved]	23
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	24
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	38
Item 8.	Financial Statements and Supplementary Data	38
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosures	38
Item 9A.	Controls and Procedures	39
Item 9B.	Other Information	39
Item 9C.	Disclosure Regarding Foreign Jurisdictions That Prevent Inspections	39
	PART III	
Item 10.	Directors, Executive Officers and Corporate Governance	40
Item 11.	Executive Compensation	40
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	40
Item 13.	Certain Relationships and Related Transactions, and Director Independence	41
Item 14.	Principal Accountant Fees and Services	41
	PART IV	
Item 15.	Exhibits and Financial Statement Schedules	42
Item 16.	Form 10-K Summary	84
	Signatures	84

FORWARD-LOOKING STATEMENTS AND RISK FACTORS

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

Although we believe that the expectations reflected in the forward-looking statements are based on reasonable assumptions, these forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. We cannot guarantee future results, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. All written and oral forward-looking statements made in connection with this Form 10-K that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by "Risk Factors" contained within Part I, Item 1A of this Form 10-K and other cautionary statements included herein.

The information in this Form 10-K is not a complete description of our business. There can be no assurance that other factors will not affect the accuracy of these forward-looking statements or that our actual results will not differ materially from the results anticipated in such forward-looking statements. While it is impossible to identify all such factors, some factors that could cause actual results to differ materially from those estimated by us include, but are not limited to, those factors or conditions described under Risk Factors contained within Part I, Item 1A of this Form 10-K and the following:

- our ability to manage and otherwise comply with our covenants with respect to our outstanding indebtedness;
- our ability to service our indebtedness;
- our acquisitions, business combinations, joint ventures, divestitures, or restructuring activities may entail certain operational and financial risks;
- the cyclicality of our end-use markets and the level of new commercial and military aircraft orders;
- industry and customer concentration;
- production rates for various commercial and military aircraft programs;
- the level of U.S. Government defense spending;
- compliance with applicable regulatory requirements and changes in regulatory requirements, including regulatory requirements such as Cybersecurity Maturity Model Certification ("CMMC"), applicable to government contracts and sub-contracts;
- further consolidation of customers and suppliers in our markets;
- product performance and delivery;
- start-up costs, manufacturing inefficiencies and possible overruns on contracts;
- increased design, product development, manufacturing, supply chain and other risks and uncertainties associated with our growth strategy to become a supplier of higher-level assemblies;
- our ability to manage the risks associated with international operations and sales;
- economic and geopolitical developments and conditions;
- environmental, social, and governance ("ESG") developments and related impact;
- pandemics, such as COVID-19, significantly impacting the global economy and most significantly, the commercial aerospace end-use market;
- disasters, natural or otherwise, damaging or disrupting our operations;
- unfavorable developments in the global credit markets;
- our ability to operate within highly competitive markets;

- technology changes and evolving industry and regulatory standards;
- possible goodwill and other asset impairments;
- the risk of environmental liabilities;
- the risk of cyber security attacks or not being able to detect such attacks; and
- litigation with respect to us.

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

PART I

ITEM 1. BUSINESS

GENERAL

Ducommun Incorporated ("Ducommun," "the Company," "we," "us" or "our") is a leading global provider of engineering and manufacturing services for high-performance products and high-cost-of failure applications used primarily in the aerospace and defense ("A&D"), industrial, medical and other industries (collectively, "Industrial"). Ducommun differentiates itself as a full-service solution-based provider, offering innovative, value-added proprietary products and manufacturing solutions to our customers in our primary businesses of electronics, structures, and integrated solutions. We operate through two primary business segments: Electronic Systems and Structural Systems. We are the successor to a business that was founded in California in 1849 and reincorporated in Delaware in 1970.

ACQUISITIONS

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

For example, on December 16, 2021, we acquired 100% of the outstanding equity interests of Magnetic Seal LLC (f/k/a Magnetic Seal Corporation, "MagSeal"), a privately-held leading provider of high-impact, military-proven magnetic seals for critical systems in aerospace and defense applications, offering sealing solutions that are engineered to perform in high-speed, high-vibration, and other challenging environments for $69.5 million, net of cash acquired. A portion of the purchase price was funded by drawing down on our revolving credit facility. This draw down on our revolving credit facility was paid off by December 31, 2021. The acquisition of MagSeal will continue to advance our strategy to diversify and offer more customized, value-driven engineered products with aftermarket opportunities, and is included in our Structural Systems segment.

PRODUCTS AND SERVICES

Business Segment Information

We operate through two primary strategic businesses, Electronic Systems and Structural Systems, each of which is a reportable segment. The results of operations among our operating segments vary due to differences in competitors, customers, extent of proprietary deliverables and performance. Electronic Systems designs, engineers and manufactures high-reliability electronic and electromechanical products used in worldwide technology-driven markets including A&D and Industrial end-use markets. Electronic Systems' product offerings primarily range from prototype development to complex assemblies as discussed in more detail below. Structural Systems designs, engineers and manufactures various sizes of complex contoured aerostructure components and assemblies and supplies composite and metal bonded structures and assemblies. Structural Systems' products are primarily used on commercial aircraft, military fixed-wing aircraft and military and commercial rotary-wing aircraft.

Electronic Systems

Electronic Systems has multiple major product offerings in electronics manufacturing for diverse, high-reliability applications: complex cable assemblies and interconnect systems, printed circuit board assemblies, higher-level electronic, electromechanical, and mechanical components and assemblies, and lightning diversion systems. Components, assemblies, and lightning diversion products are provided principally for domestic and foreign commercial and military fixed-wing aircraft, military and commercial rotary-wing aircraft and space programs. Further, we provide select industrial high-reliability applications for the industrial, medical, and other end-use markets. We build custom, high-performance electronics and electromechanical systems. Our products include sophisticated radar enclosures, aircraft avionics racks and shipboard communications and control enclosures, printed circuit board assemblies, cable assemblies, wire harnesses, and interconnect systems, lightning diversion strips, surge suppressors, conformal shields and other high-level complex assemblies. Electronic

Systems utilizes a highly-integrated production process, including manufacturing, engineering, fabrication, machining, assembly, electronic integration, and related processes. Engineering, technical and program management services are provided to a wide range of customers.

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

Electronic Systems also provides engineering expertise for aerospace system design, development, integration, and testing. We leverage the knowledge base, capabilities, talent, and technologies of this focused capability into direct support of our customers.

Structural Systems

Structural Systems has three major product offerings to support a global customer base: commercial aircraft, military fixed-wing aircraft, and military and commercial rotary-wing aircraft. Our applications include structural components, structural assemblies, bonded (metal and composite) components, precision profile extrusions and extruded assemblies, ammunition handling systems, and magnetic seals. In the structural components products, Structural Systems provides design services, engineers, and manufacturing of large complex contoured aluminum, titanium and Inconel aerostructure components for the aerospace industry. Structural assembly products include winglets, engine components, and fuselage structural panels for aircraft. Metal and composite bonded structures and assemblies products include aircraft wing spoilers, large fuselage skins, rotor blades on rotary-wing aircraft and components, flight control surfaces, engine components, ammunition handling systems, and magnetic seals. To support these products, Structural Systems maintains advanced machine milling, stretch-forming, hot-forming, metal bonding, composite layup, and chemical milling capabilities and has an extensive engineering capability to support both design services and manufacturing.

AEROSPACE AND DEFENSE END-USE MARKETS OVERVIEW

Our largest end-use markets are the aerospace and defense markets and our revenues from these markets represented 94% of our total net revenues in 2021. These markets are serviced by suppliers which are stratified, from the highest value provided to the lowest, into four tiers: original equipment manufacturers (“OEMs”), Tier One, Tier Two, and Tier Three. The OEMs provide the highest value and are also known as prime contractors (“Primes”). We derive a significant portion of our revenues from subcontracts with OEMs. As the prime contractor for various programs and platforms, the OEMs sell to their customers, who may include, depending upon the application, the U.S. Federal Government, foreign, state and local governments, global commercial airline carriers, regional jet carriers and various other customers. The OEMs also sell to global leasing companies that lease commercial aircraft. A significant portion of our revenues is earned from subcontracts with the Primes. Tier One suppliers manufacture aircraft sections and purchase assemblies. Tier Two suppliers provide more complex, value-added parts and may also assume more design risk, manufacturing risk, supply chain risk and project management risk than Tier Three suppliers. Tier Three suppliers principally provide components or detailed parts. We currently compete with Tier One, Tier Two, and Tier Three suppliers. Our business growth strategy is to differentiate ourselves from competitors by providing more complex assemblies to our customers as a higher value added supplier.

Commercial Aerospace End-Use Market

The commercial aerospace end-use market is highly cyclical and is impacted by the level of global air passenger traffic in general, which in turn is influenced by global economic conditions, fleet fuel and maintenance costs and geopolitical developments. Revenues from the commercial aerospace end-use market represented 24% of our total net revenues for 2021.

The COVID-19 pandemic has caused and continues to cause an unprecedented adverse impact to demand for civil air travel, creating a significant challenge for some of our customers and the entire commercial aerospace manufacturing and services sector. As the number of infections from COVID-19 continues to decline in various parts of the world, along with the increase in the number of people being fully vaccinated, it should result in the steady increase in consumer confidence on the safety of air travel. The latest International Air Transport Association (“IATA”) release reported that passenger traffic in 2021 recovered to approximately 40% of 2019 levels even as international markets faced continued reopening challenges. In addition, global economic activity is improving, but continues to be impacted by COVID-19, and governments continue to restrict travel to contain the spread of the virus. While the recovery is accelerating, we continue to expect that it will remain uneven as travel restrictions and varying regional travel protocols impact air travel.

Further, airline financial performance, which also plays a role in the demand for new capacity, has been adversely impacted by the COVID-19 pandemic. According to IATA, net losses in 2021 for the airline industry are expected to be approximately $52 billion, compared to $138 billion in 2020. Our customers are taking actions to combat the effects of the COVID-19 pandemic on the market by preserving liquidity. This comes in many forms such as deferral of advances and other payments to suppliers, deferrals of deliveries, reduced spending, and in some cases, cancellation of orders. While the outlook is improving and new orders are increasing in 2021, we continue to face a challenging environment in the near to medium-term as airlines have adjusted to reduced air traffic, which in turn, has resulted in lower demand for commercial aerospace products. The current environment is also affecting the financial viability of some airlines.

In The Boeing Company's ("Boeing") 2021 Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC"), they indicated that they expect commercial air travel to return to 2019 levels in 2023 to 2024, and a few years beyond that for the industry to return to the long-term trend growth.

The long-term outlook for the industry remains positive due to the fundamental drivers of air travel demand: economic growth, increasing propensity to travel due to increased trade, globalization, and improved airline services driven by liberalization of air traffic rights between countries. The COVID-19 pandemic has reduced the near to medium-term demand, but Boeing's commercial market outlook forecast projects a four percent growth rate for passenger and cargo traffic over a 20 year period. Based on long-term global economic growth projections of two and seven tenths percent average annual gross domestic product ("GDP") growth, Boeing projects demand for 43,610 new airplanes over the next 20 years. However, the industry remains vulnerable to various developments including fuel price spikes, credit market fluctuations, acts of terrorism, natural disasters, conflicts, epidemics, pandemics, and increased global environmental regulations. We believe we are well positioned given our product capabilities and our initiatives to increase operating efficiencies to participate in the near term recovery and the long term projected growth rate for commercial air traffic and build rates for large commercial aircraft for the airframe manufacturing industry. If the recovery is slower than anticipated or any of those various developments occur, it could have a material adverse effect on our results of operations, financial position, and/or cash flows.

Defense End-Use Market

Our defense end-use market includes products used in military and space, including technologies and structures applications. The defense end-use market is highly cyclical and is impacted by the level of government defense spending. Government defense spending is impacted by national defense policies and priorities, political climates, fiscal budgetary constraints, U.S. Federal budget deficits, projected economic growth and the level of global military or security threats, or other conflicts. Revenues from the military and space end-use market in 2021 represented 70% of our total net revenues during 2021.

The FY 2022 National Defense Authorization Act ("NDAA"), enacted by the U.S. President in December 2021, is the annual policy bill that establishes, continues, or modifies federal programs, and provides the prerequisites for Congress to appropriate budget authority for defense programs. The FY 2022 NDAA authorized approximately $25 billion more than the U.S. President requested in the FY 2022 budget request. However, there continues to be uncertainty with respect to future program-level appropriations for the U.S. DoD and other government agencies. Future budget cuts or investment priority changes, including changes associated with the authorizations and appropriations process, could result in reductions, cancellations, and/or delays of existing contracts or programs. Any of these impacts could have a material effect on our results of operations, financial position, and/or cash flows. For additional information related to our revenues from customers whose principal sales are to the U.S. Government and our direct sales to the U.S. Government, see "Risk Factors" contained within Part I, Item 1A of this Annual Report on Form 10-K ("Form 10-K").

INDUSTRIAL END-USE MARKETS OVERVIEW

Our industrial, medical and other (collectively, "Industrial") end-use markets are diverse and are impacted by the customers' needs for increasing electronic content and a desire to outsource. Factors expected to impact these markets include capital and industrial goods spending and general economic conditions. Our products are used in heavy industrial manufacturing systems and certain medical applications. Revenues from the Industrial end-use markets were 6% of our total net revenues during 2021.

We believe our business in these markets in the long-term, is stable and we are well positioned in these markets even though the COVID-19 pandemic has had and will continue to have at least a near term impact on our business.

SALES AND MARKETING

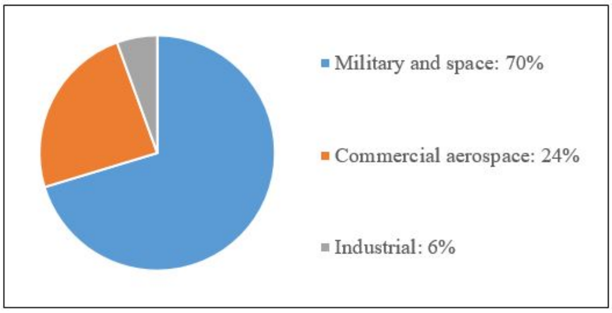
Our commercial revenues are substantially dependent on airframe manufacturers' production rates of new aircraft. Deliveries of new aircraft by airframe manufacturers are dependent on the demand and financial capacity of its customers, primarily airlines and leasing companies, to purchase the aircraft. Thus, revenues from commercial aircraft could be affected as a result of changes in new aircraft orders, or the cancellation or deferral by airlines of purchases of ordered aircraft. Further, our revenues from commercial aircraft programs could be affected by changes in our customers' inventory levels and changes in our customers' aircraft production build rates. Due to the continuing COVID-19 pandemic, while both major large aircraft manufacturers, Boeing and Airbus SE ("Airbus"), have announced a ramp up in build rates, it will take longer to reach pre-COVID-19 pandemic levels. While the ramp up in production and demand will be slower in the near and medium future, we will continue to identify opportunities to expand our presence and offerings with both major large aircraft manufacturers and their supply chain.

Military components manufactured by us are employed in many of the country's front-line fighters, bombers, rotary-wing aircraft and support aircraft, as well as land and sea-based applications. Our defense business is diversified among a number of military manufacturers and programs. In the space sector, we are expanding our presence with unmanned aerial vehicles and continue to support various satellite programs.

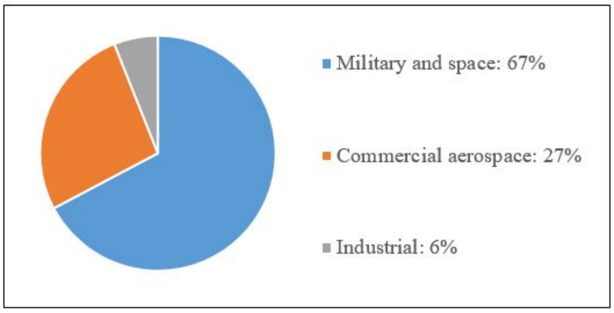
Our sales into the Industrial end-use markets are customer focused in the various markets and driven primarily by their capital spending and manufacturing outsourcing demands.

We continue to broaden and diversify our customer base in the end-use markets we serve by providing innovative product and service solutions by drawing on our core competencies, experience and technical expertise. Net revenues related to military and space, commercial aerospace, and Industrial end-use markets in 2021 and 2020 were as follows:

2021 Net Revenues of $645.4 Million



2020 Net Revenues of $628.9 Million



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

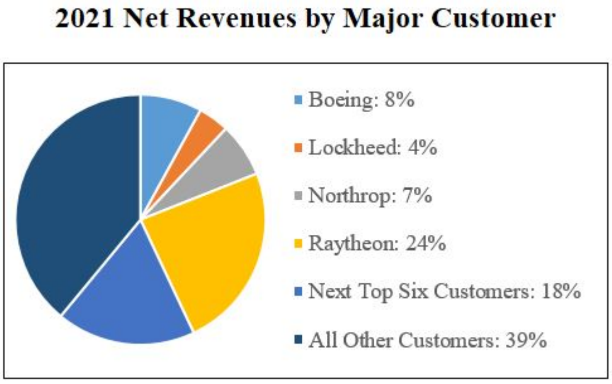
Our marketing efforts primarily consist of developing strong, long-term relationships with our customers, which provide the basis for future sales. These close relationships allow us to gain a better insight into each customer's business needs, identify ways to provide greater value to the customer, and allow us to be designated early in the design process for various products and/or high volume products.

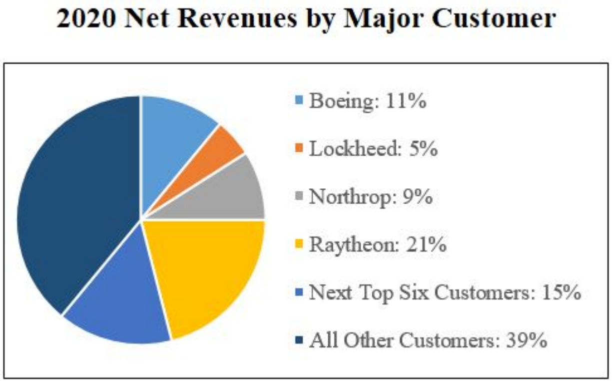
SEASONALITY

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

MAJOR CUSTOMERS

We currently generate the majority of our revenues from the aerospace and defense industries. As a result, we have significant revenues from certain customers. The Boeing Company ("Boeing") and Raytheon Technologies Corporation ("Raytheon") were our largest customers, with Boeing generating 8% and Raytheon generating 24% of our 2021 net revenues. Revenues from our top 10 customers, including Boeing and Raytheon were 61% of total net revenues during 2021. Net revenues by major customer for 2021 and 2020 were as follows:





Net revenues from our customers, except the U.S. Government, are diversified over a number of different military and space, commercial aerospace, industrial, medical and other products. For additional information on revenues from major customers, see Note 15 to our consolidated financial statements included in Part IV, Item 15(a) of this Form 10-K.

RESEARCH AND DEVELOPMENT

We perform concurrent engineering with our customers and product development activities under our self-funded programs, as well as under contracts with others. Concurrent engineering and product development activities are performed for commercial, military and space applications.

RAW MATERIALS AND COMPONENTS

Raw materials and components used in the manufacturing of our products include aluminum, titanium, steel and carbon fibers, as well as a wide variety of electronic interconnect and circuit card assemblies and components. These raw materials are generally available from a number of suppliers and are generally in adequate supply. However, from time to time, and exacerbated by the COVID-19 pandemic, we have experienced increases in lead times for and limited availability of, aluminum, titanium and certain other raw materials and/or components. Moreover, certain components, supplies and raw materials for our operations are purchased from single source suppliers and occasionally, directed by our customers. In such instances, we strive to develop alternative sources and design modifications to minimize the potential for business interruptions.

COMPETITION

The markets we serve are highly competitive, and our products and services are affected by varying degrees of competition. We compete worldwide with domestic and international companies in most markets. These companies may have competitive advantages as a result of greater financial resources, economies of scale and bundled products and services that we do not offer. Additional information related to competition is discussed in Risk Factors contained within Part I, Item 1A of this Form 10-K. Our ability to compete depends principally upon the breadth of our technical capabilities, the quality of our goods and services, competitive pricing, product performance, design and engineering capabilities, new product innovation, the ability to solve specific customer needs, and customer relationships.

PATENTS AND LICENSES

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

REMAINING PERFORMANCE OBLIGATIONS AND BACKLOG

We define performance obligations as customer placed purchase orders (“POs”) with firm fixed price and firm delivery dates. The majority of the long-term agreements (“LTAs”) we enter into do not meet the definition of a contract under Accounting Standards Codification 606 (“ASC 606”) and thus, the backlog amount is greater than the remaining performance obligations amount as defined under ASC 606. Revenue based on remaining performance obligations is subject to delivery delays or program cancellations, which are beyond our control. Remaining performance obligations were $814.1 million at December 31, 2021. We anticipate recognizing an estimated 70% or $570.0 million of our remaining performance obligations during 2022.

We define backlog as potential revenue that is based on customer placed POs and LTAs with firm fixed price and expected delivery dates of 24 months or less. 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 Industrial markets tends to be of a shorter duration and is generally fulfilled within a three 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. Backlog was $905.2 million at December 31, 2021, compared to $807.7 million at December 31, 2020. The increase in backlog was primarily in the commercial aerospace end-use market and industrial end-use market.

ENVIRONMENTAL MATTERS

Our business, operations and facilities are subject to numerous stringent federal, state and local environmental laws and regulations issued by government agencies, including the Environmental Protection Agency ("EPA"). Among other matters, these regulatory authorities impose requirements that regulate the emission, discharge, generation, management, transport and disposal of hazardous and non-hazardous materials, pollutants and contaminants. These regulations govern public and private response actions to hazardous or regulated substances that could be or have been released into the environment, or endanger human health, and they require us to obtain and maintain licenses and permits in connection with our operations. We may also be required to investigate and remediate the effects of the release or disposal of materials at sites associated with past and present operations. Additionally, this extensive regulatory framework imposes significant compliance burdens and risks on us. We anticipate that capital expenditures will continue to be required for the foreseeable future to upgrade and maintain our environmental compliance efforts, however, we do not expect such expenditures to be material in 2022 and the near term.

Structural Systems has been directed by California environmental agencies to investigate and take corrective action for groundwater contamination at its facilities located in Adelanto (a.k.a., El Mirage) and Monrovia, California. Based on currently available information, we have accrued $1.5 million at December 31, 2021 for our estimated liabilities related to these sites. For further information, see Note 14 in the accompanying notes to consolidated financial statements included in Part IV, Item 15(a) of this Form 10-K. In addition, see Risk Factors contained within Part I, Item 1A of this Form 10-K for certain risks related to environmental matters.

HUMAN CAPITAL

Our employees are critical to our success. We promote a culture of honesty, respect, trust, and teamwork through our Code of Business Conduct. Also, we have been engaged in a number of social matters and issues, both within the Company in our management of human capital, and externally with our community based initiatives.

Employee Safety and Health

The safety of our workforce is our highest priority as evidenced by our initial and continuing response to the COVID-19 pandemic. To this end, we focus on protecting the health and safety of our employees and establishing a safe work environment by following the COVID-19 safety recommendations issued by the Centers for Disease Control and Prevention at all of our facilities.

Diversity and Inclusion

Diversity and inclusion is important to our current and future success. We implemented diversity and inclusion initiatives in 2019 to help accelerate the process of developing a diverse talent pool. To that end, we are seeing an increase in the number of women and individuals from underrepresented communities being promoted into leadership roles. In 2020, we partnered with the Fund II Foundation to utilize its innovative internX platform to provide access to highly qualified and diverse science, technology, engineering and math ("STEM") students. We believe a diverse hiring process at the intern level will result in inclusive hiring going forward and help us develop a diverse leadership team as our interns continue in their careers.

Talent Acquisition, Retention, and Development

We attract, develop, and retain employee talent by offering competitive compensation packages and fostering a culture of care about their well-being. In addition, we endeavor to be a proactive corporate citizen by being responsive and supportive of the needs of our employees to attract qualified talent. We strive to provide opportunities for qualified members of underrepresented communities and women for advancement within our company and award scholarships to the children and grandchildren of our employees so that they may develop the skills that will support their entry into the workforce. In addition, in 2018, we implemented an Employee Stock Purchase Plan ("ESPP") to provide employees the opportunity to share in the ownership of our company and benefit from our performance through the purchase of our company's stock. The ESPP allows eligible employees to accumulate contributions through after-tax payroll deductions to purchase shares of our company's stock at a 15% discount and serves as one of the key retention mechanisms for our human capital.

Workforce Demographics

As of December 31, 2021, we had a highly skilled workforce of 2,480 employees, of which 465 are subject to collective bargaining agreements expiring in April 2022 and June 2024. Historically, we have been successful in negotiating renewals to expiring agreements without material disruption of operating activities, and believe our relations with our employees are good. See Risk Factors contained within Part I, Item 1A of this Form 10-K for additional information regarding certain risks related to our employees.

AVAILABLE INFORMATION

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

ITEM 1A. RISK FACTORS

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

CAPITAL STRUCTURE RISKS

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

In December 2019, we completed the refinancing of a portion of our existing debt by entering into a new revolving credit facility ("2019 Revolving Credit Facility") to replace the then existing revolving credit facility that was entered into in November 2018 ("2018 Revolving Credit Facility") and entered into a new term loan ("2019 Term Loan"). The 2019 Revolving Credit Facility is a $100.0 million senior secured revolving credit facility that matures on December 20, 2024 replacing the $100.0 million 2018 Revolving Credit Facility that would have matured on November 21, 2023. The 2019 Term Loan is a $140.0 million senior secured term loan that matures on December 20, 2024. We also have an existing $240.0 million senior secured term loan that was entered into in November 2018 that matures on November 21, 2025 ("2018 Term Loan"). The original amounts available under the 2019 Revolving Credit Facility, 2019 Term Loan, and 2018 Term Loan (collectively, the "Credit Facilities") in aggregate, totaled $480.0 million. In conjunction with entering into the 2019 Revolving Credit Facility and the 2019 Term Loan, we drew down the entire $140.0 million on the 2019 Term Loan and used those proceeds to pay off and close the 2018 Revolving Credit Facility of $58.5 million, paid down a portion of the 2018 Term Loan of $56.0 million, paid the accrued interest associated with the amounts being paid down on the 2018 Revolving Credit Facility and 2018 Term Loan, paid the fees related to this transaction, and the remainder available for general corporate purposes. The $56.0 million, pay down on the 2018 Term Loan paid all the required quarterly installment payments on the 2018 Term Loan until maturity.

At December 31, 2021, we had a total of $287.7 million of outstanding long-term debt under the Credit Facilities. The total long-term debt was primarily the result of our acquisitions, including LaBarge, Inc. in 2011, Lightning Diversion Systems, LLC ("LDS") in September 2017, Certified Thermoplastics Co., LLC ("CTP") in April 2018, and Nobles Worldwide, Inc. ("Nobles") in October 2019.

Our ability to obtain additional financing or complete a debt refinancing in the future may be limited. Should we not have ready access to capital markets, we may have to undertake alternative financing plans, such as selling assets; reducing or delaying scheduled expansions and/or capital investments; or seeking various other forms of capital. Our ability to complete reasonable alternative financing plans may be affected by circumstances and economic events outside of our control. We cannot ensure that we would be able to refinance our debt or enter into alternative financing plans in adequate amounts on commercially reasonable terms, terms acceptable to us or at all, or that such plans guarantee that we would be able to meet our debt obligations.

Our level of debt could:

- limit our ability to obtain additional financing to fund capital expenditures, investments or acquisitions or other general corporate requirements;
- require a portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, investments or acquisitions or other general corporate purposes;
- increase our vulnerability to adverse changes in general economic, industry and competitive conditions;
- place us at a disadvantage compared to other, less leveraged competitors;
- expose us to the risk of increased borrowing costs and higher interest rates as all of our borrowings under our Credit Facilities bear interest at variable rates, which could further adversely impact our cash flows;
- limit our flexibility to plan for and react to changes in our business and the industry in which we compete;
- restrict us from making strategic acquisitions;
- expose us to risk of unfavorable changes in the global credit markets; and
- make it more difficult for us to satisfy our obligations with respect to the Credit Facilities and our other debt.

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

We require a considerable amount of cash to run our business.

Our ability to make payments on our debt in the future and to fund planned capital expenditures and working capital needs, will depend upon our ability to generate significant cash in the future. Our ability to generate cash is subject to economic, financial, competitive, legislative, regulatory and other factors that may be beyond our control.

The terms of the 2019 Term Loan require that we make installment payments of 1.25% of the initial outstanding principal balance on a quarterly basis, on the last day of each calendar quarter. We were required to make installment payments of 0.25% of the outstanding principal balance of the 2018 Term Loan amount on a quarterly basis, however, the $56.0 million we paid as part of the December 2019 refinancing paid all the required quarterly installment payments on the 2018 Term Loan until maturity. In addition, if we exceed the annual excess cash flow threshold, we are required to make an annual additional principal payment based on the consolidated adjusted leverage ratio. Further, the undrawn portion of the commitment of the 2019 Revolving Credit Facility is subject to a commitment fee ranging from 0.175% to 0.275%, based upon the consolidated total net adjusted leverage ratio.

On December 16, 2021, we entered into a sale-leaseback transaction for the building and related land for our Gardena performance center located in Carson, California (“Sale-Leaseback Agreement”). The building and related land was sold for $143.1 million and we recognized a gain of $132.5 million. See Note 5 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further discussion. Also on December 16, 2021, we acquired 100% of the outstanding equity interests of Magnetic Seal LLC (f/k/a Magnetic Seal Corporation, “MagSeal”), for a purchase price of $69.5 million, net of cash acquired, all payable in cash. A portion of the proceeds from the sale-leaseback transaction was subsequently utilized to pay down the amount drawn on the 2019 Revolving Credit Facility to close the MagSeal acquisition. See Note 2 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further discussion.

On November 29, 2021, we entered into forward interest rate swaps, all with an effective date of January 1, 2024, for an aggregate total notional amount of $150.0 million, weighted average fixed rate of 1.8%, and all terminating on January 1, 2031 (“Forward Interest Rate Swaps”). In October 2015, we entered into interest rate cap hedges designated as cash flow hedges, with a portion of these interest rate cap hedges maturing on a quarterly basis, with notional value in aggregate, totaling $135.0 million. However, all of these interest rate cap hedges matured in June 2020. At December 31, 2021, the outstanding balance on the Credit Facilities was $287.7 million with an average interest rate of 3.27%. Should interest rates increase significantly, our debt service cost will increase. Any inability to generate sufficient cash flow could have a material adverse effect on our financial condition or results of operations. See Note 1 and Note 8 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further discussion.

While we expect to meet all of our financial obligations, we cannot ensure that our business will generate sufficient cash flow from operations in an amount sufficient to enable us to pay our debt or to fund our other liquidity needs.

We require a considerable amount of cash to fund our anticipated voluntary principal prepayments on our Credit Facilities.

Our ability to continue to reduce the debt outstanding under our Credit Facilities through voluntary principal prepayments will be a contributing factor to our ability to keep our interest rate towards the lower end of the interest rate range as defined in the Credit Facilities. Our ability to make such prepayments will depend upon our ability to generate significant cash in the future. We cannot ensure that our business will generate sufficient cash flow from operations to fund any such prepayments.

The covenants in our Credit Facilities impose restrictions that may limit our operating and financial flexibility.

We are required to comply with a leverage covenant as defined in the 2018 Term Loan agreement. The leverage covenant is defined as Consolidated Funded Indebtedness less unrestricted cash and cash equivalents in excess of $5.0 million, divided by consolidated earnings before interest, taxes and depreciation and amortization (“EBITDA”) and other adjustments.

At December 31, 2021, we were in compliance with the leverage covenant under the Credit Facilities. However, there is no assurance that we will continue to be in compliance with the leverage covenant in future periods.

The Credit Facilities’ agreements contains a number of significant restrictions and covenants that limit our ability, among other things, to incur additional indebtedness, to create liens, to make certain payments, to make certain investments, to engage in transactions with affiliates, to sell certain assets or enter into mergers.

These covenants could materially and adversely affect our ability to finance our future operations or capital needs. Furthermore, they may restrict our ability to expand, pursue our business strategies and otherwise conduct our business. Our ability to comply with these covenants may be affected by circumstances and events beyond our control, such as prevailing economic conditions and changes in regulations, and we cannot ensure that we will be able to comply with such covenants. These restrictions also limit our ability to obtain future financings to withstand a future downturn in our business or the economy in general.

A breach of any covenant in the Credit Facilities could result in a default under the Credit Facilities. A default, if not waived, could result in acceleration of the debt outstanding under the agreement. A default could permit our lenders to foreclose on any of our assets securing such debt. Even if new financing were available at that time, it may not be on terms or amounts that are acceptable to us or terms as favorable as our current agreements. If our debt is in default for any reason, our business, results of operations and financial condition could be materially and adversely affected.

We may be adversely affected by changes in LIBOR reporting practices, the method in which LIBOR is determined, or the LIBOR replacement rate.

In July 2017, the Financial Conduct Authority, the authority that regulates London Interbank Offering Rate (“LIBOR”), announced it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. However, for USD-LIBOR, the relevant date has been deferred to at least June 30, 2023 for certain tenors and at which time, the LIBOR administrator has indicated it intends to cease publication of USD-LIBOR. Despite this deferral, the LIBOR administrator has advised that no new contracts using USD-LIBOR should be entered into after December 31, 2021. The Alternative Reference Rates Committee (“ARRC”) has proposed that the Secured Overnight Financing Rate (“SOFR”) plus a spread that is based on historical data as the rate that represents the best practice as the alternative to USD-LIBOR for use in derivatives and other financial contracts that are currently indexed to USD-LIBOR. The intent of the LIBOR replacement rate is that it will not result in financial market disruptions, significant increases in benchmark rates, or financing costs to borrowers. The consequences of these developments cannot be entirely predicted, but could result in an increase in the cost of our variable rate debt.

While $150.0 million of our debt will become fixed rate debt beginning on January 1, 2024 as a result of our Forward Interest Rate Swaps, all of our debt is variable debt until such time. See Note 8 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further discussion.

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

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

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

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

BUSINESS AND OPERATIONAL RISKS

Our end-use markets are cyclical.

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

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

We currently generate a majority of our revenues from customers in the aerospace and defense industry. Our business depends, in part, on the level of new military and commercial aircraft orders. As a result, we have significant sales to certain customers. Sales to The Boeing Company ("Boeing") and Spirit AeroSystems Holdings, Inc. ("Spirit") comprise a significant portion of our commercial aerospace end-use market. A significant portion of our net sales in our military and space end-use markets are made under subcontracts with original equipment manufacturers ("OEMs"), under their prime contracts with the U. S. Government. We had significant sales to Lockheed Martin Corporation ("Lockheed Martin"), Northrop Grumman Corporation ("Northrop"), and Raytheon Technologies Corporation ("Raytheon") in 2021 in our defense technologies end-use market.

Our customers may experience delays in the launch of new products, labor strikes, diminished liquidity or credit unavailability, weak demand for their products, or other difficulties in their business. In addition, shifts in government spending priorities have caused and may continue to cause additional uncertainty in the placement of orders.

Our revenues from our top ten customers, which represented 61% of our total 2021 net revenues, were diversified over a number of different aerospace and defense products. Any significant change in production rates by these customers would have a material effect on our results of operations and cash flows. There is no assurance that our current significant customers will continue to buy products from us at current levels, or that we will retain any or all of our existing customers, or that we will be able to form new relationships with customers upon the loss of one or more of our existing customers. This risk may be further complicated by pricing pressures, competition prevalent in our industry and other factors. A significant reduction in sales to any of our major customers, the loss of a major customer, or a default of a major customer on accounts receivable could have a material adverse impact on our financial results.

Boeing was one of our largest customers in 2021, and the 737 MAX was one of our highest commercial end use market revenue platforms. In late 2020, Boeing began receiving regulatory approval for its 737 MAX to return to service from some of the major civil aviation regulators around the world and thus, we began seeing a modest ramp up in our production rates during 2021. Revenue growth with our other commercial customers and defense OEMs (also known as prime contractors) has helped to mitigate a significant portion of this risk for the time being. However, the COVID-19 pandemic continues to dampened civil air travel demand in many markets, and if traveler confidence does not return in the near future, it may make it difficult to continue to offset a significant portion of this risk.

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

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

We derive a significant portion of our business from customers whose principal sales are to the U.S. Government. Accordingly, the success of our business depends upon government spending generally or for specific departments or agencies in particular. Such spending, among other factors, is subject to the uncertainties of governmental appropriations and national defense policies and priorities, constraints of the budgetary process, timing and potential changes in these policies and priorities, and the adoption of new laws or regulations or changes to existing laws or regulations.

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

Further, the levels of U.S. Department of Defense ("U.S. DoD") spending in future periods are difficult to predict and are impacted by numerous factors such as the political environment, U.S. foreign policy, macroeconomic conditions and the ability of the U.S. Government to enact relevant legislation such as the authorization and appropriations bills. The Budget Control Act ("2011 Act") established limits on U.S. government discretionary spending, including a reduction of defense spending between the 2012 and 2021 U.S. Government fiscal years. Accordingly, long-term uncertainty remains with respect to overall levels of defense spending and it is likely that U.S. Government discretionary spending levels will continue to be subject to pressure.

Exports of certain of our products are subject to various export control regulations and authorizations, and we may not be successful in obtaining the necessary U.S. Government approvals and related export licenses for proposed sales to certain foreign customers.

We must comply with numerous laws and regulations relating to the export of some of our products before we are permitted to sell those products outside the United States. Compliance often entails the submission and timely receipt of the necessary export approvals, licenses, or authorizations from the U.S. Government. Over the last several years, the U.S. export licensing environment for munitions has been adversely affected by a number of factors, including, but not limited to, the changing geopolitical environment and heightened tensions with other countries (which shift and evolve over time). Accordingly, we can give no assurance that we will be successful in obtaining, in a timely manner or at all, the approvals, licenses or authorizations we need to sell our products outside the United States, which may result in the cancellation of orders and significant penalties to our customers if we do not make deliveries and fulfill our contractual commitments. Any significant delay in, or impairment of, our ability to sell products outside of the United States could have a material adverse effect on our business, financial condition and results of operations.

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

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

- terminate existing contracts, in whole or in part, for convenience, as well as for default, or if funds for contract performance for any subsequent year become unavailable;
- terminate existing contracts if we are suspended or debarred from doing business with the federal government or with a governmental agency;
- prohibit future procurement awards with a particular agency as a result of a finding of an organizational conflict of interest based upon prior related work performed for the agency that would give a contractor an unfair advantage over competing contractors; and
- claim rights in products and systems produced by us.

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

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

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

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

Our growth strategy includes evaluating selected acquisitions, which entails certain risks to our business and financial performance.

We have historically achieved a portion of our growth through acquisitions and expect to evaluate selected future acquisitions as part of our strategy for growth. Any acquisition of another business entails risks and it is possible that we may not realize the expected benefits from an acquisition or that an acquisition could adversely affect our existing operations. Acquisitions entail certain risks, including:

- difficulty in integrating the operations and personnel of the acquired company within our existing operations or in maintaining uniform standards;
- loss of key employees or customers of the acquired company;
- the failure to achieve anticipated synergies;
- unrecorded liabilities of acquired companies that we fail to discover during our due diligence investigations or that are not subject to indemnification or reimbursement by the seller; and
- management and other personnel having their time and resources diverted to evaluate, negotiate and integrate acquisitions.

We may not be successful in achieving expected operating efficiencies and sustaining or improving operating expense reductions, and may experience business disruptions associated with restructuring, performance center consolidations, realignment, cost reduction, and other strategic initiatives.

In recent years, we have implemented a number of restructuring, realignment, and cost reduction initiatives, including performance center consolidations, organizational realignments, and reductions in our workforce. While we have realized some efficiencies from these actions, we may not realize the benefits of these initiatives to the extent we anticipated. Further, such benefits may be realized later than expected, and the ongoing difficulties in implementing these measures may be greater than anticipated, which could cause us to incur additional costs or result in business disruptions. In addition, if these measures are not successful or sustainable, we may have to undertake additional realignment and cost reduction efforts, which could result in significant additional charges. Moreover, if our restructuring and realignment efforts prove ineffective, our ability to achieve our other strategic and business plan goals may be adversely impacted.

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

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

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

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

- political instability;
- economic and geopolitical developments and conditions;
- pandemics and disasters, natural or otherwise;
- compliance with a variety of international laws, as well as U.S. laws affecting the activities of U.S. companies conducting business abroad, including, but not limited to, the Foreign Corrupt Practices Act;
- imposition of taxes, export controls, tariffs, embargoes and other trade restrictions;
- difficulties repatriating funds or restrictions on cash transfers; and
- potential for new tariffs imposed on imports by the U.S. administration.

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

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

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

Several of our major customers have completed extensive cost containment efforts and we expect continued pricing pressures in 2022 and beyond. Competitive pricing pressures may have an adverse effect on our financial condition and operating results. Further, there can be no assurance that competition from existing or potential competitors in other segments of our business will not have a material adverse effect on our financial results. If we do not continue to compete effectively and win contracts, our future business, financial condition, results of operations and our ability to meet our financial obligations may be materially compromised.

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

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

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

Certain of our manufacturing facilities and offices are leased and have lease terms that expire between 2022 and 2031. The majority of these leases provide renewal options at the fair market rental rate at the time of renewal, which, if renewed, could be significantly higher than our current rental rates. We may be unable to offset these cost increases by charging more for our products and services. Furthermore, continued economic conditions may continue to negatively impact and create greater pressure in the commercial real estate market, causing higher incidences of landlord default and/or lender foreclosure of properties, including properties occupied by us. While we maintain certain non-disturbance rights in most cases, it is not certain that such rights will in all cases be upheld and our continued right of occupancy in such instances could be potentially jeopardized. An occurrence of any of these events could have a material adverse effect on our financial results.

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

LEGAL, REGULATORY, TAX, AND ACCOUNTING RISKS

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

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

We are subject to a number of procurement laws and regulations. Our business and our reputation could be adversely affected if we fail to comply with these laws.

We must comply with and are affected by laws and regulations relating to the award, administration and performance of U.S. Government contracts. Government contract laws and regulations affect how we do business with our customers and impose certain risks and costs on our business. A violation of specific laws and regulations, by us, our employees, or others working on our behalf, such as a supplier or a venture partner, could harm our reputation and result in the imposition of fines and penalties, the termination of our contracts, suspension or debarment from bidding on or being awarded contracts, loss of our ability to export products or services and civil or criminal investigations or proceedings.

In some instances, these laws and regulations impose terms or rights that are different from those typically found in commercial transactions. For example, the U.S. Government may terminate any of our customers' government contracts and subcontracts either at its convenience or for default based on our performance. Upon termination for convenience of a fixed-price type contract, we normally are entitled to receive the purchase price for delivered items, reimbursement for allowable costs for work-in-process and an allowance for profit on the contract or adjustment for loss if completion of performance would have resulted in a loss.

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

Prime contracts with our major customers that have contracts with various agencies of the U.S. Government are subject to numerous laws and regulations, which affect how we do business with our customers and may impose added costs to our business. As a result, our contracts and operations are subject to numerous, extensive, complex, costly and evolving laws, regulations and restrictions, principally by the U.S. Government or their agencies. These laws, regulations and restrictions govern items including, but not limited to, the formation, administration and performance of U.S. Government contracts, disclosure of cost and pricing data, civil penalties for violations of false claims to the U.S. Government for payment, defining reimbursable costs, establishing ethical standards for the procurement process, controlling the import and export of defense articles and services, and cybersecurity requirements, such as Cybersecurity Maturity Model Certification ("CMMC").

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

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

In addition, our international operations subject us to numerous U.S. and foreign laws and regulations, including, without limitation, regulations relating to import-export control, technology transfer restrictions, repatriation of earnings, exchange controls, the Foreign Corrupt Practices Act, and the anti-boycott provisions of the U.S. Export Administration Act. Changes in regulations or political environments may affect our ability to conduct business in foreign markets including investment, procurement and repatriation of earnings. Failure by us or our sales representatives or consultants to comply with these laws and regulations could result in certain liabilities and could possibly result in suspension or debarment from government contracts or suspension of our export privileges, which could have a material adverse effect on our financial results.

Environmental liabilities could adversely affect our financial results.

We are subject to various federal, local, and foreign environmental laws and regulations, including those relating to the use, storage, transport, discharge and disposal of hazardous and non-hazardous chemicals and materials used and emissions generated during our manufacturing process. We do not carry insurance for these potential environmental liabilities. Any failure by us to comply with present or future regulations could subject us to future liabilities or the suspension of production, which could have a material adverse effect on our financial results. Moreover, some environmental laws relating to contaminated sites can impose joint and several liability retroactively regardless of fault or the legality of the activities giving rise to the contamination. Compliance with existing or future environmental laws and regulations may require extensive capital expenditures, increase our cost or impact our production capabilities. Even if such expenditures are made, there can be no assurance that we will be able to comply. We have been directed to investigate and take corrective action for groundwater contamination at certain sites and our ultimate liability for such matters will depend upon a number of factors. See Note 14 to our consolidated financial statements included in Part IV, Item 15(a) of this Form 10-K for further information.

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

From time to time, we and our subsidiaries are involved in various legal and other proceedings that are incidental to the conduct of our business. While we believe no current proceedings, if adversely determined, could have a material adverse effect on our financial results, no assurances can be given. Any such claims may divert financial and management resources that would otherwise be used to benefit our operations and could have a material adverse effect on our financial results. See Note 14 to our consolidated financial statements included in Part IV, Item 15(a) of this Form 10-K for further information.

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

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

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

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

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

Goodwill is tested for impairment on an annual basis as of the first day of our fourth quarter or more frequently if events or circumstances occur which could indicate potential impairment. In assessing the recoverability of goodwill, management is required to make certain critical estimates and assumptions. These estimates and assumptions include projected sales levels, including the addition of new customers, programs or platforms and increased content on existing programs or platforms, improvements in manufacturing efficiency, and reductions in operating costs. Due to many variables inherent in the estimation of a business's fair value and the relative size of our recorded goodwill, changes in estimates and assumptions may have a material effect on the results of our impairment analysis. If any of these or other estimates and assumptions are not realized in the future, or if market multiples decline, we may be required to record an impairment charge for goodwill.

We also test intangible assets with indefinite life periods for potential impairment annually and on an interim basis if there are indicators of potential impairment.

In addition, we evaluate amortizable intangible assets, fixed assets, production cost of contracts, and lease right-of-use assets for impairment if there are indicators of a potential impairment.

Further, impairment charges may be incurred against other intangible assets or long-term assets if asset utilization declines, customer demand declines or other circumstances indicate that the asset carrying value may not be recoverable.

Our goodwill and other intangible assets as of December 31, 2021 were $345.5 million, or 35% of total assets. If our goodwill and/or other assets are impaired, it could have an adverse effect on our results of operations and financial condition. See "Goodwill and Indefinite-Lived Intangible Assets" in Note 6 of our consolidated financial statements included in Part IV, Item 15(a) of this Form 10-K for further information.

Unanticipated changes in our tax provision or exposure to additional income tax liabilities could affect our profitability.

Significant judgment is required in determining our provision for income taxes. In the ordinary course of our business, there are transactions and calculations where the ultimate tax determination is uncertain. Furthermore, changes in income tax laws and regulations, or their interpretation, could result in higher or lower income tax rates assessed or changes in the taxability of certain sales or the deductibility of certain expenses, thereby affecting our income tax expense and profitability. For example, we recorded provisional estimates of the impact of the Tax Cuts and Jobs Act (the “2017 Tax Act”) enacted in December 2017 in accordance with SEC Staff Accounting Bulletin No. 118 (“SAB 118”) in our 2017 consolidated financial statements. During 2018, these estimates were subject to further analysis and review which could have required adjustments, but no adjustments were required to be made in 2018. In addition, we are regularly under audit by tax authorities. The final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals.

Our ability to accurately report our financial results or prevent fraud may be adversely affected if our internal control over financial reporting is not effective.

The accuracy of our financial reporting is dependent on the effectiveness of our internal controls. We are required to provide a report from management to our shareholders on our internal control over financial reporting that includes an assessment of the effectiveness of these controls. Internal control over financial reporting has inherent limitations, including human error, the possibility that controls could be circumvented or become inadequate as a result of changed conditions, and fraud. Due to these inherent limitations, internal control over financial reporting might not prevent or detect all misstatements or fraud. If we cannot maintain and execute adequate internal control over financial reporting or implement required new or improved controls that provide reasonable assurance of the reliability of the financial reporting and preparation of our financial statements for external use, our ability to accurately report our financial results or prevent fraud could be adversely affected.

LABOR AND SUPPLY CHAIN RISKS

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

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

Labor disruptions by our employees could adversely affect our business.

As of December 31, 2021, we employed 2,480 people. Two of our performance centers are parties to collective bargaining agreements, covering 145 full time hourly employees in one of those performance centers and 320 full time hourly employees in the other performance center, and will expire in June 2024 and April 2022, respectively. Although we have not experienced any material labor-related work stoppage and consider our relations with our employees to be good, labor stoppages may occur in the future. If the unionized workers were to engage in a strike or other work stoppage, if we are unable to negotiate acceptable collective bargaining agreements with the unions or if other employees were to become unionized, we could experience a significant disruption of our operations, higher ongoing labor costs and possible loss of customer contracts, which could have an adverse effect on our business and results of operations.

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

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

We rely on numerous third-party suppliers for raw materials and a large proportion of the components used in our production process. Certain of these raw materials and components are available only from single sources or a limited number of suppliers, or similarly, customers’ specifications may require us to obtain raw materials and/or components from a single source or certain suppliers. Many of our suppliers are small companies with limited financial resources and manufacturing capabilities. We do not currently have the ability to manufacture these components ourselves. These and other factors, including the impact from the COVID-19 pandemic, import tariffs, the loss of a critical supplier or raw materials and/or component shortages, could cause disruptions or cost inefficiencies in our operations. Additionally, our competitors that have greater direct purchasing power, may have product cost advantages which could have a material adverse effect on our financial results.

GENERAL RISKS

The COVID-19 pandemic has had, and continues to have, a material adverse effect on our business, results of operations, and financial condition.

The COVID-19 pandemic has caused, and continues to cause, a significant adverse impact on our employees, operations, businesses of our customers, suppliers and distribution partners, and volatility in the financial markets. Changes in our operations in response to the COVID-19 pandemic or employee illnesses resulting from the pandemic, has resulted in and may continue to result in inefficiencies or delays, including in sales and product development efforts and our manufacturing and supply chain, and additional costs related to business continuity initiatives, that cannot be fully mitigated through succession planning, employees working remotely, or teleconferencing technologies. The long-term impact to our business remains unknown. This is due to the numerous uncertainties that have risen from the pandemic, including the severity of the disease, the duration of the outbreak, the likelihood of resurgences of the outbreak, including the emergence and spread of variants, actions that may be taken by governmental authorities in response to the disease, the timing, distribution, efficacy and public acceptance of vaccines, and the related unintended or unanticipated consequences.

The commercial aerospace industry, in particular, has been significantly disrupted, both domestically and internationally, by the pandemic. The pandemic has resulted in governments around the world implementing stringent measures to help control the spread of the virus, including quarantines, shelter in place or stay at home orders, travel restrictions, business curtailments and other measures. As a result, demand for travel declined at a rapid pace beginning in mid-2020 and has remained below pre-pandemic levels. However, commercial air travel has increasingly shown signs of recovery in recent months with increasing air traffic, primarily in certain domestic markets. The recovery in international commercial air travel has been slower with international travel still near the COVID-19 pandemic lows. The exact pace and timing of the commercial air travel recovery remains uncertain and is expected to continue to be uneven depending on factors such as trends in the number of COVID-19 infections (i.e., impact of new variants of COVID-19 surfacing), the timing, distribution, efficacy, and public acceptance of vaccines, and easing of quarantines and travel restrictions, among other factors. While the full extent and impact of the COVID-19 pandemic cannot be reasonably estimated with certainty at this time, COVID-19 has had a significant impact on our business, the businesses of our customers and suppliers, as well as our results of operations and financial condition, and may have a material adverse impact on our business, results of operations and financial condition in 2022 and beyond.

Our ability to continue to manufacture products is highly dependent on our ability to maintain the safety and health of our performance center employees. While we are following the guidelines and requirements of governmental authorities and taking preventive and protective measures to prioritize the safety and well-being of our employees, these measures are not always successful. Thus far, the ability of our employees to work has not been significantly impacted by individuals contracting or being exposed to COVID-19. However, if an outbreak of COVID-19 or other viruses does occur at any of our performance centers, it may disrupt our ability to manufacture products and thus, have a material and adverse impact on our business, financial condition, and results of operations.

Increased scrutiny from investors, lenders, and other market participants regarding our environmental, social, and governance, or sustainability responsibilities could expose us to additional costs and adversely impact our liquidity, results of operations, reputation, employee retention, and stock price.

There is an increasing focus from certain investors, customers, and other key stakeholders concerning corporate responsibility, specifically related to environmental, social, and governance (“ESG”) factors. Some investors may use ESG criteria to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies relating to corporate responsibilities are inadequate.

The ESG factors by which companies’ corporate responsibility practices are assessed may change. This could result in greater expectations of us and cause us to undertake costly initiatives to satisfy such new criteria. If we are unable to satisfy the new corporate responsibility criteria, investors may view our policies related to corporate responsibility as inadequate. We risk damage to our reputation in the event our corporate responsibility procedures or goals do not meet the standards or goals set by various constituencies. In addition, if our competitors’ corporate responsibility performance is perceived to be greater than ours, potential or current investors may elect to invest in our competitors instead. Further, in the event we communicate certain initiatives or goals related to ESG, we could fail, or be perceived to have failed, in our achievement of such initiatives or goals. If we fail to satisfy the expectations of investors and other key stakeholders, or our initiatives are not executed as planned, our reputation, employee retention, and willingness of our customers and suppliers to do business with us, financial results, and stock price could be materially and adversely affected.

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

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

Assertions by third parties that we violated their intellectual property rights could have a material adverse effect on our business, financial condition, and results of operations.

Third parties may claim that we, our customers, licensees, or parties indemnified by us are infringing upon or otherwise violating their intellectual property rights. Such claims may be made by competitors seeking to obtain a competitive advantage or by other parties. Additionally, in recent years, individuals and groups have begun purchasing intellectual property assets for the purpose of making claims of infringement and attempting to extract settlements from companies like ours.

Any claims that we violated a third party's intellectual property rights can be time consuming and costly to defend and distract management's attention and resources, even if the claims are without merit. Such claims may also require us to redesign affected products and services, enter into costly settlement or license agreements or pay costly damage awards, or face a temporary or permanent injunction prohibiting us from marketing or providing the affected products and services. Even if we have an agreement to indemnify us against such costs, the indemnifying party may not have sufficient financial resources or otherwise be unable to uphold its contractual obligations. If we cannot or do not license the infringed technology on favorable terms or cannot or do not substitute similar technology from another source, our revenue and earnings could be adversely impacted.

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

We have operations located in regions of the U.S. that may be exposed to damaging storms, earthquakes, fires and other natural disasters. Although we maintain standard property casualty insurance covering our properties and may be able to recover costs associated with certain natural disasters through insurance, we do not carry any earthquake insurance because of the cost of such insurance. Many of our properties are located in Southern California, an area subject to earthquake activity. Our California performance centers generated $176.9 million in net revenues during 2021. Even if covered by insurance, any significant damage or destruction of our facilities due to storms, earthquakes, fires or other natural disasters could result in our inability to meet customer delivery schedules and may result in the loss of customers and significant additional costs to us. Thus, any significant damage or destruction of our properties could have a material adverse effect on our business, financial condition or results of operations. See discussion of a fire in June 2020 which severely damaged our Guaymas, Mexico performance center in Note 14 to our consolidated financial statements included in Part IV, Item 15(a) of this Form 10-K for further information.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our headquarters are located in Santa Ana, California. As of December 31, 2021, we owned or leased facilities and land for corporate functions and manufacturing at locations throughout the United States and various places outside the United States. We believe our existing facilities are suitable and adequate for our present purposes. Each of our reportable segments uses each of these facilities.

ITEM 3. LEGAL PROCEEDINGS

See Note 14 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for a description of our legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the New York Stock Exchange under the symbol DCO. As of December 31, 2021, we had 144 holders of record of our common stock. We have not paid any dividends since the first quarter of 2011 and we do not expect to pay dividends for the foreseeable future.

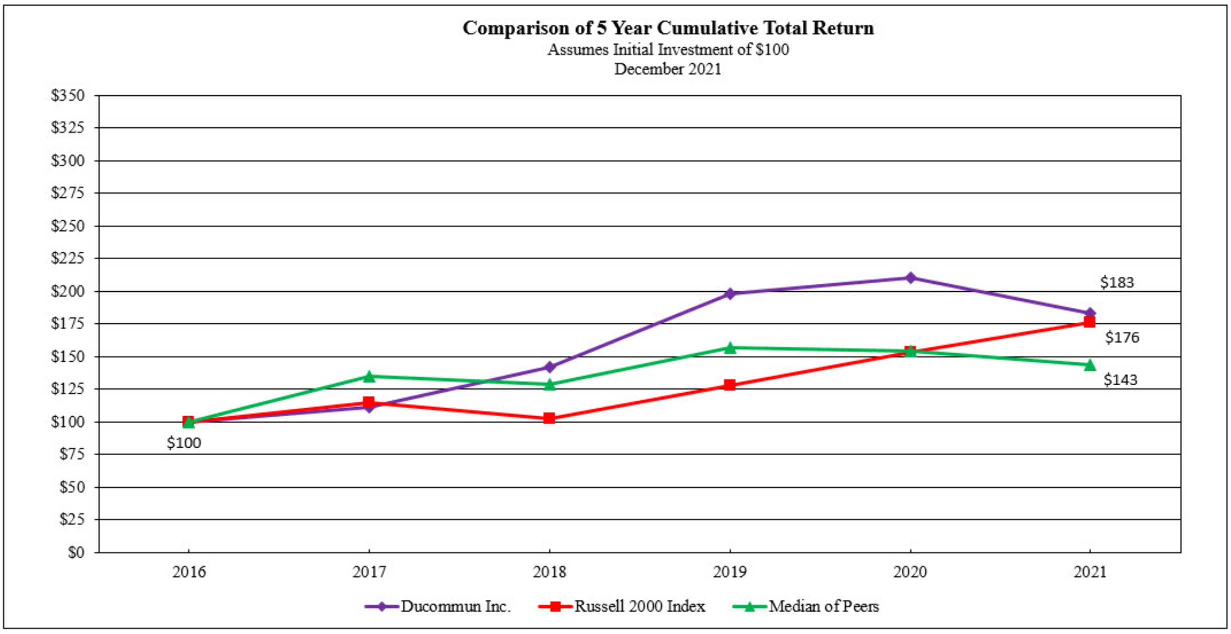
See “Part III, Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS” for information relating to shares to be issued under equity compensation plans.

Issuer Purchases of Equity Securities

None.

Performance Graph

The following graph compares the yearly percentage change in our cumulative total shareholder return with the cumulative total return of the Russell 2000 Index and the median of our 2022 Proxy Statement peers (“Median of Peers”) over a five year period, assuming the reinvestment of any dividends. A modified version of this graph over a three year period will be used in our 2022 Proxy Statement, assuming the reinvestment of any dividends. The graph is not necessarily indicative of future price performance:



ITEM 6. [Reserved]

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

Overview

Ducommun Incorporated ("Ducommun," "the Company," "we," "us" or "our") is a leading global provider of engineering and manufacturing services for high-performance products and high-cost-of failure applications used primarily in the aerospace, defense, industrial, medical, and other industries. We differentiate ourselves 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 segments: Electronic Systems and Structural Systems, each of which is a reportable segment.

COVID-19 Pandemic Impact on Our Business

The COVID-19 pandemic has had a significant impact on our overall business during the year ended December 31, 2021. As a result of the COVID-19 pandemic, precautionary measures were instituted by governments and businesses to mitigate its spread, including the imposition of travel restrictions, quarantines, shelter in place directives, and shutting down of non-essential businesses.

The safety of our employees remains our highest priority. The well-being and safety protocols that were already in place at all of our facilities were further enhanced at the onset of the COVID-19 pandemic. We continue to follow safety protocols consistent with guidelines provided by state and local governments and the Centers for Disease Control and Prevention ("CDC"). These measures included social distancing, provision of personal protective equipment, enhanced cleaning, and flexible work arrangements wherever possible. We have also offered enhanced leave and benefits to our employees and provided frequent updates to ensure our workforce continues to be kept apprised of evolving regulations and safety measures.

In March 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") which provides tax relief to individuals and businesses affected by the coronavirus pandemic. We have not requested or accepted any loans or payments that are available under the CARES Act, however, we have utilized the option to defer payment of the employer portion of payroll taxes (Social Security) that would otherwise be required to be made during the period beginning March 27, 2020 to December 31, 2020. One half of the deferred amount was required to be paid and was paid by December 31, 2021, with the remaining 50% to be paid by December 31, 2022. As of December 31, 2021, our remaining deferred amount is $3.1 million and is included as part of accrued and other liabilities on the consolidated balance sheets.

The COVID-19 pandemic has and continues to contribute to a general slowdown in the global economy and most significantly, the commercial aerospace end-use market. While both major large aircraft manufacturers, The Boeing Company ("Boeing") and Airbus SE, have announced increases in build rates for 2022, it is well below pre-pandemic levels. In its 2021 Annual Report on Form 10-K, Boeing indicated it expects commercial air travel to return to 2019 levels in 2023 to 2024, and a few years beyond that for the industry to return to the long-term trend growth. While the full extent and impact of the COVID-19 pandemic cannot be reasonably estimated with certainty at this time, COVID-19 has had a significant impact on our business, the businesses of our customers and suppliers, as well as our results of operations and financial condition, and may have a material adverse impact on our business, results of operations and financial condition for 2022 and beyond. See Risk Factors included in Part I, Item 1A of this Annual Report on Form 10-K ("Form 10-K").

Recap for the year ended December 31, 2021:

- Net revenues of $645.4 million
- Net income of $135.5 million, or $11.06 per diluted share
- Adjusted EBITDA of $92.8 million

Non-GAAP Financial Measures

Adjusted earnings before interest, taxes, depreciation, amortization, stock-based compensation expense, Guaymas fire related expenses, gain on sale-leaseback, success bonus related to the completion of sale-leaseback transaction, inventory purchase accounting adjustments, restructuring charges, loss on extinguishment of debt, and other debt refinancing costs ("Adjusted EBITDA") was $92.8 million and $87.9 million for years ended December 31, 2021 and December 31, 2020, respectively.

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 Adjusted 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 Adjusted EBITDA, explain how it is calculated, and provide a reconciliation to the most comparable GAAP measure in the table below. Adjusted EBITDA and the related financial ratios, as presented in this Annual Report on

Form 10-K ("Form 10-K"), are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. They are not a measurement of our financial performance under GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with GAAP, or as an alternative to net cash provided by operating activities as measures of our liquidity. The presentation of these measures should not be interpreted to mean that our future results will be unaffected by unusual or nonrecurring items.

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

Adjusted 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 include:

- It does not reflect our cash expenditures, future requirements for capital expenditures or contractual commitments;
- It does not reflect changes in, or cash requirements for, our working capital needs;
- It does 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 Adjusted EBITDA does not reflect any cash requirements for such replacements;
- It is not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- It does not reflect the impact on earnings or charges resulting from matters unrelated to our ongoing operations; and
- Other companies in our industry may calculate Adjusted EBITDA differently from us, limiting their usefulness as comparative measures.

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

Even with the limitations above, we believe that Adjusted EBITDA is useful to an investor in evaluating our results of operations as this measure:

- Is 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;
- Helps 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
- Is 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 or subtracted from our net income when calculating Adjusted EBITDA:

- Interest expense may be useful to investors for determining current cash flow;
- 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;
- Depreciation may be useful to investors because it generally represents the wear and tear on our property and equipment used in our operations;
- 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;
- Stock-based compensation expense may be useful to our investors for determining current cash flow;
- Guaymas fire related expenses may be useful to our investors in evaluating our core operating performance;

- Gain on sale-leaseback may be useful to our investors in evaluating our core operating performance;
- Success bonus related to completion of sale-leaseback transaction may be useful to our investors in evaluating our core operating performance;
- Purchase accounting inventory step-ups may be useful to our investors as they do not necessarily reflect the current or on-going cash charges related to our core operating performance;
- Restructuring charges may be useful to our investors in evaluating our core operating performance;
- Loss on extinguishment of debt may be useful to our investors for determining current cash flow; and
- Other debt refinancing costs may be useful to our investors in evaluating our core operating performance.

Reconciliations of net income to Adjusted EBITDA and the presentation of Adjusted EBITDA as a percentage of net revenues were as follows:

	(Dollars in thousands) Years Ended December 31,		
	2021	2020	2019
Net income	$ 135,536	$ 29,174	$ 32,461
Interest expense	11,187	13,653	18,290
Income tax expense	34,948	2,807	5,302
Depreciation	14,051	13,824	13,519
Amortization	14,338	15,026	14,786
Stock-based compensation expense	11,212	9,299	7,161
Guaymas fire related expenses	2,486	1,704	—
Gain on sale-leaseback	(132,522)	—	—
Success bonus related to completion of sale-leaseback transaction (1)	1,451	—	—
Inventory purchase accounting adjustments (2)	106	—	511
Restructuring charges	—	2,424	—
Loss on extinguishment of debt	—	—	180
Other debt refinancing costs	—	—	77
Adjusted EBITDA	$ 92,793	$ 87,911	$ 92,287
% of net revenues	14.4 %	14.0 %	12.8 %

(1) 2021 included $1.3 million of success bonus related to the completion of the sale-leaseback transaction that was recorded as part of cost of sales.
(2) 2021 and 2019 included inventory purchase accounting adjustments of inventory that was stepped up as part of our purchase price allocation from our acquisitions of Magnetic Seal LLC (f/k/a Magnetic Seal Corporation, “MagSeal”) and Nobles Worldwide, Inc. (“Nobles”) on December 16, 2021 and in October 2019, respectively, and both are a part of our Structural Systems operating segment.

RESULTS OF OPERATIONS

2021 Compared to 2020

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

	(Dollars in thousands, except per share data) Years Ended December 31,			
	2021	% of Net Revenues	2020	% of Net Revenues
Net Revenues	$ 645,413	100.0 %	$ 628,941	100.0 %
Cost of Sales	502,953	77.9 %	491,203	78.1 %
Gross Profit	142,460	22.1 %	137,738	21.9 %
Selling, General and Administrative Expenses	93,579	14.5 %	89,808	14.3 %
Restructuring Charges	—	— %	2,424	0.4 %
Operating Income	48,881	7.6 %	45,506	7.2 %
Interest Expense	(11,187)	(1.7)%	(13,653)	(2.1)%
Gain on Sale-Leaseback	132,522	20.5 %	—	— %
Other Income, Net	268	— %	128	— %
Income Before Taxes	170,484	26.4 %	31,981	5.1 %
Income Tax Expense	34,948	nm	2,807	nm
Net Income	$ 135,536	21.0 %	$ 29,174	4.6 %
Effective Tax Rate	20.5 %	nm	8.8 %	nm
Diluted Earnings Per Share	$ 11.06	nm	$ 2.45	nm

nm = not meaningful

Net Revenues by End-Use Market and Operating Segment

Net revenues by end-use market and operating segment during 2021 and 2020, respectively, were as follows:

		(Dollars in thousands) Years Ended December 31,		% of Net Revenues	
	Change	2021	2020	2021	2020
Consolidated Ducommun					
Military and space	$ 30,989	$ 453,848	$ 422,859	70.3 %	67.2 %
Commercial aerospace	(12,411)	155,731	168,142	24.1 %	26.8 %
Industrial	(2,106)	35,834	37,940	5.6 %	6.0 %
Total	$ 16,472	$ 645,413	$ 628,941	100.0 %	100.0 %
Electronic Systems					
Military and space	$ 19,235	$ 327,911	$ 308,676	79.5 %	78.6 %
Commercial aerospace	2,886	48,903	46,017	11.8 %	11.7 %
Industrial	(2,106)	35,834	37,940	8.7 %	9.7 %
Total	$ 20,015	$ 412,648	$ 392,633	100.0 %	100.0 %
Structural Systems					
Military and space	$ 11,754	$ 125,937	$ 114,183	54.1 %	48.3 %
Commercial aerospace	(15,297)	106,828	122,125	45.9 %	51.7 %
Total	$ (3,543)	$ 232,765	$ 236,308	100.0 %	100.0 %

Net revenues for 2021 were $645.4 million compared to $628.9 million for 2020. The year-over-year increase was primarily due to the following:

- $31.0 million higher revenues in our military and space end-use markets due to higher build rates on military fixed-wing aircraft platforms and higher build rates on various missile platforms; partially offset by

- $12.4 million lower revenues in our commercial aerospace end-use markets due to lower build rates on large aircraft platforms.

Net Revenues by Major Customers

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

	Years Ended December 31,	
	2021	2020
Boeing Company	7.8 %	10.5 %
Lockheed Martin Corporation	4.4 %	5.0 %
Northrop Grumman Corporation	7.1 %	9.1 %
Raytheon Technologies Corporation	24.4 %	20.9 %
Top ten customers(1)	61.1 %	61.1 %

(1) Includes The Boeing Company ("Boeing"), Lockheed Martin Corporation ("Lockheed Martin"), Northrop Grumman Corporation ("Northrop"), and Raytheon Technologies Corporation ("Raytheon").

The revenues from Boeing, Lockheed Martin, Northrop, and Raytheon are diversified over a number of commercial, military and space programs and were generated by both operating segments.

Gross Profit

Gross profit consists of net revenues less cost of sales. Cost of sales includes the cost of production of finished products and other expenses related to inventory management, manufacturing quality, and order fulfillment. Gross profit margin increased to 22.1% in 2021 compared to 21.9% in 2020 primarily due to favorable product mix and lower other manufacturing costs.

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

SG&A expenses increased $3.8 million in 2021 compared to 2020 primarily due to higher professional services fees of $2.2 million, a portion of which was related to the MagSeal acquisition, and higher compensation and benefits costs of $1.6 million.

Restructuring Charges

Restructuring charges decreased $2.4 million in 2021 compared to 2020 primarily due to the 2020 restructuring plan being completed by the end of 2020. See Note 1 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information on restructuring activities.

Interest Expense

Interest expense decreased in 2021 compared to 2020 primarily due to a lower amount of debt outstanding and lower interest rates. See Note 8 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information on our long-term debt.

Gain on Sale-Leaseback

Gain on sale-leaseback increased in 2021 compared to 2020 due to the Gardena performance center located in Carson, California, sale-leaseback transaction we entered into on December 16, 2021. See Note 5 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information on our sale-leaseback transaction.

Income Tax Expense

We recorded an income tax expense of $34.9 million (an effective tax rate of 20.5%) in 2021, compared to $2.8 million (an effective tax rate of 8.8%) in 2020. The increase in the effective tax rate for 2021 compared to 2020 was primarily due to higher pre-tax income for 2021, which included the gain on the sale-leaseback transaction we entered into on December 16, 2021, compared to 2020. The higher pre-tax income in 2021 caused the research and development tax credits to have a lower income tax benefit impact on the effective tax rate. The increase in the effective tax rate was also due to lower discrete income tax benefits recognized from the release of uncertain tax positions in 2021 compared to 2020.

Our unrecognized tax benefits were $4.4 million and $4.1 million in 2021 and 2020, respectively. We record interest and penalty charges, if any, related to uncertain tax positions as a component of tax expense and unrecognized tax benefits. The amounts accrued for interest and penalty charges as of December 31, 2021 and 2020 were not significant. If recognized, $2.6

million would affect the effective income tax rate. As a result of statute of limitations set to expire in 2022, we expect decreases to our unrecognized tax benefits of approximately $0.7 million in the next twelve months.

We file U.S. Federal and state income tax returns. We are subject to examination by the Internal Revenue Service ("IRS") for tax years after 2017 and by state taxing authorities for tax years after 2016. While we are no longer subject to examination prior to those periods, carryforwards generated prior to those periods may still be adjusted upon examination by the IRS or state taxing authority if they either have been or will be used in a subsequent period. We believe we have adequately accrued for tax deficiencies or reductions in tax benefits, if any, that could result from the examination and all open audit years.

In March 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") that provided tax relief to individuals and businesses affected by the coronavirus pandemic. We considered the provisions of the CARES Act and determined they do not have a material impact to our overall income taxes. We utilized the option to defer payment of the employer portion of payroll taxes (Social Security) that would otherwise be required to be made during the period beginning March 27, 2020 to December 31, 2020. See COVID-19 Pandemic Impact on Our Business included in Part II, Item 7 of this Form 10-K. As such, as of December 31, 2020, we deferred payment of income tax deductions related to payroll taxes of $6.1 million and recorded the related deferred tax asset of $1.4 million, which was included as part of the net deferred income taxes on the consolidated balance sheet. We were required to and made the payments for 50% of the deferred payroll taxes by December 31, 2021. As of December 31, 2021, the remaining unpaid deferred income tax deductions related to payroll taxes is $3.1 million and the related deferred tax asset of $0.7 million is included as part of the net deferred income taxes on the consolidated balance sheet.

In December 2020, the U.S. enacted the Consolidated Appropriations Act, 2021 (the "Appropriations Act") that provided additional tax relief to individuals and businesses affected by the coronavirus pandemic. We considered the provisions of the Appropriations Act and determined they do not have a material impact to our overall income taxes.

On March 11, 2021, the U.S. enacted the American Rescue Plan Act of 2021 ("Rescue Plan"). The amendment to Section 162(m) expanding the definition of covered employee to also include the next five highest compensated employees in the limitation will apply to us effective January 1, 2027. We do not expect any tax impacts to be material. We considered other provisions in the Rescue Plan and determined they have no or minimal impact to our overall income taxes.

The Tax Cuts and Jobs Act of 2017 ("TCJA"), which was signed into U.S. law in December 2017, eliminated the option to immediately deduct research and development expenditures in the year incurred under Section 174 effective January 1, 2022. The amended provision under Section 174 requires us to capitalize and amortize these expenditures over five years. Although there is proposed legislation to temporarily reinstate the current deduction of the expenditures after 2021 through 2025, we must consider the changes under the TCJA. If the provision is not deferred, modified, or repealed, with retroactive effect to January 1, 2022, it may result in a material impact on cash from operating activities and the balance of our deferred taxes. The actual impact will depend on if and when this provision is deferred, modified, or repealed by Congress, including if retroactively to January 1, 2022, and the amount of research and development expenditures incurred in 2022. We are monitoring legislation for any further changes to Section 174 and the impact to the financial statements in 2022.

Net Income and Earnings per Diluted Share

Net income and earnings per diluted share for 2021 were $135.5 million, or $11.06 per diluted share, compared to net income and earnings per diluted share for 2020 of $29.2 million, or $2.45 per diluted share. The increase in net income in 2021 compared to 2020 was primarily due to a gain on sale-leaseback of $132.5 million, $4.7 million of higher gross profit as a result of higher revenues, lower interest expense of $2.5 million, and lower restructuring charges of $2.4 million, partially offset by higher income tax expense of $32.1 million and higher SG&A expenses of $3.8 million.

Business Segment Performance

We report our financial performance based upon the two reportable operating segments: Electronic Systems and Structural Systems. 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 2021 and 2020:

	% Change	(Dollars in thousands) Years Ended December 31, 2021	2020	% of Net Revenues 2021	% of Net Revenues 2020
Net Revenues					
Electronic Systems	5.1 %	$ 412,648	$ 392,633	63.9 %	62.4 %
Structural Systems	(1.5)%	232,765	236,308	36.1 %	37.6 %
Total Net Revenues	2.6 %	$ 645,413	$ 628,941	100.0 %	100.0 %
Segment Operating Income					
Electronic Systems		$ 57,629	$ 51,894	14.0 %	13.2 %
Structural Systems		20,234	19,584	8.7 %	8.3 %
		77,863	71,478		
Corporate General and Administrative Expenses [1]		(28,982)	(25,972)	(4.5)%	(4.1)%
Total Operating Income		$ 48,881	$ 45,506	7.6 %	7.2 %
Adjusted EBITDA					
Electronic Systems					
Operating Income		$ 57,629	$ 51,894		
Other Income		196	—		
Depreciation and Amortization		13,823	14,038		
Restructuring Charges		—	596		
Success Bonus Related to Completion of Sale-Leaseback Transaction [2]		970	—		
		72,618	66,528	17.6 %	16.9 %
Structural Systems					
Operating Income		20,234	19,584		
Other Income		72	—		
Depreciation and Amortization		14,331	14,559		
Restructuring Charges		—	1,828		
Inventory Purchase Accounting Adjustments		106	—		
Guaymas Fire Related Expenses		2,486	1,704		
Success Bonus Related to Completion of Sale-Leaseback Transaction [2]		475	—		
		37,704	37,675	16.2 %	15.9 %
Corporate General and Administrative Expenses [1]					
Operating Loss		(28,982)	(25,972)		
Other Income		—	128		
Depreciation and Amortization		235	253		
Stock-Based Compensation Expense		11,212	9,299		
Success Bonus Related to Completion of Sale-Leaseback Transaction [2]		6	—		
		(17,529)	(16,292)		
Adjusted EBITDA		$ 92,793	$ 87,911	14.4 %	14.0 %
Capital Expenditures					
Electronic Systems		$ 7,471	$ 5,037		
Structural Systems		8,463	8,570		
Corporate Administration		—	—		
Total Capital Expenditures		$ 15,934	$ 13,607		

(1) Includes costs not allocated to either the Electronic Systems or Structural Systems operating segments.
(2) 2021 included $1.3 million of success bonus related to the completion of the sale-leaseback transaction that was recorded as part of cost of sales.

Electronic Systems

Electronic Systems' net revenues in 2021 compared to 2020 increased $20.0 million primarily due to the following:

- $19.2 million higher revenues in our military and space end-use markets due to higher build rates on military fixed-wing aircraft platforms, partially offset by lower build rates on various missile platforms; and
- $2.9 million higher revenues in our commercial aerospace end-use markets due to higher build rates on other commercial aerospace platforms.

Electronic Systems segment operating income in 2021 compared to 2020 increased $5.7 million primarily due to favorable product mix and lower other manufacturing costs.

Structural Systems

Structural Systems' net revenues in 2021 compared to 2020 decreased $3.5 million primarily due to the following:

- $15.3 million lower revenues in commercial aerospace end-use markets due to lower build rates on large aircraft platforms; partially offset by
- $11.8 million higher revenues in military and space end-use markets due to higher build rates on various missile platforms.

The Structural Systems operating income in 2021 compared to 2020 increased $0.7 million primarily due to lower other manufacturing costs, partially offset by unfavorable product mix.

In June 2020, a fire severely damaged our performance center in Guaymas, Mexico, which is part of our Structural Systems segment. There were no injuries, however, property and equipment, inventory, and tooling in this leased facility were damaged. We have insurance coverage and expect the majority, if not all, of these items will be covered, less our deductible. The full financial impact cannot be estimated at this time as we are currently working with our insurance carriers to determine the cause of the fire. Our Guaymas performance center is comprised of two buildings with an aggregate total of 62,000 square feet. The loss of production from the Guaymas performance center is being absorbed by our other existing performance centers. See Note 14 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for additional information.

Corporate General and Administrative ("CG&A") Expenses

CG&A expenses in 2021 compared to 2020 increased $3.0 million primarily due to higher professional services fees of $1.9 million, a portion of which was related to the acquisition of MagSeal, and higher compensation and benefits costs of $1.8 million.

Backlog

We define backlog as customer placed purchase orders ("POs") and long-term agreements ("LTAs") with firm fixed price and expected delivery dates of 24 months or less. The majority of the LTAs do not meet the definition of a contract under ASC 606 and thus, the backlog amount disclosed below is greater than the remaining performance obligations amount disclosed in Note 1 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K. 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 industrial markets tends to be of a shorter duration and is generally fulfilled within a three 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.

The increase in backlog was primarily in the commercial aerospace end-use markets and industrial end-use markets. $628.0 million of total backlog is expected to be delivered over the next 12 months. The following table summarizes our backlog for 2021 and 2020:

	(Dollars in thousands)		
		December 31,	
	Change	2021	2020
Consolidated Ducommun			
Military and space	$ 4,882	$ 520,278	$ 515,396
Commercial aerospace	64,781	333,107	268,326
Industrial	27,783	51,802	24,019
Total	$ 97,446	$ 905,187	$ 807,741
Electronic Systems			
Military and space	$ 10,125	$ 400,002	$ 389,877
Commercial aerospace	91	56,810	56,719
Industrial	27,783	51,802	24,019
Total	$ 37,999	$ 508,614	$ 470,615
Structural Systems			
Military and space	$ (5,243)	$ 120,276	$ 125,519
Commercial aerospace	64,690	276,297	211,607
Total	$ 59,447	$ 396,573	$ 337,126

2020 Compared to 2019

See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2020 Annual Report on Form 10-K filed with the SEC on February 11, 2021, which is incorporated by reference herein.

LIQUIDITY AND CAPITAL RESOURCES

Available Liquidity

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

	(Dollars in millions) December 31,	
	2021	2020
Total debt, including long-term portion	$ 287.7	$ 320.6
Weighted-average interest rate on debt	3.27 %	3.59 %
Term Loans interest rate	3.22 %	3.81 %
Cash and cash equivalents	$ 76.3	$ 56.5
Unused Revolving Credit Facility	$ 99.8	$ 74.8

In December 2019, we completed the refinancing of a portion of our existing debt by entering into a new revolving credit facility ("2019 Revolving Credit Facility") to replace the existing revolving credit facility that was entered into in November 2018 ("2018 Revolving Credit Facility") and entering into a new term loan ("2019 Term Loan"). The 2019 Revolving Credit Facility is a $100.0 million senior secured revolving credit facility that will mature on December 20, 2024 replacing the $100.0 million 2018 Revolving Credit Facility that would have matured on November 21, 2023. The 2019 Term Loan is a $140.0 million senior secured term loan that will mature on December 20, 2024. We also have an existing $240.0 million senior secured term loan that was entered into in November 2018 that will mature on November 21, 2025 ("2018 Term Loan"). The original amounts available under the 2019 Revolving Credit Facility, 2019 Term Loan, and 2018 Term Loan (collectively, the "Credit Facilities") in aggregate, totaled $480.0 million. We are required to make installment payments of 1.25% of the original outstanding principal balance of the 2019 Term Loan amount on a quarterly basis, on the last day of the calendar quarter and thus, paid $7.0 million during 2021. In addition, if we meet the annual excess cash flow threshold, we are required to make an annual additional principal payment based on the consolidated adjusted leverage ratio. During the first quarter of 2021, we made the required 2020 annual excess cash flow payment of $0.9 million. Further, the undrawn portion of the commitment of the 2019 Revolving Credit Facility is subject to a commitment fee ranging from 0.175% to 0.275%, based upon the consolidated total net adjusted leverage ratio. As of December 31, 2021, we were in compliance with all covenants required under the Credit Facilities. See Note 8 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information.

We drew down $50.0 million on the 2019 Revolving Credit Facility during the first quarter of 2020 to hold as cash on hand, $25.0 million of which was repaid during the fourth quarter of 2020 with the remaining $25.0 million repaid during 2021, thus, we made no net aggregate voluntary prepayments during 2021.

In November 2018, we completed credit facilities to replace the then existing credit facilities. The November 2018 credit facilities consisted of the 2018 Term Loan and the 2018 Revolving Credit Facility (collectively, the "2018 Credit Facilities"). We were required to make installment payments of 0.25% of the outstanding principal balance of the 2018 Term Loan amount on a quarterly basis, however, in conjunction with the 2019 refinancing where we paid down $56.0 million on the 2018 Term Loan, it paid all the required quarterly installment payments on the 2018 Term Loan until maturity.

On November 29, 2021, we entered into derivative contracts, U.S. dollar-one month LIBOR forward interest rate swaps designated as cash flow hedges, all with an effective date of January 1, 2024, for an aggregate total notional amount of $150.0 million, weighted average fixed rate of 1.8%, and all terminating on January 1, 2031 ("Forward Interest Rate Swaps"). The Forward Interest Rate Swaps mature on a monthly basis, with fixed amount payer payment dates on the first day of each calendar month, commencing on February 1, 2024 through January 1, 2031. See Note 1 and Note 8 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information.

In October 2015, we entered into interest rate cap hedges designated as cash flow hedges with a portion of these interest rate cap hedges maturing on a quarterly basis, and a final quarterly maturity date of June 2020, in aggregate, totaling $135.0 million of our debt. We paid a total of $1.0 million in connection with entering into the interest rate cap hedges. The interest rate cap hedges matured during our second quarter of 2020 and as such, all remaining amounts related to the interest rate cap hedges were fully amortized and unrealized gains and losses recorded in accumulated other comprehensive income were also realized at that time. See Note 1 and Note 8 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information.

On December 16, 2021, we acquired MagSeal for a purchase price of $69.5 million, net of cash acquired, all payable in cash. Upon the closing of the transaction, we paid a gross total aggregate of $71.3 million in cash, a portion of which was by drawing down on the 2019 Revolving Credit Facility. This draw down on the 2019 Revolving Credit Facility was paid off by December 31, 2021. See Note 2 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information.

In October 2019, we acquired Nobles Parent Inc., the parent company of Nobles Worldwide, Inc. ("Nobles") for an original purchase price of $77.0 million, net of cash acquired, all payable in cash. Upon the closing of the transaction, we paid a gross total aggregate of $77.3 million in cash by drawing down on the 2018 Revolving Credit Facility.

On December 16, 2021, we entered into a sale-leaseback transaction for the building and related land for our Gardena performance center located in Carson, California ("Sale-Leaseback Agreement"). The building and related land was sold for $143.1 million and we recognized a gain of $132.5 million. As part of the Sale-Leaseback Agreement, we entered into an initial five year lease for the usage of the just sold building and related land. The future minimum base monthly lease payments during the initial five year period in aggregate total $19.6 million. See Note 5 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for further information.

We expect to spend a total of $16.0 million to $18.0 million for capital expenditures in 2022 (excluding capital expenditures we will spend to restore the manufacturing capabilities related to our Guaymas performance center that was severely damaged by fire in June 2020), financed by cash generated from operations, principally to support new contract awards in Electronic Systems and Structural Systems. As part of our strategic plan to become a supplier of higher-level assemblies and win new contract awards, additional up-front investment in tooling will be required for newer programs which have higher engineering content and higher levels of complexity in assemblies. However, some portion of the expected capital expenditures in 2022 could be delayed as a result of the COVID-19 pandemic.

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

We continue to depend on operating cash flow and the availability of our Credit Facilities 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 from the date of issuance of these financial statements.

Cash Flow Summary

2021 Compared to 2020

Net cash used in operating activities during 2021 was $0.6 million, compared to net cash provided by operating activities of $12.6 million during 2020. The lower cash provided by operating activities during 2021 was primarily due to higher contract assets, higher inventories, and higher accounts receivable, partially offset by higher net income and higher contract liabilities.

Net cash provided by investing activities during 2021 was $57.8 million compared to net cash used by investing activities of $5.5 million during 2020. The higher cash provided by investing activities during 2021 was primarily due to proceeds from sale-leaseback, partially offset by the payments for the acquisition of MagSeal.

Net cash used by financing activities during 2021 was $37.3 million compared to net cash provided by financing activities of $9.7 million during 2020. The lower cash provided by financing activities during 2021 was primarily due to higher net repayments of borrowings on the Credit Facilities.

2020 Compared to 2019

See Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations in our 2020 Annual Report on Form 10-K filed with the SEC on February 11, 2021, which is incorporated by reference herein.

Off-Balance Sheet Arrangements

Our off-balance sheet arrangements consist of operating and finance leases not recorded as a result of the practical expedients utilized, right of offset of industrial revenue bonds and associated failed sales-leasebacks on property and equipment, and indemnities, none of which we believe may have a material current or future effect on our financial condition, liquidity, capital resources, or results of operations.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies and estimates are those accounting policies and estimates that can have a significant impact on the presentation of our financial condition and results of operations and that require the use of subjective estimates based upon past experience and management’s judgment. Because of the uncertainty inherent in such estimates, actual results may differ from these estimates. Below are those policies applied in preparing our financial statements that management believes are the most dependent on the application of estimates and assumptions. See Note 1 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for additional accounting policies.

Revenue Recognition

Our customers typically engage us to manufacture products based on designs and specifications provided by the end-use customer. This requires the building of tooling and manufacturing first article inspection products (prototypes) before volume manufacturing. Contracts with our customers generally include a termination for convenience clause.

We have a significant number of contracts that are started and completed within the same year, as well as contracts derived from long-term agreements and programs that can span several years. We recognize revenue under ASC 606, “Revenue from Contracts with Customers” (“ASC 606”), which utilizes a five-step model.

The definition of a contract for us is typically defined as a customer purchase order as this is when we achieve an enforceable right to payment. The majority of our contracts are firm fixed-price contracts. The deliverables within a customer purchase order are analyzed to determine the number of performance obligations. In addition, at times, in order to achieve economies of scale and based on our customer’s forecasted demand, we may build in advance of receiving a purchase order from our customer. When that occurs, we would not recognize revenue until we have received the customer purchase order.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account under ASC 606. A contract’s transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, control is transferred and the performance obligation is satisfied. The majority of our contracts have a single performance obligation as the promise to transfer the individual goods or services are highly interrelated or met the series guidance. For contracts with multiple performance obligations, we allocate the contract transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract. The primary method used to estimate the standalone selling price is the expected cost plus a margin approach, under which we forecast our expected costs of satisfying a performance obligation and then add an appropriate margin for that distinct good or service.

We manufacture most products to customer specifications and the product cannot be easily modified for another customer. As such, these products are deemed to have no alternative use once the manufacturing process begins. In the event the customer invokes a termination for convenience clause, we would be entitled to costs incurred to date plus a reasonable profit. Contract costs typically include labor, materials, overhead, and when applicable, subcontractor costs. For most of our products, we are building assets with no alternative use and have enforceable right to payment, and thus, we recognize revenue using the over time method.

The majority of our performance obligations are satisfied over time as work progresses. Typically, revenue is recognized over time using an input measure (i.e., costs incurred to date relative to total estimated costs at completion, also known as cost-to-cost plus reasonable profit) to measure progress. Our typical revenue contract is a firm fixed price contract, and the cost of raw materials could make up a significant amount of the total costs incurred. As such, we believe using the total costs incurred input method would be the most appropriate method. While the cost of raw materials could make up a significant amount of the total costs incurred, there is a direct relationship between our inputs and the transfer of control of goods or services to the customer.

Contract estimates are based on various assumptions to project the outcome of future events that can span multiple months or years. These assumptions include labor productivity and availability; the complexity of the work to be performed; the cost and availability of materials; and the performance of subcontractors.

As a significant change in one or more of these estimates could affect the progress completed (and related profitability) on our contracts, we review and update our contract-related estimates on a regular basis. We recognize such adjustments under the cumulative catch-up method. Under this method, the impact of the adjustment is recognized in the period the adjustment is identified. Revenue and profit in future periods of contract performance is recognized using the adjusted estimate.

The impact of adjustments in contract estimates on our operating earnings can be reflected in either operating costs and expenses or revenue. See Note 1 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for the net impact of these adjustments to our consolidated financial statements for 2021.

Payments under long-term contracts may be received before or after revenue is recognized. When revenue is recognized before we bill our customer, a contract asset is created for the work performed but not yet billed. Similarly, when we receive payment before we ship our products to our customer and have met the shipping terms, a contract liability is created for the advance or progress payment. When a contract liability and a contract asset exist on the same contract, we report it on a net basis.

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 changes in manufacturing efficiency, 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 adjust the provisions for estimated losses on contracts. The provision for estimated losses on contracts is included as part of contract liabilities on the consolidated balance sheets.

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 sales using the over time revenue recognition model. We review the value of the production cost of contracts on a quarterly basis to ensure when added to the estimated cost to complete, the value is not greater than the estimated realizable value of the related contracts.

Business Combinations

When a business is acquired, we allocate the purchase price by recording the assets acquired and liabilities assumed at their estimated fair values as of the acquisition date, with the excess cost recorded as goodwill. A preliminary fair value is determined once a business is acquired, with the final determination of fair value be completed no later than one year from the date of acquisition.

To determine the estimated fair value of assets acquired and liabilities assumed requires significant judgment and estimates, including the selection of valuation methodologies, estimates of future revenues, costs and cash flows, discount rates, and selection of comparable companies. We engage the assistance of valuation specialists in concluding on fair value measurements in determining the fair value of assets acquired and liabilities assumed in business combinations.

The fair value of the intangible assets is estimated using several valuation methodologies, including the income based or market based approaches, which represent Level 3 fair value measurements. Inputs to fair value analyses and other aspects of the allocation of the purchase price require judgment. The value for customer relationships is typically estimated based on a multi-period excess earnings approach. The more significant inputs used in the customer relationships intangible asset valuation include (i) future revenue growth rates, (ii) projected gross margins, (iii) the customer attrition rate, and (iv) the discount rate. The useful lives are estimated based on the underlying agreements or the future economic benefit expected to be received from the assets.

Acquisition related costs are not included as components of consideration transferred but instead, expensed as incurred and are included in selling, general and administrative expenses in our consolidated statements of income. See Note 2 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K.

Goodwill

Goodwill is evaluated for impairment on an annual basis on the first day of the fourth fiscal quarter. If certain factors occur, including significant under performance of our business relative to expected operating results, significant adverse economic and industry trends, significant decline in our market capitalization for an extended period of time relative to net book value, a decision to divest individual businesses within a reporting unit, or a decision to group individual businesses differently, we may be required to perform an interim impairment test prior to the fourth quarter.

We may use either a qualitative or quantitative approach when testing a reporting unit's goodwill for impairment. The qualitative approach for potential impairment analysis is performed to determine whether it is more likely than not that the fair value of a reporting unit was less than its carrying amount.

The quantitative approach for potential impairment analysis is performed by comparing the fair value of a reporting unit to its carrying value, including goodwill. Fair value is estimated by management using a combination of the income approach (which is based on a discounted cash flow model) and the market approach. Management's cash flow projections include significant judgments and assumptions, including the amount and timing of expected cash flows, long-term growth rates, and discount rates. The cash flows used in the discounted cash flow model are based on our best estimate of future revenues, gross margins, and adjusted after-tax earnings. If any of these assumptions are incorrect, it will impact the estimated fair value of a reporting unit. The market approach also requires significant management judgment in selecting comparable business acquisitions and the transaction values observed and its related control premiums.

In the fourth quarter of 2021, the carrying amount of goodwill at the date of the most recent annual impairment evaluation for Electronic Systems and Structural Systems was $117.4 million and $53.4 million, respectively.

We acquired 100% of the equity interests of MagSeal on December 16, 2021, for a purchase price of $69.5 million, net of cash acquired. We recorded preliminary goodwill of $32.9 million in our Structural Systems segment, which is also our reporting unit. See Note 2 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K.

As of the date of our 2021 annual evaluation for goodwill impairment for the Structural Systems segment, which is also our reporting unit, we performed a step one goodwill impairment analysis as of the first day of the fourth quarter of 2021. The fair value of our Structural Systems segment exceeded its carrying value by 72% and thus, was not deemed impaired.

As of the date of our 2021 annual evaluation for goodwill impairment for the Electronic Systems segment, which is also our reporting unit, we performed a qualitative assessment as of the first day of the fourth quarter of 2021, which considered each of the following: 1) margin of passing most recent step one analysis, 2) earnings before interest, taxes, depreciation, and amortization, 3) long-term growth rate, 4) analyzing material adverse factors/changes between valuation dates, 5) general macroeconomic factors, and 6) industry and market conditions. Based upon our qualitative assessment, we concluded that it was more likely than not that the fair value of the reporting unit exceeded its carrying amount and thus, goodwill was not deemed impaired.

Other Intangible Assets

We amortize acquired other intangible assets with finite lives over the estimated economic lives of the assets, ranging from 2 years to 19 years, generally using the straight-line method. The value of other intangibles acquired through business combinations has been estimated using present value techniques which involve estimates of future cash flows. We evaluate other intangible assets for recoverability considering undiscounted cash flows, when significant changes in conditions occur, and recognize impairment losses, if any, based upon the estimated fair value of the assets.

Accounting for Stock-Based Compensation

We measure and recognize compensation expense for share-based payment transactions to our employees and non-employees at their estimated fair value. The expense is measured at the grant date, based on the calculated fair value of the share-based award, and is recognized over the requisite service period (generally the vesting period of the equity award). The fair value of stock options are determined using the Black-Scholes-Merton ("Black-Scholes") valuation model, which requires assumptions and judgments regarding stock price volatility, risk-free interest rates, and expected options terms. Management's estimates could differ from actual results. The fair value of unvested stock awards is determined based on the closing price of the underlying common stock on the date of grant except for market condition awards for which the fair value was based on a Monte Carlo simulation model.

Inventories

Inventories are stated at the lower of cost or net realizable value with cost being determined using a moving average cost basis for raw materials and actual cost for work-in-process and finished goods. The majority of our inventory is charged to cost of sales as raw materials are placed into production and the related revenue is recognized. Inventoried costs include raw materials, outside processing, direct labor and allocated overhead, adjusted for any abnormal amounts of idle performance center expense, freight, handling costs, and wasted materials (spoilage) incurred. We assess the inventory carrying value and reduce it, if necessary, to its net realizable value based on customer orders on hand, and internal demand forecasts using management's best estimates given information currently available. The majority of our revenues are recognized over time, however, for revenue contracts where revenue is recognized using the point in time method, inventory is not reduced until it is shipped or transfer of control to the customer has occurred. Our ending inventory consists of raw materials, work-in-process, and finished goods.

Income Taxes

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

Tax positions taken or expected to be taken in a tax return are recognized when it is more-likely-than-not, based on technical merits, to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement, including resolution of related appeals and/or litigation process, if any.

Recent Accounting Pronouncements

See Note 1 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K for a description of recent accounting pronouncements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our main market risk exposure relates to changes in U.S. and U.K. interest rates on our outstanding long-term debt. At December 31, 2021, we had borrowings of $287.7 million under our Credit Facilities.

The 2019 Term Loan bears interest, at our option, at a rate equal to either (i) the Eurodollar Rate (defined as the London Interbank Offered Rate ["LIBOR"]) plus an applicable margin ranging from 1.50% to 2.50% per year or (ii) the Base Rate (defined as the highest of [a] Federal Funds Rate plus 0.50%, [b] Bank of America's prime rate, and [c] the Eurodollar Rate plus 1.00%) plus an applicable margin ranging from 0.50% to 1.50% per year, in each case based upon the consolidated total net adjusted leverage ratio.

The 2019 Revolving Credit Facility bears interest, at our option, at a rate equal to either (i) the Eurodollar Rate (defined as LIBOR) plus an applicable margin ranging from 1.50% to 2.50% per year or (ii) the Base Rate (defined as the highest of [a] Federal Funds Rate plus 0.50%, [b] Bank of America's prime rate, and [c] the Eurodollar Rate plus 1.00%) plus an applicable margin ranging from 0.50% to 1.50% per year, in each case based upon the consolidated total net adjusted leverage ratio.

The 2018 Term Loan bears interest, at our option, at a rate equal to either (i) the Eurodollar Rate (defined as LIBOR) plus an applicable margin ranging from 3.75% to 4.00% per year or (ii) the Base Rate (defined as the highest of [a] Federal Funds Rate plus 0.50%, [b] Bank of America's prime rate, and [c] the Eurodollar Rate plus 1.00%) plus an applicable margin ranging from 3.75% to 4.00% per year, in each case based upon the consolidated total net adjusted leverage ratio.

A hypothetical 10% increase or decrease in the interest rate would have an immaterial impact on our financial condition and results of operations.

The interest rates on our Credit Facilities are based on LIBOR. See risks related to LIBOR under "Risk Factors" contained within Part I, Item 1A of this Annual Report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data together with the report thereon of PricewaterhouseCoopers LLP included in Part IV, Item 15(a) 1 and 2 of this Annual Report on Form 10-K are included herein by reference.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”)) are designed to provide reasonable assurance that information required to be disclosed in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Under the supervision and with the participation of our management, including the Chief Executive Officer and the Chief Financial Officer, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2021.

Management’s Report on Internal Control Over Financial Reporting

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

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

Management of the Company has assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2021. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) *Internal Control-Integrated Framework* (2013). Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2021.

The effectiveness of the Company’s internal control over financial reporting as of December 31, 2021 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included in Item 15 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during the quarter ended December 31, 2021.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors of the Registrant

The information under the caption “Election of Directors” in the 2022 Proxy Statement is incorporated herein by reference.

Executive Officers of the Registrant

The information under the caption “Executive Officers of the Registrant” in the 2022 Proxy Statement is incorporated herein by reference.

Audit Committee and Audit Committee Financial Expert

The information under the caption “Committees of the Board of Directors” relating to the Audit Committee of the Board of Directors in the 2022 Proxy Statement is incorporated herein by reference.

Compliance with Section 16(a) of the Exchange Act

The information under the caption “Delinquent Section 16(a) Reports” in the 2022 Proxy Statement is incorporated herein by reference.

Code of Business Conduct and Ethics

The information under the caption “Code of Business Conduct and Ethics” in the 2022 Proxy Statement is incorporated herein by reference.

Changes to Procedures to Recommend Nominees

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

ITEM 11. EXECUTIVE COMPENSATION

The information under the captions “Compensation of Executive Officers,” “Compensation of Directors,” “Compensation Committee Interlocks and Insider Participation” and “Compensation Committee Report” in the 2022 Proxy Statement is incorporated herein by reference.

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

The information under the caption “Security Ownership of Certain Beneficial Owners and Management” in the 2022 Proxy Statement is incorporated herein by reference.

Securities Authorized for Issuance under Equity Compensation Plans

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

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))(c)(3)
Equity Compensation Plans approved by security holders(1)	819,624	$ 35.30	113,579
Employee stock purchase plan approved by security holders(2)	—	—	609,670
Equity compensation plans not approved by security holders	—	—	—
Total	819,624		723,249

(1) Consists of the 2020 Stock Incentive Plan ("2020 Plan") and the 2013 Stock Incentive Plan, as Amended ("2013 Plan"), although the remaining shares available under the 2013 Plan as of May 6, 2020 were folded into the 2020 Plan plus any shares of common stock subject to outstanding awards under the 2013 Plan on or after May 6, 2020 that are forfeited, terminated, expire, or otherwise lapse without being exercised (to the extent applicable). The number of securities to be issued consists of 317,779 for stock options, 202,282 for restricted stock units and 299,563 for performance stock units at target. The weighted average exercise price applies only to the stock options.

(2) The 2018 Employee Stock Purchase Plan enables employees to purchase our common stock at a 15% discount to the lower of the market value at the beginning or end of each six month offering period. As such, the number of shares that may be issued during a given six month period and the purchase price of such shares cannot be determined in advance. See Note 10 to our consolidated financial statements included in Part IV, Item 15(a) of this Annual Report on Form 10-K.

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

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

The information under the caption "Certain Relationships and Related Transactions" in the 2022 Proxy Statement is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information under the caption "Principal Accountant Fees and Services" contained in the 2022 Proxy Statement is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements

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

	Page
Report of Independent Registered Public Accounting Firm (PCAOB ID: 238)	43
Consolidated Balance Sheets - December 31, 2021 and 2020	45
Consolidated Statements of Income - Years Ended December 31, 2021, 2020, and 2019	46
Consolidated Statements of Comprehensive Income - Years Ended December 31, 2021, 2020, and 2019	47
Consolidated Statements of Changes in Shareholders' Equity - Years Ended December 31, 2021, 2020, and 2019	48
Consolidated Statements of Cash Flows - Years Ended December 31, 2021, 2020, and 2019	49
Notes to Consolidated Financial Statements	50

2. Financial Statement Schedule

The following schedule for the years ended December 31, 2021, 2020 and 2019 is filed herewith:

Schedule II - Consolidated Valuation and Qualifying Accounts	80

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

3. Exhibits

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

ITEM 16. FORM 10-K SUMMARY —

Signatures —

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Ducommun Incorporated

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Ducommun Incorporated and its subsidiaries (the "Company") as of December 31, 2021 and 2020, and the related consolidated statements of income, of comprehensive income, of changes in shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2021, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)2 (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2019.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Acquisition of Magnetic Seal LLC - Valuation of the Customer Relationships Intangible Asset

As described in Notes 1 and 2 to the consolidated financial statements, the Company completed the acquisition of Magnetic Seal LLC for net consideration of $69.5 million on December 16, 2021. The intangible assets acquired of $30.1 million, including $24.8 million for customer relationships, were determined based on the estimated fair values using valuation techniques consistent with the income approach to measure fair value. The value for customer relationships was estimated based on a multi-period excess earnings approach. Inputs to the income approach model and other aspects of the allocation of the purchase price require judgment. The more significant inputs used in the customer relationships intangible asset valuation include (i) future revenue growth rates, (ii) projected gross margins, (iii) the customer attrition rate, and (iv) the discount rate.

The principal considerations for our determination that performing procedures relating to the valuation of the customer relationships intangible asset acquired in the acquisition of Magnetic Seal LLC is a critical audit matter are (i) the significant judgment by management when determining the fair value of the acquired intangible asset; (ii) the high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's significant assumptions related to future revenue growth rates, projected gross margins, the customer attrition rate, and the discount rate; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to acquisition accounting, including controls over management's valuation of the customer relationships intangible asset. These procedures also included, among others (i) reading the purchase agreement; (ii) testing management's process for determining the fair value of the customer relationships intangible asset; (iii) evaluating the appropriateness of the multi-period excess earnings approach; (iv) testing the completeness and accuracy of the underlying data used in the multi-period excess earnings approach; and (v) evaluating the reasonableness of the significant assumptions used by management related to future revenue growth rates, projected gross margins, the customer attrition rate, and the discount rate for the customer relationships intangible asset. Evaluating the reasonableness of the future revenue growth rates and projected gross margins involved considering the past performance of the acquired business and consistency with industry and economic forecasts. Professionals with specialized skill and knowledge were used to assist in the evaluation of (i) the appropriateness of the Company's multi-period excess earnings approach and (ii) the reasonableness of the customer attrition rate and discount rate significant assumptions.

/s/ PricewaterhouseCoopers LLP

Irvine, California
February 23, 2022

We have served as the Company's auditor since 1989.

Ducommun Incorporated and Subsidiaries
Consolidated Balance Sheets
(Dollars in thousands, except share and per share data)

	December 31, 2021	December 31, 2020
Assets		
Current Assets		
Cash and cash equivalents	$ 76,316	$ 56,466
Accounts receivable (net of allowance for credit losses of $1,098 and $1,552 at December 31, 2021 and 2020, respectively)	72,261	58,025
Contract assets	176,405	154,028
Inventories	150,938	129,223
Production cost of contracts	8,024	6,971
Other current assets	8,625	5,571
Total Current Assets	492,569	410,284
Property and Equipment, Net	102,419	109,990
Operating Lease Right-of-Use Assets	33,265	16,348
Goodwill	203,694	170,830
Intangibles, Net	141,764	124,744
Deferred Income Taxes	—	33
Other Assets	5,024	5,118
Total Assets	$ 978,735	$ 837,347
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable	$ 66,059	$ 63,980
Contract liabilities	42,077	28,264
Accrued and other liabilities	41,291	40,526
Operating lease liabilities	6,133	3,132
Current portion of long-term debt	7,000	7,000
Total Current Liabilities	162,560	142,902
Long-Term Debt, Less Current Portion	279,384	311,922
Non-Current Operating Lease Liabilities	28,074	14,555
Deferred Income Taxes	18,727	16,992
Other Long-Term Liabilities	15,388	21,642
Total Liabilities	504,133	508,013
Commitments and Contingencies (Notes 12, 14)		
Shareholders' Equity		
Common stock - $0.01 par value; 35,000,000 shares authorized; 11,925,087 and 11,728,212 shares issued and outstanding at December 31, 2021 and 2020, respectively	119	117
Additional paid-in capital	104,253	97,090
Retained earnings	377,263	241,727
Accumulated other comprehensive loss	(7,033)	(9,600)
Total Shareholders' Equity	474,602	329,334
Total Liabilities and Shareholders' Equity	$ 978,735	$ 837,347

See accompanying notes to consolidated financial statements.

Ducommun Incorporated and Subsidiaries
Consolidated Statements of Income
(Dollars in thousands, except per share amounts)

	Years Ended December 31,		
	2021	2020	2019
Net Revenues	$ 645,413	$ 628,941	$ 721,088
Cost of Sales	502,953	491,203	568,891
Gross Profit	142,460	137,738	152,197
Selling, General and Administrative Expenses	93,579	89,808	95,964
Restructuring Charges	—	2,424	—
Operating Income	48,881	45,506	56,233
Interest Expense	(11,187)	(13,653)	(18,290)
Loss on Extinguishment of Debt	—	—	(180)
Gain on Sale-Leaseback	132,522	—	—
Other Income, Net	268	128	—
Income Before Taxes	170,484	31,981	37,763
Income Tax Expense	34,948	2,807	5,302
Net Income	$ 135,536	$ 29,174	$ 32,461
Earnings Per Share			
Basic earnings per share	$ 11.41	$ 2.50	$ 2.82
Diluted earnings per share	$ 11.06	$ 2.45	$ 2.75
Weighted-Average Number of Shares Outstanding			
Basic	11,879	11,676	11,518
Diluted	12,251	11,932	11,792

See accompanying notes to consolidated financial statements.

Ducommun Incorporated and Subsidiaries
Consolidated Statements of Comprehensive Income
(Dollars in thousands)

	Years Ended December 31,		
	2021	2020	2019
Net Income	$ 135,536	$ 29,174	$ 32,461
Other Comprehensive Income (Loss), Net of Tax:			
Pension Adjustments:			
Amortization of actuarial losses and prior service costs, net of tax of $309, $236, and $209 for 2021, 2020, and 2019, respectively	976	757	676
Actuarial gains (losses) arising during the period, net of tax benefit of $902, $701, and $502 for 2021, 2020, and 2019, respectively	2,859	(2,251)	(1,682)
Change in net unrealized (losses) gains on cash flow hedges, net of tax of $391, $57, and $29 for 2021, 2020, and 2019, respectively	(1,268)	162	95
Other Comprehensive Income (Loss), Net of Tax	2,567	(1,332)	(911)
Comprehensive Income, Net of Tax	$ 138,103	$ 27,842	$ 31,550

See accompanying notes to consolidated financial statements.

Ducommun Incorporated and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
(Dollars in thousands, except share data)

	Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance at December 31, 2018	**11,417,863**	**$ 114**	**$ 83,712**	**$ 180,356**	**$ (7,357)**	**$ 256,825**
Net income	—	—	—	32,461	—	32,461
Other comprehensive loss, net of tax	—	—	—	—	(911)	(911)
Adoption of ASC 842 adjustment	—	—	—	(264)	—	(264)
Employee stock purchase plan	26,521	—	1,118			1,118
Stock options exercised	80,693	1	2,014	—	—	2,015
Stock repurchased related to the exercise of stock options and stock awards vested	(123,192)	(1)	(5,604)	—	—	(5,605)
Stock awards vested	170,783	2	(2)	—	—	—
Stock-based compensation	—	—	7,161	—	—	7,161
Balance at December 31, 2019	**11,572,668**	**116**	**88,399**	**212,553**	**(8,268)**	**292,800**
Net income	—	—	—	29,174	—	29,174
Other comprehensive loss, net of tax	—	—	—	—	(1,332)	(1,332)
Employee stock purchase plan	57,285	1	2,193			2,194
Stock options exercised	54,063	1	1,563	—	—	1,564
Stock repurchased related to the exercise of stock options and stock awards vested	(95,411)	(2)	(4,363)	—	—	(4,365)
Stock awards vested	139,607	1	(1)	—	—	—
Stock-based compensation	—	—	9,299	—	—	9,299
Balance at December 31, 2020	**11,728,212**	**117**	**97,090**	**241,727**	**(9,600)**	**329,334**
Net income	—	—	—	135,536	—	135,536
Other comprehensive income, net of tax	—	—	—	—	2,567	2,567
Employee stock purchase plan	56,524	1	2,903	—	—	2,904
Stock options exercised	48,769	1	1,732	—	—	1,733
Stock repurchased related to the exercise of stock options and stock awards vested	(155,653)	(2)	(8,682)	—	—	(8,684)
Stock awards vested	247,235	2	(2)	—	—	—
Stock-based compensation	—	—	11,212	—	—	11,212
Balance at December 31, 2021	**11,925,087**	**$ 119**	**$ 104,253**	**$ 377,263**	**$ (7,033)**	**$ 474,602**

See accompanying notes to consolidated financial statements.

Ducommun Incorporated and Subsidiaries
Consolidated Statements of Cash Flows
(Dollars in thousands)

	Years Ended December 31, 2021	2020	2019
Cash Flows from Operating Activities			
Net Income	$ 135,536	$ 29,174	$ 32,461
Adjustments to Reconcile Net Income to			
Net Cash (Used in) Provided by Operating Activities:			
Depreciation and amortization	28,389	28,850	28,305
Non-cash operating lease cost	3,349	3,157	2,669
Stock-based compensation expense	11,212	9,299	7,161
Deferred income taxes	1,768	327	(1,830)
(Recovery of) provision for credit losses	(454)	231	186
Noncash loss on extinguishment of debt	—	—	180
Insurance recoveries related to loss on operating assets	—	8,546	—
Gain on sale-leaseback	(132,522)	—	—
Other	(505)	826	942
Changes in Assets and Liabilities:			
Accounts receivable	(11,689)	8,877	2,380
Contract assets	(22,377)	(47,358)	(20,005)
Inventories	(17,129)	(20,183)	(8,491)
Production cost of contracts	(2,311)	(1,488)	(1,079)
Other assets	(4,902)	(212)	1,358
Accounts payable	2,793	(19,714)	11,620
Contract liabilities	13,813	13,747	(2,628)
Operating lease liabilities	(3,531)	(2,953)	(2,713)
Accrued and other liabilities	(2,005)	1,485	515
Net Cash (Used in) Provided by Operating Activities	**(565)**	**12,611**	**51,031**
Cash Flows from Investing Activities			
Purchases of property and equipment	(16,863)	(12,510)	(18,290)
Proceeds from sale-leaseback	143,100	—	—
Proceeds from sale of assets	553	5	3
Insurance recoveries related to property and equipment	—	4,954	—
Life insurance proceeds	439	1,889	—
Payments for acquisition of Magnetic Seal LLC, net of cash acquired	(69,479)	—	—
Post closing cash received from the acquisition of Nobles Worldwide, Inc., net	—	190	—
Payments for acquisition of Nobles Worldwide, Inc., net of cash acquired	—	—	(76,647)
Net Cash Provided by (Used in) Investing Activities	**57,750**	**(5,472)**	**(94,934)**
Cash Flows from Financing Activities			
Borrowings from senior secured revolving credit facility	96,000	65,900	298,400
Repayments of senior secured revolving credit facility	(121,000)	(40,900)	(298,400)
Borrowings from term loans	—	—	140,000
Repayments of term loans	(7,926)	(14,362)	(63,000)
Repayments of other debt	(362)	(288)	(169)
Debt issuance costs	—	—	(1,135)
Net cash paid upon issuance of common stock under stock plans	(4,047)	(607)	(2,472)
Net Cash (Used in) Provided by Financing Activities	**(37,335)**	**9,743**	**73,224**
Net Increase in Cash and Cash Equivalents	19,850	16,882	29,321
Cash and Cash Equivalents at Beginning of Year	56,466	39,584	10,263
Cash and Cash Equivalents at End of Year	**$ 76,316**	**$ 56,466**	**$ 39,584**

See accompanying notes to consolidated financial statements.

DUCOMMUN INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Description of Business

We are a leading global provider of innovative, value-added proprietary products and manufacturing solutions for high-performance products and high-cost-of failure applications used primarily in the aerospace and defense ("A&D"), industrial, medical, and other industries (collectively, "Industrial"). Our operations are organized into two primary businesses: Electronic Systems segment ("Electronic Systems") and Structural Systems segment ("Structural Systems"), each of which is a reportable operating segment. Electronic Systems designs, engineers and manufactures high-reliability electronic and electromechanical products used in worldwide technology-driven markets including A&D and Industrial end-use markets. Electronic Systems' product offerings primarily range from prototype development to complex assemblies. Structural Systems designs, engineers and manufactures large, complex contoured aerostructure components and assemblies and supplies composite and metal bonded structures and assemblies. Structural Systems' products are primarily used on commercial aircraft, military fixed-wing aircraft, and military and commercial rotary-wing aircraft. All reportable operating segments follow the same accounting principles.

Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), and include the accounts of Ducommun Incorporated and its subsidiaries ("Ducommun," the "Company," "we," "us" or "our"), after eliminating intercompany balances and transactions.

Our fiscal quarters typically end on the Saturday closest to the end of March, June and September for the first three fiscal quarters of each year, and on December 31 for our fourth fiscal quarter. As a result of using fiscal quarters for the first three quarters combined with leap years, our first and fourth fiscal quarters can range between 12 1/2 weeks to 13 1/2 weeks while the second and third fiscal quarters remain at a constant 13 weeks per fiscal quarter.

Changes in Accounting Policies

We adopted Accounting Standards Codification ("ASC") 842, "Leases" ("ASC 842"), on January 1, 2019.

We applied ASC 842 using the additional transition method and therefore, recognized the cumulative effect of initially applying ASC 842 as an adjustment to the opening consolidated balance sheet at January 1, 2019. Therefore, the comparative information has not been adjusted and continues to be reported under the previous lease accounting standard, ASC 840, "Leases" ("ASC 840").

Use of Estimates

Certain amounts and disclosures included in the consolidated financial statements required management to make estimates and judgments that affect the amount 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 could differ from these estimates.

Reclassifications

Certain prior period amounts have been reclassified to conform to current year's presentation.

Supplemental Cash Flow Information

	(Dollars in thousands) Years Ended December 31,		
	2021	2020	2019
Interest paid	$ 10,135	$ 11,859	$ 16,474
Taxes paid	$ 32,934	$ 3,810	$ 5,699
Non-cash activities:			
Purchases of property and equipment not paid	$ 1,333	$ 2,477	$ 1,380

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 the 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.

We have money market funds and they are included as cash and cash equivalents. We also have forward interest rate swap agreements and had interest rate cap hedge agreements and the fair value of the forward interest rate swap agreements and interest rate cap hedge agreements were determined using pricing models that use observable market inputs as of the balance sheet date, a Level 2 measurement. The interest rate cap hedges matured during the second quarter of 2020 and as such, the premium was zero as of December 31, 2021.

There were no transfers between Level 1, Level 2, or Level 3 financial instruments in either 2021 or 2020.

Cash and Cash Equivalents

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

Derivative Instruments

We recognize derivative instruments on our consolidated balance sheets at their fair value. On the date that we enter into a derivative contract, we designate the derivative instrument as a fair value hedge, a cash flow hedge, or a derivative instrument that will not be accounted for using hedge accounting methods. On November 29, 2021, we entered into forward interest rate swap agreements, all with an effective date of January 1, 2024 ("Forward Interest Rate Swaps") to manage our exposure to interest rate movements on a portion of our debt. As such, we have made the following cash flow hedging relationship elections to qualify for hedge accounting treatment related to the Forward Interest Rate Swaps as our current term loans mature before the expiration of the Forward Interest Rate Swaps: 1) Probability of forecasted transactions, and 2) Assessment of effectiveness. See Note 8. As of December 31, 2021, all of our derivative instruments were designated as cash flow hedges.

We record changes in the fair value of a derivative instrument that is highly effective and that is designated and qualifies as a cash flow hedge in other comprehensive income (loss), net of tax until our earnings are affected by the variability of cash flows of the underlying hedged item. We report changes in the fair values of derivative instruments that are not designated or do not qualify for hedge accounting in current period earnings. We classify cash flows from derivative instruments in the consolidated statements of cash flows in the same category as the item being hedged or on a basis consistent with the nature of the instrument. Since the Forward Interest Rate Swaps are not effective until January 1, 2024, in both 2021 and 2020, we only recorded the changes in the fair value of the derivative instruments that were highly effective and that were designated and qualified as cash flow hedges in other long term liabilities and other comprehensive income (loss) of $1.7 million and zero, respectively.

When we determine that a derivative instrument is not highly effective as a hedge, we discontinue hedge accounting prospectively. In all situations in which we discontinue hedge accounting and the derivative instrument remains outstanding, we will carry the derivative instrument at its fair value on our consolidated balance sheets and recognize subsequent changes in its fair value in our current period earnings.

Allowance for Credit Losses

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

Inventories

Inventories are stated at the lower of cost or net realizable value with cost being determined using a moving average cost basis for raw materials and actual cost for work-in-process and finished goods. The majority of our inventory is charged to cost of sales as raw materials are placed into production and the related revenue is recognized. Inventoried costs include raw materials, outside processing, direct labor and allocated overhead, adjusted for any abnormal amounts of idle performance center expense, freight, handling costs, and wasted materials (spoilage) incurred. We assess the inventory carrying value and reduce it, if necessary, to its net realizable value based on customer orders on hand, and internal demand forecasts using management's best estimates given information currently available. The majority of our revenues are recognized over time, however, for revenue contracts where revenue is recognized using the point in time method, inventory is not reduced until it is shipped or transfer of control to the customer has occurred. Our ending inventory consists of raw materials, work-in-process, and finished goods.

Property and Equipment and Depreciation

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

Business Combinations

When a business is acquired, we allocate the purchase price by recording the assets acquired and liabilities assumed at their estimated fair values as of the acquisition date, with the excess cost recorded as goodwill. A preliminary fair value is determined once a business is acquired, with the final determination of fair value be completed no later than one year from the date of acquisition.

To determine the estimated fair value of assets acquired and liabilities assumed requires significant judgment and estimates, including the selection of valuation methodologies, estimates of future revenues, costs and cash flows, discount rates, and selection of comparable companies. We engage the assistance of valuation specialists in concluding on fair value measurements in determining the fair value of assets acquired and liabilities assumed in business combinations.

The fair value of the intangible assets is estimated using several valuation methodologies, including the income based or market based approaches, which represent Level 3 fair value measurements. Inputs to fair value analyses and other aspects of the allocation of the purchase price require judgment. The value for customer relationships is typically estimated based on a multi-period excess earnings approach. The more significant inputs used in the customer relationships intangible asset valuation include (i) future revenue growth rates, (ii) projected gross margins, (iii) the customer attrition rate, and (iv) the discount rate. The useful lives are estimated based on the underlying agreements or the future economic benefit expected to be received from the assets.

Acquisition related costs are not included as components of consideration transferred but instead, expensed as incurred and are included in selling, general and administrative expenses in our consolidated statements of income. See Note 2.

Goodwill

Goodwill is evaluated for impairment on an annual basis on the first day of the fourth fiscal quarter. If certain factors occur, including significant under performance of our business relative to expected operating results, significant adverse economic and industry trends, significant decline in our market capitalization for an extended period of time relative to net book value, a decision to divest individual businesses within a reporting unit, or a decision to group individual businesses differently, we may be required to perform an interim impairment test prior to the fourth quarter.

We may use either a qualitative or quantitative approach when testing a reporting unit’s goodwill for impairment. The qualitative approach for potential impairment analysis is performed to determine whether it is more likely than not that the fair value of a reporting unit was less than its carrying amount.

The quantitative approach for potential impairment analysis is performed by comparing the fair value of a reporting unit to its carrying value, including goodwill. Fair value is estimated by management using a combination of the income approach (which is based on a discounted cash flow model) and the market approach. Management’s cash flow projections include significant judgments and assumptions, including the amount and timing of expected cash flows, long-term growth rates, and discount rates. The cash flows used in the discounted cash flow model are based on our best estimate of future revenues, gross margins, and adjusted after-tax earnings. If any of these assumptions are incorrect, it will impact the estimated fair value of a reporting unit. The market approach also requires significant management judgment in selecting comparable business acquisitions and the transaction values observed and its related control premiums.

In the fourth quarter of 2021, the carrying amount of goodwill at the date of the most recent annual impairment evaluation for Electronic Systems and Structural Systems was $117.4 million and $53.4 million, respectively.

We acquired 100% of the equity interests of Magnetic Seal LLC (f/k/a Magnetic Seal Corporation, “MagSeal”) on December 16, 2021, for a purchase price of $69.5 million, net of cash acquired. We recorded preliminary goodwill of $32.9 million in our Structural Systems segment, which is also our reporting unit. See Note 2.

As of the date of our 2021 annual evaluation for goodwill impairment for the Structural Systems segment, which is also our reporting unit, we performed a step one goodwill impairment analysis as of the first day of the fourth quarter of 2021. The fair value of our Structural Systems segment exceeded its carrying value by 72% and thus, was not deemed impaired.

As of the date of our 2021 annual evaluation for goodwill impairment for the Electronic Systems segment, which is also our reporting unit, we performed a qualitative assessment as of the first day of the fourth quarter of 2021, which considered each of the following: 1) margin of passing most recent step one analysis, 2) earnings before interest, taxes, depreciation, and amortization, 3) long-term growth rate, 4) analyzing material adverse factors/changes between valuation dates, 5) general macroeconomic factors, and 6) industry and market conditions. Based upon our qualitative assessment, we concluded that it was more likely than not that the fair value of the reporting unit exceeded its carrying amount and thus, goodwill was not deemed impaired.

Other Intangible Assets

We amortize acquired other intangible assets with finite lives over the estimated economic lives of the assets, ranging from 2 to 19 years, generally using the straight-line method. The value of other intangibles acquired through business combinations has been estimated using present value techniques which involve estimates of future cash flows. We evaluate other intangible assets for recoverability considering undiscounted cash flows when significant changes in conditions occur, and recognize impairment losses, if any, based upon the estimated fair value of the assets.

Restructuring Charges

In May 2020, management approved and commenced a restructuring plan in the Structural Systems segment mainly to reduce headcount in response to the impact from the COVID-19 pandemic on commercial aerospace demand outlook. We recorded an aggregate total of $2.4 million for severance and benefit costs which were charged to restructuring charges during the year ended December 31, 2020.

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, as reflected on the consolidated balance sheets under the equity section, was comprised of cumulative pension and retirement liability adjustments, net of tax, and change in net unrealized gains and losses on cash flow hedges, net of tax.

Revenue Recognition

Our customers typically engage us to manufacture products based on designs and specifications provided by the end-use customer. This requires the building of tooling and manufacturing first article inspection products (prototypes) before volume manufacturing. Contracts with our customers generally include a termination for convenience clause.

We have a significant number of contracts that are started and completed within the same year, as well as contracts derived from long-term agreements and programs that can span several years. We recognize revenue under ASC 606, “Revenue from Contracts with Customers” (“ASC 606”), which utilizes a five-step model.

The definition of a contract for us is typically defined as a customer purchase order as this is when we achieve an enforceable right to payment. The majority of our contracts are firm fixed-price contracts. The deliverables within a customer purchase order are analyzed to determine the number of performance obligations. In addition, at times, in order to achieve economies of scale and based on our customer’s forecasted demand, we may build in advance of receiving a purchase order from our customer. When that occurs, we would not recognize revenue until we have received the customer purchase order.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account under ASC 606. A contract’s transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, control is transferred and the performance obligation is satisfied. The majority of our contracts have a single performance obligation as the promise to transfer the individual goods or services are highly interrelated or met the series guidance. For contracts with multiple performance obligations, we allocate the contract transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract. The primary method used to estimate the standalone selling price is the expected cost plus a margin approach, under which we forecast our expected costs of satisfying a performance obligation and then add an appropriate margin for that distinct good or service.

We manufacture most products to customer specifications and the product cannot be easily modified for another customer. As such, these products are deemed to have no alternative use once the manufacturing process begins. In the event the customer invokes a termination for convenience clause, we would be entitled to costs incurred to date plus a reasonable profit. Contract costs typically include labor, materials, overhead, and when applicable, subcontractor costs. For most of our products, we are building assets with no alternative use and have enforceable right to payment, and thus, we recognize revenue using the over time method.

The majority of our performance obligations are satisfied over time as work progresses. Typically, revenue is recognized over time using an input measure (i.e., costs incurred to date relative to total estimated costs at completion, also known as cost-to-cost plus reasonable profit) to measure progress. Our typical revenue contract is a firm fixed price contract, and the cost of raw materials could make up a significant amount of the total costs incurred. As such, we believe using the total costs incurred input method would be the most appropriate method. While the cost of raw materials could make up a significant amount of the total costs incurred, there is a direct relationship between our inputs and the transfer of control of goods or services to the customer.

Contract estimates are based on various assumptions to project the outcome of future events that can span multiple months or years. These assumptions include labor productivity and availability; the complexity of the work to be performed; the cost and availability of materials; and the performance of subcontractors.

As a significant change in one or more of these estimates could affect the progress completed (and related profitability) on our contracts, we review and update our contract-related estimates on a regular basis. We recognize such adjustments under the cumulative catch-up method. Under this method, the impact of the adjustment is recognized in the period the adjustment is identified. Revenue and profit in future periods of contract performance is recognized using the adjusted estimate.

The impact of adjustments in contract estimates on our operating earnings can be reflected in either operating costs and expenses or revenue.

Net cumulative catch-up adjustments on profit recorded were not material for both years ended December 31, 2021 and December 31, 2020.

Payments under long-term contracts may be received before or after revenue is recognized. When revenue is recognized before we bill our customer, a contract asset is created for the work performed but not yet billed. Similarly, when we receive payment before we ship our products to our customer and have met the shipping terms, a contract liability is created for the advance or progress payment. When a contract liability and a contract asset exist on the same contract, we report it on a net basis.

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 changes in manufacturing efficiency, 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 adjust the provisions for estimated losses on contracts. The provision for estimated losses on contracts is included as part of contract liabilities on the consolidated balance sheets. As of December 31, 2021 and 2020, provision for estimated losses on contracts were $2.8 million and $2.3 million, respectively.

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 sales using the over time revenue recognition model. We review the value of the production cost of contracts on a quarterly basis to ensure when added to the estimated cost to complete, the value is not greater than the estimated realizable value of the related contracts. As of December 31, 2021 and 2020, production costs of contracts were $8.0 million and $7.0 million, respectively.

Contract Assets and Contract Liabilities

Contract assets consist of our right to payment for work performed but not yet billed. Contract assets are transferred to accounts receivable when we bill our customers. We bill our customers when we ship the products and meet the shipping terms within the revenue contract. Contract liabilities consist of advance or progress payments received from our customers prior to the time transfer of control occurs plus the estimated losses on contracts. When a contract liability and a contract asset exist on the same contract, we report it on a net basis.

Contract assets and contract liabilities from revenue contracts with customers are as follows:

	(Dollars in thousands)	
	December 31, 2021	December 31, 2020
Contract assets	$ 176,405	$ 154,028
Contract liabilities	$ 42,077	$ 28,264

The increase in our contract assets as of December 31, 2021 compared to December 31, 2020 was primarily due to a net increase of products in work in process.

The increase in our contract liabilities as of December 31, 2021 compared to December 31, 2020 was primarily due to a net increase of advance or progress payments received from our customers in the current year. We recognized $20.9 million of the contract liabilities as of December 31, 2020 as revenues during the year ended December 31, 2021.

Performance obligations are defined as customer placed purchase orders (“POs”) with firm fixed price and firm delivery dates. Our remaining performance obligations as of December 31, 2021 totaled $814.1 million. We anticipate recognizing an estimated 70% of our remaining performance obligations as revenue during the next 12 months with the remaining performance obligations being recognized in 2023 and beyond.

Revenue by Category

In addition to the revenue categories disclosed above, the following table reflects our revenue disaggregated by major end-use market:

	(Dollars in thousands) Years Ended December 31,			% of Net Revenues	
	Change	2021	2020	2021	2020
Consolidated Ducommun					
Military and space	$ 30,989	$ 453,848	$ 422,859	70.3 %	67.2 %
Commercial aerospace	(12,411)	155,731	168,142	24.1 %	26.8 %
Industrial	(2,106)	35,834	37,940	5.6 %	6.0 %
Total	$ 16,472	$ 645,413	$ 628,941	100.0 %	100.0 %
Electronic Systems					
Military and space	$ 19,235	$ 327,911	$ 308,676	79.5 %	78.6 %
Commercial aerospace	2,886	48,903	46,017	11.8 %	11.7 %
Industrial	(2,106)	35,834	37,940	8.7 %	9.7 %
Total	$ 20,015	$ 412,648	$ 392,633	100.0 %	100.0 %
Structural Systems					
Military and space	$ 11,754	$ 125,937	$ 114,183	54.1 %	48.3 %
Commercial aerospace	(15,297)	106,828	122,125	45.9 %	51.7 %
Total	$ (3,543)	$ 232,765	$ 236,308	100.0 %	100.0 %

Income Taxes

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

Tax positions taken or expected to be taken in a tax return are recognized when it is more-likely-than-not, based on technical merits, to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement, including resolution of related appeals and/or litigation process, if any.

Litigation and Commitments

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

Environmental Liabilities

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

Accounting for Stock-Based Compensation

We measure and recognize compensation expense for share-based payment transactions to our employees and non-employees at their estimated fair value. The expense is measured at the grant date, based on the calculated fair value of the share-based award, and is recognized over the requisite service period (generally the vesting period of the equity award). The fair value of stock options are determined using the Black-Scholes-Merton ("Black-Scholes") valuation model, which requires assumptions and judgments regarding stock price volatility, risk-free interest rates, and expected options terms. Management's estimates could differ from actual results. The fair value of unvested stock awards is determined based on the closing price of the underlying common stock on the date of grant except for market condition awards for which the fair value was based on a Monte Carlo simulation model.

Government Grant

On November 15, 2021, we were awarded an Aviation Manufacturing Jobs Protection Program grant from the U.S. Department of Transportation of $4.0 million. As part of the award, we have to meet certain requirements over a six month performance period from November 15, 2021 to May 14, 2022. As of December 31, 2021, we have received $2.0 million with the remaining $2.0 million included as other current assets and expected to be received during 2022. We recorded $0.9 million and $0.1 million as a reduction of cost of sales and selling, general and administrative expenses, respectively, in 2021 with the remaining $3.0 million included as accrued and other liabilities.

Charitable Contributions

We contributed $0.3 million to the Ducommun Foundation during 2021.

Earnings Per Share

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

The net income and weighted-average common shares outstanding used to compute earnings per share were as follows:

	(In thousands, except per share data) Years Ended December 31,		
	2021	2020	2019
Net income	$ 135,536	$ 29,174	$ 32,461
Weighted-average number of common shares outstanding			
Basic weighted-average common shares outstanding	11,879	11,676	11,518
Dilutive potential common shares	372	256	274
Diluted weighted-average common shares outstanding	12,251	11,932	11,792
Earnings per share			
Basic	$ 11.41	$ 2.50	$ 2.82
Diluted	$ 11.06	$ 2.45	$ 2.75

Potentially dilutive stock awards 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) Years Ended December 31,		
	2021	2020	2019
Stock options and stock units	3	254	127

Recent Accounting Pronouncements

New Accounting Guidance Adopted in 2021

In November 2021, the FASB issued ASU 2021-10, "Government Assistance (Topic 832) - Disclosures by Business Entities about Government Assistance" ("ASU 2021-10"), which increases the transparency of government assistance including (1) the types of assistance, (2) an entity's accounting for the assistance, and (3) the effect of the assistance on an entity's financial statements. The new guidance is effective for fiscal years beginning after December 15, 2021, which will be our interim period beginning January 1, 2022. Early adoption is permitted and thus, we have chosen to early adopt ASU 2021-10 beginning in 2021 and the adoption of this standard did not have a material impact on our consolidated financial statements.

In October 2020, the FASB issued ASU 2020-10, “Codification Improvements” (“ASU 2020-10”), which affect a wide variety of Topics in the Accounting Standards Codification (“Codification”). ASU 2020-10, among other things, contains amendments that improve the consistency of the Codification by including all disclosure guidance in the appropriate Disclosure Section (Section 50). Many of the amendments arose as the FASB provided an option to give certain information either on the face of the financial statements or in the notes to financial statements and that option only was included in the Other Presentation Matters Section (Section 45) of the Codification. Those amendments are not expected to change current practice. The new guidance is effective for fiscal years beginning after December 15, 2020, which was our interim period beginning January 1, 2021. The adoption of this standard did not have a material impact on our consolidated financial statements.

In December 2019, the FASB issued ASU 2019-12, “Income Taxes (Topic 740), Simplifying the Accounting for Income Taxes” (“ASU 2019-12”), which removes certain exceptions and provides guidance on various areas of tax accounting. The new guidance is effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years, which was our interim period beginning January 1, 2021. The adoption of this standard did not have a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-14, “Compensation - Retirement Benefits - Defined Benefit Plans - General (Topic 715-20): Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans” (“ASU 2018-14”), which will remove disclosures that no longer are considered cost-beneficial, clarify the specific requirements of disclosures, and add disclosure requirements identified as relevant. The new guidance is effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years, which was our interim period beginning January 1, 2021. The adoption of this standard did not have a material impact on our consolidated financial statements.

Recently Issued Accounting Standards

In October 2021, the FASB issued ASU 2021-08, “Business Combinations (Topic 805) - Accounting for Contract Assets and Contract Liabilities from Contracts with Customers” (“ASU 2021-08”), which improves the accounting for acquired revenue contracts with customers in a business combination. The new guidance is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, which will be our interim period beginning January 1, 2023. Early adoption is permitted. We are evaluating the impact of this standard.

In August 2020, the FASB issued ASU 2020-06, “Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity’s Own Equity (Subtopic 815-40) - Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity” (“ASU 2020-06”), which simplifies reporting or provides clarification on various topics, including clarification that an entity should use the weighted-average share count from each quarter when calculating the year-to-date weighted-average share count. The new guidance is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years, which will be our interim period beginning January 1, 2022. Early adoption is permitted. We are evaluating the impact of this standard.

In March 2020, the FASB issued ASU 2020-04, “Reference Rate Reform (Topic 848), Facilitation of the Effects of Reference Rate Reform on Financial Reporting” (“ASU 2020-04”), which provides optional guidance for a limited time for contracts that reference London Interbank Offered Rate (“LIBOR”), to ease the potential burden in accounting for, or recognizing the effects, of reference rate reform on financial reporting as a result of the cessation of LIBOR. The new guidance is effective at any time after March 12, 2020 but no later than December 31, 2022. We have made the following elections related to our current cash flow hedging relationships as our current term loans mature before the expiration of the Forward Interest Rate Swaps: 1) Probability of forecasted transactions, and 2) Assessment of effectiveness. See Note 8.

Note 2. Business Combinations

On December 16, 2021, we acquired 100.0% of the outstanding equity interests of Magnetic Seal LLC (f/k/a Magnetic Seal Corporation, “MagSeal”), a privately-held leading provider of high-impact, military-proven magnetic seals for critical systems in aerospace and defense applications, offering sealing solutions that are engineered to perform in high-speed, high-vibration, and other challenging environments. MagSeal is located in Warren, Rhode Island. The acquisition of MagSeal will continue to advance our strategy to diversify and offer more customized, value-driven engineered products with aftermarket opportunities.

The purchase price for MagSeal was $69.5 million, net of cash acquired, all payable in cash. We paid a gross aggregate of $71.3 million in cash upon the closing of the transaction. We allocated the preliminary gross purchase price of $71.3 million to the assets acquired and liabilities assumed at their estimated fair values. The excess of the purchase price over the aggregate fair values of the net assets was recorded as goodwill.

The following table summarizes the preliminary estimated fair value of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

	Estimated Fair Value
Cash	$ 1,821
Accounts receivable	2,093
Inventories	4,586
Other current assets	98
Property and equipment	482
Operating lease right-of-use assets	1,533
Intangible assets	30,100
Goodwill	32,864
Total assets acquired	73,577
Current liabilities	(869)
Other non-current liabilities	(1,408)
Total liabilities assumed	(2,277)
Total purchase price allocation	$ 71,300

	Useful Life (In years)	Estimated Fair Value (In thousands)
Intangible assets:		
Customer relationships	19	$ 24,800
Backlog	2	600
Trade name	Indefinite	4,700
		$ 30,100

The intangible assets acquired of $30.1 million were determined based on the estimated fair values using valuation techniques consistent with the income approach to measure fair value, which represented Level 3 fair value measurements. The useful lives were estimated based on the underlying agreements or the future economic benefit expected to be received from the assets. The value for customer relationships and backlog were estimated based on a multi-period excess earnings approach, while the value for trade name was assessed using the relief from royalty methodology. Inputs to the income approach models and other aspects of the allocation of the purchase price require judgment. The more significant inputs used in the customer relationships intangible asset valuation include (i) future revenue growth rates, (ii) projected gross margins, (iii) the customer attrition rate, and (iv) the discount rate.

The goodwill of $32.9 million arising from the acquisition is attributable to the benefits we expect to derive from expected synergies from the transaction, including complementary products that will enhance our overall product portfolio, opportunities within new markets, and an acquired assembled workforce. All the goodwill was assigned to the Structural Systems segment. The MagSeal acquisition, for tax purposes, is deemed an asset acquisition and thus, is deductible for income tax purposes.

Acquisition related transaction costs were not included as components of consideration transferred but have been expensed as incurred. Total acquisition-related transaction costs incurred by us were $0.9 million during 2021 and charged to selling, general and administrative expenses.

MagSeal’s results of operations have been included in our consolidated statements of income since the date of acquisition as part of the Structural Systems segment and were immaterial since the date of acquisition. Pro forma results of operations of the MagSeal acquisition have not been presented as the effect of the MagSeal acquisition was not material to our financial results for both 2021 and 2020.

Note 3. Inventories

Inventories consisted of the following:

	(In thousands) December 31, 2021	2020
Raw materials and supplies	$ 125,334	$ 107,983
Work in process	20,609	15,895
Finished goods	4,995	5,345
Total	$ 150,938	$ 129,223

Note 4. Property and Equipment, Net

Property and equipment, net consisted of the following:

	(In thousands) December 31, 2021	2020	Range of Estimated Useful Lives
Land	$ 10,494	$ 15,733	
Buildings and improvements	49,699	60,664	5 - 40 Years
Machinery and equipment	180,761	174,251	2 - 20 Years
Furniture and equipment	19,017	18,490	2 - 10 Years
Construction in progress	10,580	10,594	
	270,551	279,732	
Less accumulated depreciation	168,132	169,742	
Total	$ 102,419	$ 109,990	

Depreciation expense was $14.1 million, $13.8 million, and $13.5 million, for the years ended December 31, 2021, 2020 and 2019, respectively.

Note 5. Leases

Sale-Leaseback Transaction

On December 16, 2021, we entered into a sale-leaseback transaction for the building and related land for our Gardena performance center located in Carson, California (“Sale-Leaseback Agreement”). The building and related land was sold for $143.1 million and we have no continuing involvement. The carrying value of the building and related land was $9.4 million and we recognized a gain of $132.5 million. As part of the Sale-Leaseback Agreement, we entered into an initial five year lease for the usage of the just sold building and related land, with three options to renew in five year increments. The lease was classified as an operating lease and the future minimum base monthly lease payments during the initial five year period in aggregate total $19.6 million.

All Leases

We elected to utilize the following practical expedients that are permitted under ASC 842:

- As an accounting policy election by class of underlying asset, elected not to separate nonlease components from lease components and instead to account for each separate lease component and the nonlease components associated with that lease component as a single lease component; and

- As an accounting policy election not to apply the recognition requirements in ASC 842 to short term leases (a lease at commencement date has a lease term of 12 months or less and does not contain a purchase option that the lessee is reasonably certain to exercise).

We have operating and finance leases for manufacturing facilities, corporate offices, and various equipment. Our leases have remaining lease terms of 1 to 10 years, some of which include options to extend the leases for up to 15 years, and some of which include options to terminate the leases within 1 year.

The components of lease expense consisted of the following:

	(In thousands) Years Ended	
	December 31, 2021	December 31, 2020
Operating leases expense	$ 4,283	4,028
Finance leases expense:		
Amortization of right-of-use assets	$ 356	281
Interest on lease liabilities	62	56
Total finance lease expense	$ 418	$ 337

Short term and variable lease expenses for the year ended December 31, 2021 were not material.

Supplemental cash flow information related to leases was as follows:

	(In thousands) Years Ended	
	December 31, 2021	December 31, 2020
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$ 5,150	$ 4,191
Operating cash flows from finance leases	$ 61	$ 56
Financing cash flows from finance leases	$ 363	$ 288
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	$ 23,317	$ 165
Finance leases	$ 401	$ 1,241

The weighted average remaining lease terms were as follows:

	(In years)	
	December 31, 2021	December 31, 2020
Operating leases	5	6
Finance leases	6	7

When a lease is identified, we recognize a right-of-use asset and a corresponding lease liability based on the present value of the lease payments over the lease term discounted using our incremental borrowing rate, unless an implicit rate is readily determinable. As the discount rate in our leases is usually not readily available, we use our own incremental borrowing rate as the discount rate. Our incremental borrowing rate is based on the interest rate on our term loan, which is a secured rate. The interest rate on our term loan is based on London Interbank Offered Rate (“LIBOR”) plus an applicable margin.

The weighted average discount rates were as follows:

	Years Ended	
	December 31, 2021	December 31, 2020
Operating leases	3.1%	6.5%
Finance leases	3.6%	4.3%

Maturity of operating and finance lease liabilities are as follows:

	(In thousands)	
	Operating Leases	Finance Leases
2021	$ 7,037	$ 375
2022	7,201	339
2023	7,037	272
2024	6,975	213
2025	6,345	159
Thereafter	2,536	433
Total lease payments	37,131	1,791
Less imputed interest	2,924	187
Total	$ 34,207	$ 1,604

Operating lease payments include $3.8 million related to options to extend lease terms that are reasonably certain of being exercised. As of December 31, 2021, there are $4.9 million of legally binding minimum lease payments for leases signed but not yet commenced. These operating leases will commence during 2022 with lease terms of 7 years.

Finance lease payments related to options to extend lease terms that are reasonably certain of being exercised are not significant. As of December 31, 2021, there are no legally binding minimum lease payments for leases signed but not yet commenced.

Note 6. Goodwill and Other Intangible Assets

Goodwill

The carrying amounts of goodwill, by operating segment, for the years ended December 31, 2021 and 2020 were as follows:

	(In thousands)		
	Electronic Systems	Structural Systems	Consolidated Ducommun
Gross goodwill	$ 199,157	$ 53,395	$ 252,552
Accumulated goodwill impairment	(81,722)	—	(81,722)
Balance at December 31, 2020	117,435	53,395	170,830
Goodwill from acquisition during period	—	32,864	32,864
Balance at December 31, 2021	$ 117,435	$ 86,259	$ 203,694

We perform our annual goodwill impairment test as of the first day of the fourth quarter. If certain factors occur, including significant under performance of our business relative to expected operating results, significant adverse economic and industry trends, significant decline in our market capitalization for an extended period of time relative to net book value, a decision to divest individual businesses within a reporting unit, or a decision to group individual businesses differently, we may be required to perform an interim impairment test prior to the fourth quarter.

We may use either a qualitative or quantitative approach when testing a reporting unit's goodwill for impairment. The qualitative approach for potential impairment analysis to determine whether it is more likely than not that the fair value of a reporting unit was less than its carrying amount.

The quantitative approach for potential impairment analysis is performed by comparing the fair value of a reporting unit to its carrying value, including goodwill. Fair value is estimated by management using a combination of the income approach (which is based on a discounted cash flow model) and market approach. Management's cash flow projections include significant judgments and assumptions, including the amount and timing of expected cash flows, long-term growth rates, and discount rates. The cash flows used in the discounted cash flow model are based on our best estimate of future revenues, gross margins, and adjusted after-tax earnings. If any of these assumptions are incorrect, it will impact the estimated fair value of a reporting unit. The market approach also requires significant management judgment in selecting comparable business acquisitions and the transaction values observed and its related control premiums.

Our most recent step one goodwill impairment test for our Electronic Systems reporting unit was as of the first day of the fourth quarter of 2019 where the fair value of our Electronic Systems reporting unit exceeded its carrying value by 44%. No material adverse factors/changes have occurred since the fourth quarter of 2019 and thus, for our annual goodwill impairment test of our Electronic Systems reporting unit as of the first day of the fourth quarter of 2021, we used a qualitative assessment and determined it was not more likely than not that the fair value of a reporting unit was less than its carrying amount. As our commercial aerospace end-use market business continues to be negatively impacted by the COVID-19 pandemic, we performed a step one goodwill impairment test for our Structural Systems reporting unit as of the first day of the fourth quarter of 2021, where the fair value of our Structural Systems reporting unit exceeded its carrying value by 72%. Thus, the respective goodwill amounts were not deemed impaired.

On December 16, 2021, we acquired 100% of the outstanding equity of Magnetic Seal LLC (f/k/a Magnetic Seal Corporation, “MagSeal”) for a purchase price of $69.5 million, net of cash acquired. We preliminarily allocated the gross purchase price of $71.3 million to the assets acquired and the liabilities assumed at their estimated fair values. The excess of the purchase price over the aggregate fair values was recorded as goodwill within the Structural Systems reporting unit. See Note 2.

Other intangible assets are related to acquisitions, including MagSeal, and recorded at fair value at the time of the acquisition. Other intangible assets with finite lives are generally amortized on the straight-line method over periods ranging from 2 to 19 years. Intangible assets are as follows:

		(In thousands)					
		December 31, 2021			December 31, 2020		
	Wtd. Avg Life (Yrs)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Finite-lived assets							
Customer relationships	17	$ 246,300	$ 114,169	$ 132,131	$ 221,500	$ 101,535	$ 119,965
Trade names and trademarks	14	5,500	1,263	4,237	5,500	857	4,643
Contract renewal	14	1,845	1,845	—	1,845	1,845	—
Technology	15	400	291	109	400	264	136
Backlog	2	600	13	587	—	—	—
Total finite-lived assets		254,645	117,581	137,064	229,245	104,501	124,744
Indefinite-lived assets							
Trade names and trademarks		4,700	—	4,700	—	—	—
Total		$ 259,345	$ 117,581	$ 141,764	$ 229,245	$ 104,501	$ 124,744

The carrying amount of other intangible assets by operating segment as of December 31, 2021 and 2020 was as follows:

	(In thousands)					
	December 31, 2021			December 31, 2020		
	Gross	Accumulated Amortization	Net Carrying Value	Gross	Accumulated Amortization	Net Carrying Value
Other intangible assets						
Electronic Systems	$ 164,545	$ 90,191	$ 74,354	$ 164,545	$ 80,903	$ 83,642
Structural Systems	94,800	27,390	67,410	64,700	23,598	41,102
Total	$ 259,345	$ 117,581	$ 141,764	$ 229,245	$ 104,501	$ 124,744

Amortization expense of other intangible assets was $13.1 million, $13.2 million and $11.4 million for the years ended December 31, 2021, 2020 and 2019, respectively. Future amortization expense by operating segment is expected to be as follows:

	(In thousands)		
	Electronic Systems	Structural Systems	Consolidated Ducommun
2022	$ 9,288	$ 5,276	$ 14,564
2023	9,288	5,196	14,484
2024	9,288	4,673	13,961
2025	9,288	4,673	13,961
2026	9,288	4,649	13,937
Thereafter	27,914	38,243	66,157
	$ 74,354	$ 62,710	$ 137,064

Note 7. Accrued and Other Liabilities

The components of accrued and other liabilities consisted of the following:

	(In thousands) December 31,	
	2021	2020
Accrued compensation	$ 24,391	$ 28,432
Accrued income tax and sales tax	926	80
Other	15,974	12,014
Total	$ 41,291	$ 40,526

Note 8. Long-Term Debt

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

	(In thousands) December 31,	
	2021	2020
Term loans	$ 287,712	$ 295,638
Revolving credit facility	—	25,000
Total debt	287,712	320,638
Less current portion	7,000	7,000
Total long-term debt, less current portion	280,712	313,638
Less debt issuance costs - term loans	1,328	1,716
Total long-term debt, net of debt issuance costs - term loans	$ 279,384	$ 311,922
Debt issuance costs - revolving credit facility (1)	$ 1,136	$ 1,515
Weighted-average interest rate	3.27 %	3.59 %

(1) Included as part of other assets.

Future long-term debt payments at December 31, 2021 were as follows:

		(In thousands)
2022	$	7,000
2023		7,000
2024		112,000
2025		161,712
2026		—
Thereafter		—
Total	$	287,712

In December 2019, we completed the refinancing of a portion of our existing debt by entering into a new revolving credit facility (“2019 Revolving Credit Facility”) to replace the then existing revolving credit facility that was entered into in November 2018 (“2018 Revolving Credit Facility”) and entered into a new term loan (“2019 Term Loan”). The 2019 Revolving Credit Facility is a $100.0 million senior secured revolving credit facility that matures on December 20, 2024 replacing the $100.0 million 2018 Revolving Credit Facility that would have matured on November 21, 2023. The 2019 Term Loan is a $140.0 million senior secured term loan that matures on December 20, 2024. We also have an existing $240.0 million senior secured term loan that was entered into in November 2018 that matures on November 21, 2025 (“2018 Term Loan”). The original amounts available under the 2019 Revolving Credit Facility, 2019 Term Loan, and 2018 Term Loan (collectively, the “Credit Facilities”) in aggregate, totaled $480.0 million.

The 2019 Term Loan bears interest, at our option, at a rate equal to either (i) the Eurodollar Rate (defined as the London Interbank Offered Rate [“LIBOR”]) plus an applicable margin ranging from 1.50% to 2.50% per year or (ii) the Base Rate (defined as the highest of [a] Federal Funds Rate plus 0.50%, [b] Bank of America’s prime rate, and [c] the Eurodollar Rate plus 1.00%) plus an applicable margin ranging from 0.50% to 1.50% per year, in each case based upon the consolidated total net adjusted leverage ratio, typically payable monthly or quarterly. In addition, the 2019 Term Loan requires installment payments of 1.25% of the original outstanding principal balance of the 2019 Term Loan amount on a quarterly basis, on the last day of the calendar quarter. During 2021, we made the required quarterly payments, in aggregate totaling $7.0 million.

The 2019 Revolving Credit Facility bears interest, at our option, at a rate equal to either (i) the Eurodollar Rate (defined as LIBOR) plus an applicable margin ranging from 1.50% to 2.50% per year or (ii) the Base Rate (defined as the highest of [a] Federal Funds Rate plus 0.50%, [b] Bank of America’s prime rate, and [c] the Eurodollar Rate plus 1.00%) plus an applicable margin ranging from 0.50% to 1.50% per year, in each case based upon the consolidated total net adjusted leverage ratio, typically payable quarterly. The undrawn portion of the commitment of the 2019 Revolving Credit Facility is subject to a commitment fee ranging from 0.175% to 0.275%, based upon the consolidated total net adjusted leverage ratio. However, the 2019 Revolving Credit Facility does not require any principal installment payments.

The 2018 Term Loan bears interest, at our option, at a rate equal to either (i) the Eurodollar Rate (defined as LIBOR plus an applicable margin ranging from 3.75% to 4.00% per year or (ii) the Base Rate (defined as the highest of [a] Federal Funds Rate plus 0.50%, [b] Bank of America’s prime rate, and [c] the Eurodollar Rate plus 1.00%) plus an applicable margin ranging from 3.75% to 4.00% per year, in each case based upon the consolidated total net adjusted leverage ratio, typically payable monthly or quarterly. In addition, the 2018 Term Loan required installment payments of 0.25% of the outstanding principal balance of the 2018 Term Loan amount on a quarterly basis.

Further, under the Credit Facilities, if we exceed the annual excess cash flow threshold, we are required to make an annual additional principal payment based on the consolidated adjusted leverage ratio. The annual mandatory excess cash flow payment is based on (i) 50% of the excess cash flow amount if the adjusted leverage ratio is greater than 3.25 to 1.0, (ii) 25% of the excess cash flow amount if the adjusted leverage ratio is less than or equal to 3.25 to 1.0 but greater than 2.50 to 1.0, and (iii) zero percent of the excess cash flow amount if the consolidated adjusted leverage ratio is less than or equal to 2.50 to 1.0. During the first quarter of 2021, we made the required 2020 annual excess cash flow payment of $0.9 million. As of December 31, 2021, we were in compliance with all covenants required under the Credit Facilities.

We drew down $50.0 million on the 2019 Revolving Credit Facility during the first quarter of 2020 to hold as cash on hand, $25.0 million of which was repaid during the fourth quarter of 2020. The remaining $25.0 million was repaid during 2021.

In conjunction with entering into the 2019 Revolving Credit Facility and the 2019 Term Loan, we drew down the entire $140.0 million on the 2019 Term Loan and used those proceeds to pay off and close the 2018 Revolving Credit Facility of $58.5 million, paid down a portion of the 2018 Term Loan of $56.0 million, paid the accrued interest associated with the amounts being paid down on the 2018 Revolving Credit Facility and 2018 Term Loan, paid the fees related to this transaction, and the remainder used for general corporate expenses. The $56.0 million pay down on the 2018 Term Loan paid all the required quarterly installment payments on the 2018 Term Loan until maturity.

The 2019 Term Loan and 2018 Term Loan were considered a modification of debt and thus, no gain or loss was recorded. Instead, the new fees paid to the lenders of $0.6 million were capitalized and are being amortized over the life of the 2019 Term Loan. The remaining debt issuance costs related to the 2018 Term Loan of $1.5 million as of the modification date will continue to be amortized over its remaining life.

The 2019 Revolving Credit Facility that replaced the 2018 Revolving Credit Facility was considered an extinguishment of debt except for the portion related to the creditors that were part of both the 2019 Revolving Credit Facility and the 2018 Revolving Credit Facility and in which case, it was considered a modification of debt. As a result, we expensed the portion of the unamortized debt issuance costs related to the 2018 Revolving Credit Facility that was considered an extinguishment of debt of $0.5 million. In addition, the new fees paid to the lenders of $0.5 million as part of the 2019 Revolving Credit Facility were capitalized and are being amortized over its remaining life. Further, the remaining debt issuance costs related to the 2018 Revolving Credit Facility of $1.1 million will also be amortized over its remaining life.

On December 16, 2021, we acquired 100.0% of the outstanding equity interests of Magnetic Seal LLC (f/k/a Magnetic Seal Corporation, “MagSeal”) for a purchase price of $69.5 million, net of cash acquired, all payable in cash. Upon the closing of the transaction, we paid a gross total aggregate of $71.3 million in cash, $65.0 million of which was from drawing down on the 2019 Revolving Credit Facility. This draw down on the 2019 Revolving Credit Facility was paid off by December 31, 2021. See Note 2.

Also on December 16, 2021, we entered into a sale-leaseback transaction for the building and related land for our Gardena performance center located in Carson, California, for a sale price of $143.1 million. A portion of the net proceeds were used to pay down on the $65.0 million that was drawn on the 2019 Revolving Credit Facility for the MagSeal acquisition. See Note 5.

As of December 31, 2021, we had $99.8 million of unused borrowing capacity under the 2019 Revolving Credit Facility, after deducting $0.2 million for standby letters of credit.

The Credit Facilities were entered into by us (“Parent Company”) and guaranteed by all of our domestic subsidiaries, other than two subsidiaries that were considered minor (“Subsidiary Guarantors”). The Subsidiary Guarantors jointly and severally guarantee the Credit Facilities. The Parent Company has no independent assets or operations and therefore, no consolidating financial information for the Parent Company and its subsidiaries are presented.

On November 29, 2021, we entered into derivative contracts, U.S. dollar-one month LIBOR forward interest rate swaps designated as cash flow hedges, all with an effective date of January 1, 2024, for an aggregate total notional amount of $150.0 million, weighted average fixed rate of 1.8%, and all terminating on January 1, 2031 (“Forward Interest Rate Swaps”). The Forward Interest Rate Swaps mature on a monthly basis, with fixed amount payer payment dates on the first day of each calendar month, commencing on February 1, 2024 through January 1, 2031. The Forward Interest Rate Swaps were deemed to be highly effective upon entering into the derivative contracts and thus, hedge accounting treatment was utilized. Since the Forward Interest Rate Swaps are not effective until January 1, 2024, we only recorded the changes in the fair value of the Forward Interest Rate Swaps and recorded in other long term liabilities and in other comprehensive income (loss) of $1.7 million as of December 31, 2021. See Note 1 for further information.

In October 2015, we entered into interest rate cap hedges designated as cash flow hedges with a portion of these interest rate cap hedges maturing on a quarterly basis, and a final quarterly maturity date of June 2020, in aggregate, totaling $135.0 million of our debt. We paid a total of $1.0 million in connection with entering into the interest rate cap hedges. The interest rate cap hedges matured during our second quarter of 2020 and as such, all remaining amounts related to the interest rate cap hedges were fully amortized and unrealized gains and losses recorded in accumulated other comprehensive income were also realized at that time. See Note 1 for further information.

Note 9. Shareholders’ Equity

We are authorized to issue five million shares of preferred stock. At December 31, 2021 and 2020, no preferred shares were issued or outstanding.

Note 10. Stock-Based Compensation

Stock Incentive Compensation Plans

We currently have two active stock incentive plans: i) the 2020 Stock Incentive Plan (the “2020 Plan”), which expires on May 6, 2030, and ii) the 2018 Employee Stock Purchase Plan (“ESPP”). The 2013 Stock Incentive Plan, as Amended (the “2013

Plan”) was closed to further issuances of stock awards on May 6, 2020 and any remaining shares available were folded into the 2020 Plan as part of the approval of the 2020 Plan by shareholders at the 2020 Annual Meeting of Shareholders on May 6, 2020. The 2020 Plan permit awards of stock options, restricted stock units, performance stock units and other stock-based awards to our officers, key employees and non-employee directors on terms determined by the Compensation Committee of the Board of Directors (the “Compensation Committee”). The aggregate number of shares available for issuance under the 2020 Plan is 651,162 plus any outstanding awards issued under the 2013 Plan that are subsequently forfeited, terminated, expire or otherwise lapse without being exercised. As of December 31, 2021, shares available for future grant under the 2020 Plan are 113,579. Prior to the adoption of the 2020 Plan, we granted stock-based awards to purchase shares of our common stock under certain predecessor plans. No further awards can be granted under these predecessor plans.

Employee Stock Purchase Plan

The ESPP was adopted by the Board of Directors and approved by the shareholders in 2018, including 750,000 shares that can be awarded. The first offering period closed on July 31, 2019. Under the ESPP, our employees who elect to participate have the right to purchase common stock at a 15% discount from the lower of the market value of the common stock at the beginning or the end of each six month offering period and the discount will be treated as compensation to those employees. Employees purchase common stock using payroll deductions, which may not exceed 10% of their eligible compensation and other limitations. The Compensation Committee administers the ESPP. As of December 31, 2021, there are 609,670 shares available for future award grants.

Stock Options

In the years ended December 31, 2021, 2020, and 2019, we granted stock options to our officers and key employees of zero, 8,000, and 189,170, respectively, with weighted-average grant date fair values of zero, $16.48, and $15.95, respectively. Stock options have been granted with an exercise price equal to the fair market value of our stock on the date of grant and expire not more than ten years from the date of grant. The stock options typically vest over a period of three or four years from the date of grant. The option price and number of shares are subject to adjustment under certain dilutive circumstances. If an employee terminates employment, the non-vested portion of the stock options will not vest and all rights to the non-vested portion will terminate completely.

Stock option activity for the year ended December 31, 2021 were as follows:

	Number of Stock Options	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at January 1, 2021	380,143	$ 35.46		
Granted	—	$ —		
Exercised	(48,769)	$ 35.53		
Expired	(3,634)	$ 36.49		
Forfeited	(9,961)	$ 39.72		
Outstanding at December 31, 2021	317,779	$ 35.30	5.7	$ 3,460
Exerciseable at December 31, 2021	258,174	$ 33.75	5.3	$ 3,211

Changes in nonvested stock options for the year ended December 31, 2021 were as follows:

	Number of Stock Options	Weighted-Average Grant Date Fair Value
Nonvested at January 1, 2021	191,677	$ 14.73
Granted	—	$ —
Vested	(122,111)	$ 14.10
Forfeited	(9,961)	$ 15.32
Nonvested at December 31, 2021	59,605	$ 15.93

The aggregate intrinsic value of stock options represents the amount by which the market price of our common stock exceeds the exercise price of the stock option. The aggregate intrinsic value of stock options exercised for the years ended December 31, 2021, 2020 and 2019 was $1.0 million, $0.9 million, and $1.8 million, respectively. Cash received from stock options exercised for the years ended December 31, 2021, 2020 and 2019 was $1.7 million, $1.6 million, and $2.0 million, respectively, with related tax benefits of $0.4 million, $0.4 million, and $0.5 million, respectively. The total amount of stock options vested and expected to vest in the future is 317,779 shares with a weighted-average exercise price of $35.30 and an aggregate intrinsic value of $3.5 million. These stock options have a weighted-average remaining contractual term of 5.7 years.

The share-based compensation cost expensed for stock options for the years ended December 31, 2021, 2020, and 2019 (before tax benefits) was $1.2 million, $1.8 million, and $1.6 million, respectively, and is included in selling, general and administrative expenses on the consolidated income statements. At December 31, 2021, total unrecognized compensation cost (before tax benefits) related to stock options of $0.4 million is expected to be recognized over a weighted-average period of 0.5 years. The total fair value of stock options vested during the years ended December 31, 2021, 2020, and 2019 was $1.7 million, $2.0 million, and $1.3 million, respectively.

We apply fair value accounting for stock-based compensation based on the grant date fair value estimated using a Black-Scholes-Merton (“Black-Scholes”) valuation model. The assumptions used to compute the fair value of stock option grants under the Stock Incentive Plans for years ended December 31, 2021, 2020, and 2019 were as follows:

	Years Ended December 31,		
	2021	2020	2019
Risk-free interest rate	N/A	1.59 %	1.92 %
Expected volatility	N/A	37.75 %	40.44 %
Expected dividends	N/A	—	—
Expected term (in months)	N/A	66	60

We recognize compensation expense, net of an estimated forfeiture rate, on a straight-line basis over the requisite service period of the award. We have award populations with option vesting terms of three and four years. We estimate the forfeiture rate based on our historic experience, attempting to determine any discernible activity patterns. The expected life computation is based on historic exercise patterns and post-vesting termination behavior. The risk-free interest rate for periods within the contractual life of the award is based on the U.S. Treasury yield curve in effect at the time of grant. The expected volatility is derived from historical volatility of our common stock. We suspended payments of dividends after the first quarter of 2011.

Restricted Stock Units

We granted restricted stock units (“RSUs”) to certain officers, key employees and non-employee directors of 118,995, 118,835, and 62,520 RSUs during the years ended December 31, 2021, 2020, and 2019, respectively, with weighted-average grant date fair values (equal to the fair market value of our stock on the date of grant) of $55.92, $27.62, and $41.04 per share, respectively. RSUs represent a right to receive a share of stock at future vesting dates with no cash payment required from the holder. The RSUs typically have a three year vesting term of 33%, 33% and 34% on the first, second and third anniversaries of the date of grant, respectively. If an employee terminates employment, their non-vested portion of the RSUs will not vest and all rights to the non-vested portion will terminate.

Restricted stock unit activity for the year ended December 31, 2021 was as follows:

	Number of Restricted Stock Units	Weighted-Average Grant Date Fair Value
Outstanding at January 1, 2021	165,907	$ 30.70
Granted	118,995	$ 55.92
Vested	(74,958)	$ 31.61
Forfeited	(7,662)	$ 40.08
Outstanding at December 31, 2021	202,282	$ 44.85

The share-based compensation cost expensed for RSUs for the years ended December 31, 2021, 2020, and 2019 (before tax benefits) was $4.1 million, $2.6 million, and $2.4 million respectively, and is included in selling, general and administrative expenses on the consolidated income statements. At December 31, 2021, total unrecognized compensation cost (before tax benefits) related to RSUs of $5.6 million is expected to be recognized over a weighted average period of 1.7 years. The total fair value of RSUs vested for the years ended December 31, 2021, 2020, and 2019 was $4.2 million, $2.3 million, and $2.4 million, respectively. The tax benefit realized from vested RSUs for the years ended December 31, 2021, 2020, and 2019 was $1.0 million, $0.5 million, and $0.6 million, respectively.

Performance Stock Units

We granted performance stock awards (“PSUs”) to certain key employees of 182,886, 159,136, and 58,178 PSUs during the years ended December 31, 2021, 2020, and 2019, respectively, with weighted-average grant date fair values of $49.76, $29.65, and $43.80 per share, respectively. PSU awards are subject to the attainment of performance goals established by the Compensation Committee, the periods during which performance is to be measured, and all other limitations and conditions applicable to the awarded shares. Performance goals are based on a pre-established objective formula that specifies the manner of determining the number of PSUs that will be granted if performance goals are attained. If an employee terminates employment, their non-vested portion of the PSUs will not vest and all rights to the non-vested portion will terminate.

Performance stock activity for the year ended December 31, 2021 was as follows:

	Number of Performance Stock Units	Weighted-Average Grant Date Fair Value
Outstanding at January 1, 2021	288,954	$ 31.95
Granted	182,886	$ 49.76
Vested	(172,277)	$ 33.76
Forfeited	—	$ —
Outstanding at December 31, 2021	299,563	$ 41.16

The share-based compensation cost expensed for PSUs for the years ended December 31, 2021, 2020, and 2019 (before tax benefits) was $5.9 million, $4.9 million and $3.2 million, respectively, and is included in selling, general and administrative expenses on the consolidated income statements. At December 31, 2021, total unrecognized compensation cost (before tax benefits) related to PSUs of $7.0 million is expected to be recognized over a weighted-average period of 1.5 years. The total fair value of PSUs vested during the years ended December 31, 2021, 2020, and 2019, was $9.6 million, $3.7 million, and $3.8 million, respectively. The tax benefit realized from PSUs for the years ended December 31, 2021, 2020, and 2019 were $2.3 million, $0.9 million, and $0.9 million, respectively.

Note 11. Employee Benefit Plans

Supplemental Retirement Plans

We have three unfunded supplemental retirement plans. The first plan was suspended in 1986, but continues to cover certain former executives. The second plan was suspended in 1997, but continues to cover certain current and retired directors. The third plan covers certain current and retired employees and further employee contributions to this plan were suspended on August 5, 2011. The liability for the third plan and interest thereon is included in accrued employee compensation and long-term liabilities were both zero at December 31, 2021, and zero and $0.1 million, respectively, at December 31, 2020. The accumulated benefit obligations of the first two plans at December 31, 2021 and December 31, 2020 were both $0.3 million, and are included in accrued liabilities.

Defined Contribution 401(k) Plans

We sponsor a 401(k) defined contribution plan for all our employees. The plan allows the employees to make annual voluntary contributions not to exceed the lesser of an amount equal to 25% of their compensation or limits established by the Internal Revenue Code. Under this plan, we generally provide a match equal to 50% of the employee’s contributions up to the first 6% of compensation, except for union employees who are not eligible to receive the match. Our provision for matching and profit sharing contributions for the three years ended December 31, 2021, 2020, and 2019 was $2.8 million, $2.6 million, and $2.7 million, respectively.

Other Plans

We have a defined benefit pension plan covering certain hourly employees of a subsidiary (the “Pension Plan”). Pension Plan benefits are generally determined on the basis of the retiree’s age and length of service. Assets of the Pension Plan are composed primarily of fixed income and equity securities. We also have a retirement plan covering certain current and retired employees (the “LaBarge Retirement Plan”). As part of the acquisition of CTP, we acquired their defined benefit pension plan (the “CTP Pension Plan”), which covered certain current and retired employees that were fully funded by CTP as of the acquisition date in April 2018. The CTP Pension Plan was suspended as of the acquisition date but continued to cover certain current and former CTP employees. The CTP Pension Plan gross assets, liabilities, and current year expense were immaterial for disclosure purposes. The CTP Pension Plan was subsequently liquidated in November 2019 with no loss recorded as a pension plan escrow fund was established as part of the acquisition to cover any losses until it was liquidated.

The components of net periodic pension cost for the Pension Plan and LaBarge Retirement Plan in aggregate are as follows:

	(In thousands) Years Ended December 31,		
	2021	2020	2019
Service cost	$ 676	$ 622	$ 503
Interest cost	1,010	1,209	1,388
Expected return on plan assets	(1,895)	(1,761)	(1,644)
Amortization of actuarial losses	1,285	993	885
Net periodic pension cost	$ 1,076	$ 1,063	$ 1,132

The components of the reclassifications of net actuarial losses from accumulated other comprehensive loss to net income for 2021 were as follows:

	(In thousands) Year Ended December 31,
	2021
Amortization of actuarial loss - total before tax [(1)]	$ 1,285
Tax benefit	(309)
Net of tax	$ 976

(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.

The estimated net actuarial loss for both plans that will be amortized from accumulated other comprehensive loss into net periodic cost during 2022 is $1.3 million.

Table of Contents

The obligations, fair value of plan assets, and funded status of both plans are as follows:

	(In thousands) December 31, 2021	2020
Change in benefit obligation[1]		
Beginning benefit obligation (January 1)	$ 42,804	$ 39,085
Service cost	676	622
Interest cost	1,010	1,209
Actuarial (gain) loss	(2,537)	3,491
Benefits paid	(2,148)	(1,603)
Ending benefit obligation (December 31)	$ 39,805	$ 42,804
Change in plan assets		
Beginning fair value of plan assets (January 1)	$ 30,632	$ 28,443
Return on assets	3,122	2,300
Employer contribution	2,095	1,492
Benefits paid	(2,151)	(1,603)
Ending fair value of plan assets (December 31)	$ 33,698	$ 30,632
Funded status (underfunded)	$ (6,107)	$ (12,172)
Amounts recognized in the consolidated balance sheet		
Current liabilities	$ 427	$ 605
Non-current liabilities	$ 5,680	$ 11,567
Unrecognized loss included in accumulated other comprehensive loss		
Beginning unrecognized loss, before tax (January 1)	$ 12,620	$ 10,660
Amortization	(1,282)	(993)
Liability (gain) loss	(2,537)	3,491
Asset (gain) loss	(1,228)	(538)
Ending unrecognized loss, before tax (December 31)	7,573	12,620
Tax impact	(1,827)	(3,003)
Unrecognized loss included in accumulated other comprehensive loss, net of tax	$ 5,746	$ 9,617

(1) Projected benefit obligation equals the accumulated benefit obligation for the plans.

On December 31, 2021, our annual measurement date, the accumulated benefit obligation exceeded the fair value of the plans assets by $6.1 million. Such excess is referred to as an unfunded accumulated benefit obligation. We recorded unrecognized loss included in accumulated other comprehensive loss, net of tax at December 31, 2021 and 2020 of $5.7 million and $9.6 million, respectively, which decreased shareholders' equity. This charge to shareholders' equity represents a net loss not yet recognized as pension expense. This charge did not affect reported earnings, and would be decreased or be eliminated if either interest rates increase or market performance and plan returns improve which will cause the Pension Plan to return to fully funded status.

Our Pension Plan asset allocations at December 31, 2021 and 2020, by asset category, were as follows:

	December 31, 2021	2020
Equity securities	69%	67%
Cash and equivalents	1%	—%
Debt securities	30%	33%
Total[1]	100%	100%

(1) Our overall investment strategy is to achieve an asset allocation within the following ranges to achieve an appropriate rate of return relative to risk.

Cash	0-10%
Fixed income securities	15-75%
Equities	30-80%

Pension Plan assets consist primarily of listed stocks and bonds and do not include any of the Company's securities. The return on assets assumption reflects the average rate of return expected on funds invested or to be invested to provide for the benefits included in the projected benefit obligation. We select the return on asset assumption by considering our current and target asset allocation. We consider information from various external investment managers, forward-looking information regarding expected returns by asset class and our own judgment when determining the expected returns.

	(In thousands) Year Ended December 31, 2021			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 414	$ —	$ —	$ 414
Fixed income securities	3,648	—	—	3,648
Equities[1]	7,446	—	—	7,446
Other investments	1,199	—	—	1,199
Total plan assets at fair value	$ 12,707	$ —	$ —	12,707
Pooled funds				20,991
Total fair value of plan assets				$ 33,698

	(In thousands) Year Ended December 31, 2020			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 136	$ —	$ —	$ 136
Fixed income securities	2,983	—	—	2,983
Equities[1]	3,331	—	—	3,331
Other investments	1,097	—	—	1,097
Total plan assets at fair value	$ 7,547	$ —	$ —	7,547
Pooled funds				23,085
Total fair value of plan assets				$ 30,632

(1) Represents mutual funds and commingled accounts which invest primarily in equities, but may also hold fixed income securities, cash and other investments. Commingled funds with publicly quoted prices and actively traded are classified as Level 1 investments.

Pooled funds are measured using the net asset value ("NAV") as a practical expedient for fair value as permissible under the accounting standard for fair value measurements and have not been categorized in the fair value hierarchy in accordance with ASU 2015-07, "Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)." Pooled fund NAVs are provided by the trustee and are determined by reference to the fair value of the underlying securities of the trust, less its liabilities, which are valued primarily through the use of directly or indirectly observable inputs. Depending on the pooled fund, underlying securities may include marketable equity securities or fixed income securities.

The assumptions used to determine the benefit obligations and expense for our two plans are presented in the tables below. The expected long-term return on assets, noted below, represents an estimate of long-term returns on investment portfolios consisting of a mixture of fixed income and equity securities. The estimated cash flows from the plans for all future years are determined based on the plans' population at the measurement date. We used the expected benefit payouts from the plans for each year into the future and discounted them back to the present using the Wells Fargo yield curve rate for that duration.

The weighted-average assumptions used to determine the net periodic benefit costs under the two plans were as follows:

	Years Ended December 31,		
	2021	2020	2019
Discount rate used to determine pension expense			
Pension Plan	2.50%	3.22%	4.23%
LaBarge Retirement Plan	1.85%	2.85%	4.00%

The weighted-average assumptions used to determine the benefit obligations under the two plans were as follows:

	December 31,		
	2021	2020	2019
Discount rate used to determine value of obligations			
Pension Plan	2.85%	2.50%	3.22%
LaBarge Retirement Plan	2.35%	1.85%	2.85%
Long-term rate of return - Pension Plan only	6.25%	6.25%	7.00%

The following benefit payments under both plans, which reflect expected future service, as appropriate, are expected to be paid:

	(In thousands)	
	Pension Plan	LaBarge Retirement Plan
2022	$ 1,389	$ 427
2023	$ 1,457	$ 410
2024	$ 1,580	$ 391
2025	$ 1,668	$ 372
2026	$ 1,757	$ 354
2027 - 2031	$ 9,480	$ 1,504

Our funding policy is to contribute cash to our plans so that the minimum contribution requirements established by government funding and taxing authorities are met. We expect to make contributions of $0.7 million to the plans in 2022.

Note 12. Indemnifications

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

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

Note 13. Income Taxes

Our pre-tax income attributable to foreign operations was not material. The provision for income tax expense consisted of the following:

	(In thousands) Years Ended December 31,		
	2021	2020	2019
Current tax expense			
Federal	$ 31,171	$ 2,525	$ 5,802
State	2,829	(459)	1,067
	34,000	2,066	6,869
Deferred tax expense (benefit)			
Federal	107	1,294	(650)
State	841	(553)	(917)
	948	741	(1,567)
Income tax expense	$ 34,948	$ 2,807	$ 5,302

We recognized net income tax benefits from deductions of share-based payments in excess of compensation cost recognized for financial reporting purposes of $0.9 million, $0.4 million, and $0.8 million for the years ended December 31, 2021, 2020, and 2019, respectively.

Deferred tax (liabilities) assets were comprised of the following:

	(In thousands) December 31, 2021	2020
Deferred tax assets:		
Accrued expenses	$ 620	$ 558
Allowance for doubtful accounts	269	371
Contract overrun reserves	680	546
Deferred compensation	272	113
Deferred revenue	1,570	18
Employment-related accruals	4,028	5,912
Environmental reserves	499	493
Federal tax credit carryforwards	133	133
Inventory reserves	2,957	2,684
Operating lease liabilities	8,145	4,186
Pension obligation	1,550	2,915
Federal and state net operating loss carryforwards	4,243	5,125
State tax credit carryforwards	7,123	9,271
Stock-based compensation	2,584	2,179
Other	2,503	1,526
Total gross deferred tax assets	37,176	36,030
Valuation allowance	(7,718)	(9,330)
Total gross deferred tax assets, net of valuation allowance	29,458	26,700
Deferred tax liabilities:		
Depreciation	(11,986)	(11,255)
Goodwill	(6,557)	(5,493)
Intangibles	(20,337)	(22,298)
Operating lease right-of-use assets	(7,931)	(3,879)
Prepaid insurance	(534)	(385)
Other	(840)	(349)
Total gross deferred tax liabilities	(48,185)	(43,659)
Net deferred tax liabilities	$ (18,727)	$ (16,959)

We have federal and state tax net operating losses of $15.1 million and $18.2 million, respectively, as of December 31, 2021. The federal net operating losses acquired from the acquisition of Nobles are subject to an annual limitation under Internal Revenue Code Section 382; however, we expect to fully realize them under ASC Subtopic 740-10 before they begin to expire in 2033. The state net operating loss carryforwards include $10.7 million that is not expected to be realized due to various limitations and has been reduced by a valuation allowance. If not realized, the state net operating loss carryforwards, depending on the tax jurisdiction, will begin to expire between 2027 and 2038.

We have federal and state tax credit carryforwards of $0.1 million and $10.9 million, respectively, as of December 31, 2021. A valuation allowance of $9.0 million has been provided on state tax credit carryforwards that are not expected to be realized under ASC Subtopic 740-10. If not realized, the federal tax carryforwards will begin to expire in 2032 and state tax credit carryforwards, depending on the tax jurisdiction, will begin to expire between 2022 and 2036.

We believe it is more likely than not that we will generate sufficient taxable income to realize the benefit of the remaining deferred tax assets.

The principal reasons for the variation between the statutory and effective tax rates were as follows:

	Years Ended December 31,		
	2021	2020	2019
Statutory federal income tax rate	21.0%	21.0%	21.0%
State income taxes (net of federal benefit)	3.1	4.6	3.6
Foreign derived intangible income deduction	—	(0.4)	(1.2)
Stock-based compensation expense	(0.5)	(1.4)	(2.1)
Research and development tax credits (1)	(3.0)	(13.8)	(7.8)
Other tax credits	—	(0.3)	—
Changes in valuation allowance	(1.0)	(0.4)	(1.6)
Non-deductible book expenses	0.7	3.6	3.9
Changes in deferred tax assets	—	(0.2)	(2.2)
Changes in tax reserves	0.2	(4.6)	1.2
Other	—	0.7	(0.8)
Effective income tax rate	20.5%	8.8%	14.0%

(1) For 2020, (3.4)% is additional research and development tax credits related to 2019.

Our total amount of unrecognized tax benefits was $4.4 million, $4.1 million, and $5.7 million at December 31, 2021, 2020, and 2019, respectively. We record interest and penalty charges, if any, related to uncertain tax positions as a component of tax expense and unrecognized tax benefits. The amounts accrued for interest and penalty charges as of December 31, 2021, 2020, and 2019 were not significant. If recognized, $2.6 million would affect the effective income tax rate. As a result of statute of limitations set to expire in 2022, we expect decreases to our unrecognized tax benefits of approximately $0.7 million in the next twelve months.

A reconciliation of the beginning and ending amount of unrecognized tax benefits was as follows:

	(In thousands) Years Ended December 31,		
	2021	2020	2019
Balance at January 1,	$ 4,069	$ 5,663	$ 5,283
Additions for tax positions related to the current year	562	418	408
Additions for tax positions related to prior years	180	157	—
Reductions for tax positions related to prior years	—	—	(28)
Reductions for lapse of statute of limitations	(376)	(2,169)	—
Balance at December 31,	$ 4,435	$ 4,069	$ 5,663

We file U.S. Federal and state income tax returns. We are subject to examination by the Internal Revenue Service ("IRS") for tax years after 2017 and by state taxing authorities for tax years after 2016. While we are no longer subject to examination prior to those periods, carryforwards generated prior to those periods may still be adjusted upon examination by the IRS or state taxing authorities if they either have been or will be used in a subsequent period. We believe we have adequately accrued for tax deficiencies or reductions in tax benefits, if any, that could result from the examination and all open audit years.

In March 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") that provided tax relief to individuals and businesses affected by the coronavirus pandemic. We considered the provisions of the CARES Act and determined they do not have a material impact on our overall income taxes. We utilized the option to defer payment of the employer portion of payroll taxes (Social Security) that would otherwise be required to be made during the period beginning March 27, 2020 to December 31, 2020. As such, as of December 31, 2020, we deferred payment of income tax deductions related to payroll taxes of $6.1 million and recorded the related deferred tax asset of $1.4 million, which was included as part of the net deferred income taxes on the consolidated balance sheet. We were required to and made the payments for 50% of the deferred payroll taxes by December 31, 2021. As of December 31, 2021, the remaining unpaid deferred income tax deductions related to payroll taxes is $3.1 million and the related deferred tax asset of $0.7 million is included as part of the net deferred income taxes on the consolidated balance sheet.

In December 2020, the U.S. enacted the Consolidated Appropriations Act, 2021 ("Appropriations Act") that provided additional tax relief to individuals and businesses affected by the coronavirus pandemic. We considered the provisions of the Appropriations Act and determined they do not have a material impact to our overall income taxes.

On March 11, 2021, the U.S. enacted the American Rescue Plan Act of 2021 (“Rescue Plan”). The amendment to Section 162(m) expanding the definition of covered employee to also include the next five highest compensated employees in the limitation will apply to us effective January 1, 2027. We do not expect any tax impacts to be material. We considered other provisions in the Rescue Plan and determined they have no or minimal impact to our overall income taxes.

The Tax Cuts and Jobs Act of 2017 (“TCJA”), which was signed into U.S. law in December 2017, eliminated the option to immediately deduct research and development expenditures in the year incurred under Section 174 effective January 1, 2022. The amended provision under Section 174 requires us to capitalize and amortize these expenditures over five years. Although there is proposed legislation to temporarily reinstate the current deduction of the expenditures after 2021 through 2025, we must consider the changes under the TCJA. If the provision is not deferred, modified, or repealed, with retroactive effect to January 1, 2022, it may result in a material impact on cash from operating activities and the balance of our deferred taxes. The actual impact will depend on if and when this provision is deferred, modified, or repealed by Congress, including if retroactively to January 1, 2022, and the amount of research and development expenditures incurred in 2022. We are monitoring legislation for any further changes to Section 174 and the impact to the financial statements in 2022.

Note 14. Commitments and Contingencies

In December 2020, a representative action under California’s Private Attorneys General Act was filed against us in the Superior Court for the State of California, County of San Bernardino. We received service of process of this complaint on January 28, 2021. The complaint alleges violations of California’s wage and hour laws relating to our current and former employees and seeks attorney’s fees and penalties. We vigorously refuted and defended these claims, and reached a tentative settlement of $0.8 million during the fourth quarter 2021, which is subject to court approval. Thus, we recorded accrued liabilities of $0.8 million as of December 31, 2021.

Structural Systems has been directed by California environmental agencies to investigate and take corrective action for groundwater contamination at our facilities located in El Mirage and Monrovia, California. Based on currently available information, we have established an accrual for its estimated liability for such investigation and corrective action of $1.5 million as of both December 31, 2021 and December 31, 2020, which is reflected in other long-term liabilities on our consolidated balance sheets.

Structural Systems also faces liability as a potentially responsible party for hazardous waste disposed at landfills located in Casmalia and West Covina, California. Structural Systems 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, we preliminarily estimate that the range of our future liabilities in connection with the landfill located in West Covina, California is between $0.4 million and $3.1 million. We have established an accrual for the estimated liability in connection with the West Covina landfill of $0.4 million as of both December 31, 2021 and December 31, 2020, which is reflected in other long-term liabilities on our consolidated balance sheets. Our 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 June 2020, a fire severely damaged our performance center in Guaymas, Mexico, which is part of our Structural Systems segment. There were no injuries, however, property and equipment, inventories, and tooling in this leased facility were damaged. Our Guaymas performance center is comprised of two buildings with an aggregate total of 62,000 square feet. The loss of production from the Guaymas performance center is being absorbed by our other existing performance centers. A neighboring, non-related manufacturing facility, also suffered fire damage during the same time as the fire that severely damaged our Guaymas performance center. The cause of the fire is still undetermined and as such, there is no amount of loss that is probable and reasonably estimable at this time.

Our insurance covers damage to the facility, equipment, unfinished inventory, and other assets at replacement cost, finished goods inventory at selling price, as well as business interruption, third party property damage, and recovery related expenses caused by the fire, less our per claim deductible. The anticipated insurance recoveries related to losses and incremental costs incurred are recognized when receipt is probable. The anticipated insurance recoveries in excess of net book value of the damaged operating assets and business interruption will not be recorded until all contingencies related to our claim have been resolved. During the year ended December 31, 2020, $0.8 million of revenue and $0.5 million of related cost of sales were reversed for revenue previously recognized using the over time method as the revenue recognition process for these items were deemed to be interrupted as a result of these inventory items being damaged. Also during the year ended December 31, 2020, we wrote off property and equipment and tooling with an aggregate total net book value of $7.1 million and inventory on hand of $3.4 million that were damaged by the fire. The related anticipated insurance recoveries were also presented within the same financial statement line item in the consolidated statements of income resulting in no net impact, with the anticipated insurance recoveries receivable included as part of other current assets on the consolidated balance sheets. As of December 31, 2021,

$13.5 million of general insurance recoveries have been received to date. The timing of and the remaining amounts of insurance recoveries, including for business interruption, are not known at this time.

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 in the ordinary course of business. While it is not feasible to predict the outcome of these matters, Ducommun does not presently expect that any sum it may be required to pay in connection with these matters would have a material adverse effect on its consolidated financial position, results of operations or cash flows.

Note 15. Major Customers and Concentrations of Credit Risk

We provide proprietary products and services to the Department of Defense and various United States Government agencies, and most of the aerospace and aircraft manufacturers who receive contracts directly from the U.S. Government as an original equipment manufacturer (“Primes”). In addition, we also service technology-driven markets in the industrial, medical and other end-use markets. As a result, we have significant net revenues from certain customers. Accounts receivable were diversified over a number of different commercial, military and space programs and were made by both operating segments. Net revenues from our top ten customers, including The Boeing Company (“Boeing”), Lockheed Martin Corporation (“Lockheed Martin”), Northrop Grumman Corporation (“Northrop”), Raytheon Technologies Corporation (“Raytheon”), and Spirit AeroSystems Holdings, Inc. (“Spirit”), represented the following percentages of total net revenues:

	Years Ended December 31,		
	2021	2020	2019
Boeing	7.8 %	10.5 %	16.6 %
Lockheed Martin	4.4 %	5.0 %	4.0 %
Northrop	7.1 %	9.1 %	4.0 %
Raytheon	24.4 %	20.9 %	15.6 %
Spirit	3.8 %	3.3 %	12.2 %
Top ten customers [(1)]	61.1 %	61.1 %	65.4 %

(1) Includes Boeing, Lockheed Martin, Northrop, Raytheon, and Spirit.

Boeing, Lockheed Martin, Northrop, Raytheon, and Spirit represented the following percentages of total accounts receivable:

	December 31,	
	2021	2020
Boeing	3.5 %	4.8 %
Lockheed Martin	0.4 %	2.4 %
Northrop	10.9 %	12.3 %
Raytheon	17.8 %	15.0 %
Spirit	0.7 %	1.1 %

In 2021, 2020 and 2019, net revenues from foreign customers based on the location of the customer were $43.6 million, $58.5 million and $81.6 million, respectively. No net revenues from a foreign country were greater than 3.0% of total net revenues in 2021, 2020, and 2019. We have manufacturing facilities in Thailand and Mexico. Our net revenues, profitability and identifiable long-lived assets attributable to foreign revenues activity were not material compared to our net revenues, profitability and identifiable long-lived assets attributable to our domestic operations during 2021, 2020, and 2019. We are not subject to any significant foreign currency risks as all our sales are made in United States dollars.

Note 16. Business Segment Information

We supply products and services primarily to the aerospace and defense industries. Our subsidiaries are organized into two strategic businesses, Electronic Systems and Structural Systems, each of which is an operating segment as well as a reportable segment.

Financial information by reportable segment was as follows:

	(In thousands) Years Ended December 31, 2021	2020	2019
Net Revenues			
Electronic Systems	$ 412,648	$ 392,633	$ 360,373
Structural Systems	232,765	236,308	360,715
Total Net Revenues	$ 645,413	$ 628,941	$ 721,088
Segment Operating Income (Loss) (1)(2)			
Electronic Systems	$ 57,629	$ 51,894	$ 38,613
Structural Systems	20,234	19,584	46,836
	77,863	71,478	85,449
Corporate General and Administrative Expenses (3)	(28,982)	(25,972)	(29,216)
Operating Income	$ 48,881	$ 45,506	$ 56,233
Depreciation and Amortization Expenses			
Electronic Systems	$ 13,823	$ 14,038	$ 14,170
Structural Systems	14,331	14,559	13,663
Corporate Administration	235	253	472
Total Depreciation and Amortization Expenses	$ 28,389	$ 28,850	$ 28,305
Capital Expenditures			
Electronic Systems	$ 7,471	$ 5,037	$ 5,508
Structural Systems	8,463	8,570	13,338
Corporate Administration	—	—	—
Total Capital Expenditures	$ 15,934	$ 13,607	$ 18,846

(1) The results for 2021 include MagSeal’s results of operations which have been included in our consolidated statements of income since the date of acquisition as part of the Structural Systems segment. See Note 2.

(2) The results for 2019 includes Nobles’ results of operations which have been included in our consolidated statements of income since the date of acquisition as part of the Structural Systems segment.

(3) Includes cost not allocated to either the Electronic Systems or Structural Systems operating segments.

Segment assets include assets directly identifiable with each segment. Corporate assets include assets not specifically identified with a business segment, including cash. The following table summarizes our segment assets for 2021 and 2020:

	(In thousands) December 31, 2021	2020
Total Assets		
Electronic Systems	$ 490,814	$ 448,606
Structural Systems	408,118	325,604
Corporate Administration	79,803	63,137
Total Assets	$ 978,735	$ 837,347
Goodwill and Intangibles		
Electronic Systems	$ 191,789	$ 201,077
Structural Systems	153,669	94,497
Total Goodwill and Intangibles	$ 345,458	$ 295,574

On December 16, 2021, we acquired 100.0% of the outstanding equity interests of MagSeal for a purchase price of $69.5 million, net of cash acquired. We allocated the preliminary gross purchase price of $71.3 million to the assets acquired and liabilities assumed at their estimated fair values. The excess of the purchase price over the aggregate fair values of the net assets was recorded as goodwill. See Note 2.

DUCOMMUN INCORPORATED AND SUBSIDIARIES

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS

YEARS ENDED DECEMBER 31, 2021, 2020, AND 2019

(Dollars in thousands)

SCHEDULE II

Description	Balance at Beginning of Period	Charged to (Reduction of) Costs and Expenses	Deductions/(Recoveries)	Other[1]	Balance at End of Period
2021					
Allowance for Credit Losses	$ 1,552	$ 227	$ 681		$ 1,098
Valuation Allowance on Deferred Tax Assets	$ 9,330	$ (1,612)	$ —	$ —	$ 7,718
2020					
Allowance for Credit Losses	$ 1,321	$ 231	$ —	$ —	$ 1,552
Valuation Allowance on Deferred Tax Assets	$ 9,375	$ (111)	$ —	$ 66	$ 9,330
2019					
Allowance for Credit Losses	$ 1,135	$ 219	$ 33	$ —	$ 1,321
Valuation Allowance on Deferred Tax Assets	$ 9,083	$ (593)	$ —	$ 885	$ 9,375

(1) Includes opening balances of Nobles Worldwide, Inc. acquired in October 2019.

EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of September 11, 2017, among Ducommun LaBarge Technologies, Inc., LS Holdings Company LLC, and DLS Company LLC. Incorporated by reference to Exhibit 2.1 to Form 8-K filed on September 11, 2017.
2.2	Agreement and Plan of Merger, dated as of October 8, 2019, among Ducommun LaBarge Technologies, Inc., DLT Acquisition, Inc., Nobles Parent Inc., and the Stockholder Representative. Incorporated by reference to Exhibit 2.1 to Form 8-K filed on October 9, 2019.
2.3	Equity Purchase Agreement dated December 15, 2021, by and between Ducommun LaBarge Technologies, Inc., Mag Parent, Inc. and Thomas B. Colby and Lyman J. Colby. Incorporated by reference to Exhibit 2.1 to Form 8-K filed on December 16, 2021.
2.4	Agreement of Purchase and Sale and Agreement to Enter into Lease dated as of December 16, 2021 by and among Ducommun Aerostructures, Inc. and Centerpoint 268 Gardena LLC. Incorporated by reference to Exhibit 2.1 to Form 8-K filed on December 20, 2021.
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 to Bylaws dated January 5, 2017. Incorporated by reference to Exhibit 99.2 to Form 8-K dated January 9, 2017.
3.5	Amendment to Bylaws dated February 21, 2018. Incorporated by reference to Exhibit 3.1 to Form 8-K dated February 26, 2018.
3.6	Amendment to Bylaws dated March 5, 2021. Incorporated by reference to Exhibit 3.1 to Form 8-K dated March 8, 2021.
4.1	Description of Ducommun Incorporated Securities Registered under Section 12 of the Exchange Act. Incorporated by reference to Exhibit 4.1 to Form 10-K for the year ended December 31, 2019.
10.1	Second Amendment to Amended and Restated Credit Agreement entered into on March 20, 2020.
10.2	Incremental Term Loan Lender Joinder Agreement and Additional Credit Extension Amendment, dated as of December 20, 2019, by and among Ducommun Incorporated, as Borrower, the subsidiaries of the Borrower party thereto, as Guarantors, Bank of America, N.A., as Administrative Agent, Swingline Lender and an L.C. Issuer, and the lender party thereto. Incorporated by reference to Exhibit 10.1 to Form 8-K filed on December 20, 2019.
10.3	Credit Agreement, dated as of November 21, 2018, among Ducommun Incorporated, certain of its subsidiaries, Bank of America, N.A., as administrative agent, swingline lender and issuing bank, and other lenders party thereto. Incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 26, 2018.
*10.4	2013 Stock Incentive Plan (Amended and Restated May 2, 2018). Incorporated by reference to Appendix A of Definitive Proxy Statement on Schedule 14a, filed on March 23, 2018.
*10.5	2020 Employee Stock Incentive Plan. Incorporated by reference to Appendix A of Definitive Proxy Statement on Schedule 14a, filed on March 20, 2020.
*10.6	2018 Employee Stock Purchase Plan. Incorporated by reference to Appendix B of Definitive Proxy Statement on Schedule 14a, filed on March 23, 2018.
*10.7	2020 Employee Stock Purchase Plan. Incorporated by reference to Appendix A of Definitive Proxy Statement on Schedule 14a, filed on March 20, 2020.
*10.8	Form of Stock Option Agreement for 2016 and earlier. Incorporated by reference to Exhibit 10.8 to Form 10-K for the year ended December 31, 2003.
*10.9	Form of Stock Option Agreement for 2017. Incorporated by reference to Exhibit 10.5 to Form 10-K for the year ended December 31, 2016.

Exhibit No.	Description

*10.10 Form of Stock Option Agreement for 2018 and after. Incorporated by reference to Exhibit 4.7 to Form S-8, filed on May 10, 2018.

*10.11 Form of Restricted Stock Unit Agreement for 2017 through 2019. Incorporated by reference to Exhibit 10.9 to Form 10-K for the year ended December 31, 2016.

*10.12 Performance Restricted Stock Unit Agreement dated January 23, 2017 between Ducommun Incorporated and Stephen G. Oswald. Incorporated by reference to Exhibit 10.11 to Form 10-K for the year ended December 31, 2016.

*10.13 Form of Performance Stock Unit Agreement for 2020 and after. Incorporated by reference to Exhibit 10.18 to Form 10-Q for the period ended June 27, 2020.

*10.14 Form of Restricted Stock Unit Agreement for Non-Qualified Deferred Compensation Plan Participants for 2020 and after. Incorporated by reference to Exhibit 10.19 to Form 10-Q for the period ended June 27, 2020.

*10.15 Form of Restricted Stock Unit Agreement for 2020 and after. Incorporated by reference to Exhibit 10.20 to Form 10-Q for the period ended June 27, 2020.

*10.16 Form of Stock Option Agreement for 2020 and after. Incorporated by reference to Exhibit 10.21 to Form 10-Q for the period ended June 27, 2020.

*10.17 Form of Performance Restricted Stock Unit Agreement for 2020. Incorporated by reference to Exhibit 10.22 to Form 10-Q for the period ended June 27, 2020.

*10.18 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.

*10.19 Non Qualified Deferred Compensation. Incorporated by reference to Exhibit 4.6 to Form S-8 dated November 26, 2019.

*10.20 Key Executive Severance Agreement between Ducommun Incorporated and Stephen G. Oswald dated January 23, 2017. Incorporated by reference to Exhibit 99.1 to Form 8-K dated January 27, 2017.

*10.21 Form of Key Executive Severance Agreement between Ducommun Incorporated and each of the individuals listed below. Incorporated by reference to Exhibit 99.2 to Form 8-K dated January 27, 2017. All of the Key Executive Severance Agreements are identical except for the name of the person, the address for notice, and the date of the Agreement:

Executive Officer	Date of Agreement
Jerry L. Redondo	January 23, 2017
Rajiv A. Tata	January 24, 2020
Christopher D. Wampler	January 23, 2017

*10.22 Employment Letter Agreement dated January 3, 2017 between Ducommun Incorporated and Stephen G. Oswald. Incorporated by reference to Exhibit 99.1 to Form 8-K dated January 9, 2017.

*10.23 Separation and Release Agreement dated June 26, 2019 between Ducommun Incorporated and Douglas L. Groves. Incorporated by reference to Exhibit 10.1 to Form 8-K filed on June 28, 2019.

*10.24 Retirement and Release Agreement dated November 29, 2021 between Ducommun Incorporated and Rosalie F. Rogers.

Exhibit No.	Description
10.25	Form of Indemnity Agreement entered with all directors and officers of Ducommun. Incorporated by reference to Exhibit 10.8 to Form 10-K for the year ended December 31, 1990. All of the Indemnity Agreements are identical except for the name of the director or officer and the date of the Agreement:

Director/Officer	Date of Agreement
Richard A. Baldridge	March 19, 2013
Shirley G. Drazba	October 18, 2018
Robert C. Ducommun	December 31, 1985
Dean M. Flatt	November 5, 2009
Jay L. Haberland	February 2, 2009
Sheila G. Kramer	June 1, 2021
Stephen G. Oswald	January 23, 2017
Jerry L. Redondo	October 1, 2015
Samara A. Strycker	December 30, 2021
Rajiv A. Tata	January 24, 2020
Christopher D. Wampler	January 1, 2016

21 Subsidiaries of the registrant.

23 Consent of Independent Registered Public Accounting Firm.

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 Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL

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

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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* Indicates an executive compensation plan or arrangement.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and 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
Date: February 23, 2022	By:	/s/ Stephen G. Oswald
		Stephen G. Oswald Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been duly signed below by the following persons on behalf of the registrant and in the capacities indicated on February 23, 2022.

Signature	Title
/s/ Stephen G. Oswald Stephen G. Oswald	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ Christopher D. Wampler Christopher D. Wampler	Vice President, Chief Financial Officer, Controller and Treasurer (Principal Financial and Principal Accounting Officer)
/s/ Richard A. Baldridge Richard A. Baldridge	Director
/s/ Shirley G. Drazba Shirley G. Drazba	Director
/s/ Robert C. Ducommun Robert C. Ducommun	Director
/s/ Dean M. Flatt Dean M. Flatt	Director
/s/ Jay L. Haberland Jay L. Haberland	Director
/s/ Sheila G. Kramer Sheila G. Kramer	Director
/s/ Samara A. Strycker Samara A. Strycker	Director

RETIREMENT AND RELEASE AGREEMENT

This RETIREMENT AND RELEASE AGREEMENT (this "Agreement") is entered into between the undersigned individual ("Executive") and Ducommun Incorporated, a Delaware corporation (the "Company") and is dated as of November 29, 2021. Reference is made to that certain Key Executive Severance Agreement, dated January 23, 2017, between Executive and the Company (the "Severance Agreement"). Any capitalized terms used herein and not defined shall have the meanings given to such terms in the Severance Agreement.

In consideration of the mutual covenants undertaken in this Agreement, Executive and the Company hereby acknowledge and agree as follows:

1. Retirement.

(a) Executive has previously indicated to the Company her desire to terminate her employment with the Company in order to retire.

(b) The Company and Executive hereby agree that Executive shall continue to actively provide services to the Company through December 3, 2021 and that her last day of employment with the Company shall occur on January 4, 2022 (the "Retirement Date").

(c) By signing below, Executive and the Company further acknowledge and agree that Executive shall resign, effective as of the Retirement Date, from all positions that she may hold as an employee, officer or director of the Company and/or any of its subsidiaries or affiliates.

(d) Executive acknowledges and agrees that her termination of employment with the Company and its subsidiaries and affiliates due to her retirement does not entitle her to receive any payments or benefits pursuant to the Severance Agreement.

2. Accrued Benefits; Retirement Benefits.

(a) *Accrued Benefits*. The Company shall pay to Executive the following: (i) any earned, but unpaid, annual base salary through the Retirement Date with such amount paid no later than the Retirement Date; (ii) any accrued but unpaid paid time off through the Retirement Date with such amount paid on the Retirement Date; (iii) any non-forfeitable benefits payable to Executive under the terms of any deferred compensation or other benefit plan maintained by the Company, payable in accordance with the terms of the applicable plan; and (iv) any reasonable business expenses incurred by Executive in accordance with the business expense policy of the Company that remain unreimbursed as of the Retirement Date. The payments and benefits described in this Section 2(a) are the "Accrued Benefits".

(b) *Retirement Benefits*. Subject to Executive's execution and non-revocation of this Agreement and the effectiveness of the release of claims set forth in this Agreement and the Supplemental Release (as defined below), the Company shall provide to Executive (or, in the event of Executive's death following the Retirement Date, Executive's estate) the following payments and benefits:

(i) A lump sum cash payment equal to approximately $490,816 payable in Q1 2022 on the first regularly-scheduled payroll date following the date the Supplemental Release becomes effective and irrevocable. Such cash payment represents (A) twelve months of base salary, (B) a cash payment for 2021 equal to the annual cash bonus that Executive would have otherwise been eligible to earn for fiscal year 2021 and (C) COBRA premiums for twelve months.

(ii) In addition, and notwithstanding any terms to the contrary in any of the applicable award agreements or plan documents, all outstanding long-term incentive awards granted to Executive prior to the Retirement Date (including stock options, restricted stock units and performance stock units) shall continue to vest and, if applicable, settle in accordance with the vesting schedule set forth in the underlying award agreement; *provided, for the avoidance of doubt*, that the performance stock units will vest in accordance with the formula set forth in the underlying award agreement for purposes of determining vesting following Executive's "retirement" (as such term is defined in the applicable award agreement). The settlement date for time-based restricted stock units shall be the same as the vesting date set forth in the underlying award agreement.

Such aforementioned payments and benefits shall also be subject to Executive's execution and non-revocation of the supplemental release of claims attached hereto as Exhibit A (the "Supplemental Release").

3. No Other Compensation. Executive acknowledges and agrees that, as of the Retirement Date, except as otherwise expressly provided in this Agreement and the terms and conditions applicable to stock awards granted to Executive pursuant to the Company's 2013 Stock Incentive Plan and the 2020 Stock Incentive Plan prior to the Retirement Date (as such terms and conditions have been modified by this Agreement), Executive shall not be entitled to receive or be eligible for any payments, severance or sums from the Company under any offer letter, agreement (including, for the avoidance of doubt, the Severance Agreement), plan or otherwise with respect to Executive's employment with the Company and/or the termination of Executive's employment with the Company, and no compensation, severance or other benefits shall accrue beyond the Retirement Date; provided however, that Executive shall be entitled to receive any bonus payment approved by the Compensation Committee of the Board of Directors prior to the date of this Agreement in recognition of Executive's contributions to the Company. Notwithstanding the foregoing, nothing herein shall prevent, nor shall the Company contest, Executive from exercising any rights or claiming any benefits for which he may otherwise be eligible under applicable state unemployment and/or disability insurance programs.

4. Notices. All notices and other communications hereunder shall be in writing and shall be deemed duly given (a) on the date of delivery if delivered personally, or if by facsimile or e-mail, upon written confirmation of receipt by facsimile, e-mail or otherwise, (b) on the first business day following the date of dispatch if delivered utilizing a next-day service by a recognized next-day courier or (c) on the earlier of confirmed receipt or the fifth business day following the date of mailing if delivered by registered or certified mail, return receipt requested, postage prepaid. All notices hereunder shall be delivered to the addresses set forth below, or pursuant to such other instructions as may be designated in writing by the party to receive such notice:

To Company: Ducommun Incorporated
200 Sandpointe Avenue
Suite 700
Santa Ana, California 92707
Attention: Chief Executive Officer

To Executive: Rosalie F. Rogers
[Home Address]

5. Release by Executive. Except for those obligations of the Company under this Agreement, Executive, on behalf of Executive and Executive's dependents, successors, heirs, assigns, agents, and executors (collectively, the "Executive Releasors"), hereby releases and discharges and covenants not to sue, to the maximum extent permitted by law, the Company and its predecessors, successors, subsidiaries, parents, branches, divisions, and other affiliates, and each of their current and former directors, officers, employees, shareholders, representatives, attorneys, successors and assignees, past and present, and each of them (individually and collectively, "Company Releasees") from and with respect to any and all claims, wages, agreements, obligations, demands and causes of action, known or unknown, suspected or unsuspected, concealed or hidden (collectively, "Claims"), of any kind whatsoever, including, without limitation, any Claims arising out of or in any way connected with Executive's employment relationship with or separation from, the Company, any Claims for severance pay, bonus or similar benefit, sick leave, pension, retirement, vacation pay, life insurance, health or medical insurance or any other fringe benefit, any benefits arising from any benefit plan, workers' compensation or disability, and any other Claims resulting from any act or omission by or on the part of Releasees committed or omitted prior to the date of this Agreement, including by way of example only, any Claims under the Age Discrimination in Employment in Employment Act (as amended by the Older Workers' Benefit Protection Act), Title VII of the Civil Rights Act of 1964; the Federal Civil Rights Act of 1991; the Worker Adjustment and Retraining Notification Act of 1988; the Americans with Disabilities Act of 1990; the Equal Pay Act; the Family Medical Leave Act; the Employee Retirement Income Security Act ("ERISA"); the California Fair Employment and Housing Act; the California Labor Code; the California Private Attorney General Act; any other federal, state or local law, regulation or ordinance; the Orders of the California Industrial Welfare Commission regulating wages, hours and working conditions; any action based on any alleged breach of contract, breach of the covenant of good faith and fair dealing, fraud, fraudulent inducement or any other tort; any violation of public policy or statutory or constitutional rights; any claim for severance pay, bonus or similar benefit, sick leave, pension, retirement, vacation pay, holiday pay, stock options, car allowance, life insurance, health or medical insurance, or any other fringe benefit; any claim for reimbursement of health or medical costs; and any claim for disability. This release does not prevent Executive from filing a charge with or participating in an investigation by a governmental administrative agency; provided, however, that Executive waives any right to receive any monetary award resulting from such a charge or investigation, including, without limitation, interest, penalties, fines, and attorneys' fees. This release by the Executive Releasors does not apply to any continuing obligations under this Agreement or to any action to enforce or for breach of this Agreement.

6. Release by Company. Except for those obligations of Executive under this Agreement, Company for itself and on behalf of its predecessors, successors, subsidiaries, parents, branches, divisions, and other affiliates (collectively, the “Company Releasors”), hereby releases and discharges and covenants not to sue, to the maximum extent permitted by law, the Executive from and with respect to any and all claims, agreements, obligations, demands and causes of action, known or unknown, suspected or unsuspected, concealed or hidden (collectively, “Company Claims”) arising out of or in any way connected with Executive’s employment relationship with or separation from, the Company, and any other Company Claims resulting from any act or omission by or on the part of the Executive committed or omitted prior to the date of this Agreement, including by way of example only, any action based on any alleged breach of contract, breach of the covenant of good faith and fair dealing, fraud, fraudulent inducement or any other tort; and any violation of public policy or statutory or constitutional rights. This release by the Company Releasors does not apply to any continuing obligations under this Agreement or to any action to enforce or for breach of this Agreement.

7. ADEA Waiver. Executive expressly acknowledges and agrees that, by entering into this Agreement, Executive is knowingly and voluntarily waiving any and all rights or claims that Executive may have arising under the ADEA, which have arisen on or before the date of the Agreement. Executive further expressly acknowledges and agrees that:

(a) in consideration for the releases provided for in this Agreement, Executive received value beyond that which Executive was, at that time, already entitled to;

(b) Executive was advised in writing by this Agreement to consult with an attorney before signing this Agreement;

(c) Executive has been given a period of 21 days within which to consider this Agreement before signing it, and that in the event Executive executes the Agreement before the full 21 days, Executive does so knowingly and voluntarily and with the intention of waiving any remaining time in that 21-day period; and

(d) Executive was informed that Executive has seven days following the date of execution of this Agreement in which to revoke the Agreement (the “Revocation Period”). This Agreement shall not become effective or enforceable until the Revocation Period has expired and Executive has not revoked the Agreement. To be effective, such revocation must be in writing and hand delivered to the contact identified in Section 4 above within the Revocation Period.

Nothing herein shall prevent Executive from seeking a judicial determination as to the validity of the release provided in this Agreement, with regard to age discrimination claims consistent with the ADEA.

8. Parties’ Release of Known and Unknown Claims. It is the parties’ intention that the parties’ respective execution of this Agreement will bar every claim, demand, cause of action, charge, or grievance that one party may have against the other existing at any time prior to and through the date of execution of this Agreement. Because this is the parties’ intention, each party respectively waives any and all rights and benefits conferred upon that party by the provisions of Section 1542 of the California Civil Code. Section 1542 provides:

"A general release does not extend to claims that the creditor
or releasing party does not know or suspect to exist in his or her favor
at the time of executing the release and that, if known by him or her, would
have materially affected his or her settlement with the debtor or released party."

The parties confirm that they have each read the Agreement, fully understand its terms and their effect, and as part of this mutual general release, and not by way of limitation, expressly waive, relinquish, and forfeit all rights and benefits accorded by the provisions of Section 1542, and furthermore waive any rights that they may have to invoke said provisions now or in the future with respect to any rights or claims released in this Agreement. The parties acknowledge that they understand the significance and consequence of the releases herein and specific waiver of all known and unknown claims.

9. No Claims Assigned or Filed. Executive and the Company represent and warrant that each has not assigned or transferred to any person not a party to this Agreement any of the Claims released pursuant to this Agreement. Executive and the Company further represent and warrant that neither party nor any person, firm or entity acting on such party's behalf or for such party's benefit has filed any complaints, charges, or lawsuits with any court or government agency, or commenced any arbitration proceeding, relating to any of the Claims released pursuant to this Agreement.

10. Director and Officer Insurance Coverage; Indemnification. The Executive shall remain an insured under the Company's director and officer insurance after the Retirement Date with respect to acts or omissions of Executive while Executive served as an officer or director of the Company on the same terms and conditions as such insurance is provided for active officers of the Company from time to time. Nothing herein shall serve to act as a waiver by Executive of any rights to which she may now or hereinafter be entitled under such insurance policies or the Company's governing documents with respect to indemnification for acts while she was an officer or employee of the Company and its subsidiaries. In addition, this Agreement shall not act as a waiver or release of any rights of legal representation and/or indemnification that Executive may have for acts within the course and scope of employment under California Labor Code Section 2802.

11. Section 409A. This Agreement is intended to comply with Section 409A of the Internal Revenue Code of 1986, as amended ("Section 409A") and will be interpreted in a manner intended to comply with Section 409A. To the extent any reimbursements or in-kind benefits due to Executive under this Agreement constitute "deferred compensation" under Section 409A, any such reimbursements or in-kind benefits shall be paid in a manner consistent with Treas. Reg. Section 1.409A-3(i)(l)(iv). Each payment made under this Agreement shall be designated a "separate payment" within the meaning of Section 409A. As such, and to the extent applicable and permissible under Section 409A, each such "separate payment" shall be made in a manner so as to satisfy Section 409A and Treasury Regulations promulgated thereunder, including the provisions which exempt certain compensation from Section 409A, including but not limited to, Treas. Regs. Section 1.409A-1(b)(4) regarding payments made within the applicable 2-1/2 month period and Section 1.409A-1(b)(9)(iii) regarding payments made only upon an involuntary separation from service. Notwithstanding anything herein to the contrary, if any payment of money or other benefits hereunder could cause the application of an accelerated or additional tax under Section 409A(a)(1)(B) ("a 409A Tax"), the Company, in its sole discretion, may decide such payments or other benefits shall be deferred if deferral will make such payment or other benefits compliant with Section 409A, or otherwise such payment or other benefits shall be restructured, to the extent possible, in a manner, determined by the Company, that does not cause such accelerated or additional

tax. In addition, to the extent Executive is a "specified employee" as defined in Section 409A as of the Retirement Date, and the deferral of the commencement of any compensation or benefits otherwise payable under this Agreement as a result of termination of employment is necessary in order to prevent a 409A Tax, then the Company will postpone the commencement of such payment of any such compensation or benefits until the first business day of the seventh month following Executive's Retirement Date (the "Delayed Payment Date"). Payment of the withheld and accumulated payments shall be treated as made on the Delayed Payment Date if the payment is made on such date or a later date within the same calendar year as the Delayed Payment Date, or, if later, by the 15th day of the third month following the Delayed Payment Date, provided that Executive may not, directly or indirectly, designate the year of payment. Company shall consult with Executive in good faith regarding the implementation of the provisions of this Paragraph 11, but the Company shall determine the terms of any such implementation. Executive acknowledges that he has been advised to obtain independent legal, tax or other counsel in connection with any Section 409A obligations and Executive has/will do so to the extent he deems necessary.

12. Miscellaneous.

(a) Amendment and Modification. This Agreement may not be amended, modified or supplemented in any manner, whether by course of conduct or otherwise, except by an instrument in writing specifically designated as an amendment hereto, signed on behalf of each party.

(b) Waiver. No failure or delay of either party in exercising any right or remedy hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such right or power, or any abandonment or discontinuance of steps to enforce such right or power, or any course of conduct, preclude any other or further exercise thereof or the exercise of any other right or power. The rights and remedies of the parties hereunder are cumulative and are not exclusive of any rights or remedies which they would otherwise have hereunder. Any agreement on the part of either party to any such waiver shall be valid only if set forth in a written instrument executed and delivered by a duly authorized officer on behalf of such party.

(c) Entire Agreement. This Agreement constitutes the entire agreement, and supersedes all prior written agreements, arrangements, communications and understandings and all prior and contemporaneous oral agreements, arrangements, communications and understandings between the parties with respect to the subject matter hereof and thereof, except as otherwise set forth herein (including, for the avoidance of doubt, the Severance Agreement).

(d) Governing Law. This Agreement shall be governed by, and construed in accordance with, the internal laws of the State of California, without regard to the laws of any other jurisdiction that might be applied because of the conflicts of laws principles of the State of California.

(e) Assignment; Successors. The Company may not assign this Agreement to anyone, at any time, without Executive’s prior written consent, except that the Company may assign its rights and obligations under this Agreement without the consent of the Executive to any successor to the business or assets of the Company (whether by reorganization, consolidation, merger, sale or other transaction). This Agreement shall inure to the benefit of and be binding upon the Company’s predecessors, successors, subsidiaries, permitted assignees, parents, branches, divisions or other affiliates, and upon Executive’s heirs, executors and administrators.

(f) Severability. If any provision of this Agreement or its application is held invalid, the invalidity shall not affect other provisions or applications of the Agreement which can be given effect without the invalid provisions or application and, therefore, the provisions of this Agreement are declared to be severable. In addition, should any court of competent jurisdiction determine that any provision of this Agreement is unenforceable, the parties agree that the court should modify the provision to the minimum extent necessary to render said provision enforceable.

(g) Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be considered one and the same instrument and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party.

IN WITNESS WHEREOF, the Company and Executive have caused this Agreement to be executed.

DUCOMMUN INCORPORATED	**EXECUTIVE**
By: /s/ Christopher D. Wampler	/s/ Rosalie F. Rogers Rosalie F. Rogers
Title: VP, CFO, Controller and Treasurer	

EXHIBIT A

This SUPPLEMENTAL RELEASE OF CLAIMS (this "Release") is made by and between Rosalie F. Rogers ("Executive") and Ducommun Incorporated, a Delaware corporation ("Company"). Capitalized terms used herein that are not otherwise defined shall have the meaning ascribed to such terms in that certain Retirement and Release Agreement, by and between Executive and the Company (the "Retirement Agreement").

1. Acknowledgment. Executive acknowledges that, as of the date hereof, Executive has received the Accrued Benefits in accordance with the terms set forth in the Retirement Agreement.

2. Release by Executive. Except for those obligations of the Company under this Release, Executive, on behalf of Executive and Executive's dependents, successors, heirs, assigns, agents, and executors (collectively, the "Executive Releasors"), hereby releases and discharges and covenants not to sue, to the maximum extent permitted by law, the Company and its predecessors, successors, subsidiaries, parents, branches, divisions, and other affiliates, and each of their current and former directors, officers, employees, shareholders, representatives, attorneys, successors and assignees, past and present, and each of them (individually and collectively, "Company Releasees") from and with respect to any and all claims, wages, agreements, obligations, demands and causes of action, known or unknown, suspected or unsuspected, concealed or hidden (collectively, "Claims"), of any kind whatsoever, including, without limitation, any Claims arising out of or in any way connected with Executive's employment relationship with or separation from, the Company, any Claims for severance pay, bonus or similar benefit, sick leave, pension, retirement, vacation pay, life insurance, health or medical insurance or any other fringe benefit, any benefits arising from any benefit plan, workers' compensation or disability, and any other Claims resulting from any act or omission by or on the part of Releasees committed or omitted prior to the date of this Release, including by way of example only, any Claims under the Age Discrimination in Employment in Employment Act (as amended by the Older Workers' Benefit Protection Act), Title VII of the Civil Rights Act of 1964; the Federal Civil Rights Act of 1991; the Worker Adjustment and Retraining Notification Act of 1988; the Americans with Disabilities Act of 1990; the Equal Pay Act; the Family Medical Leave Act; the Employee Retirement Income Security Act ("ERISA"); the California Fair Employment and Housing Act; the California Labor Code; the California Private Attorney General Act; any other federal, state or local law, regulation or ordinance; the Orders of the California Industrial Welfare Commission regulating wages, hours and working conditions; any action based on any alleged breach of contract, breach of the covenant of good faith and fair dealing, fraud, fraudulent inducement or any other tort; any violation of public policy or statutory or constitutional rights; any claim for severance pay, bonus or similar benefit, sick leave, pension, retirement, vacation pay, holiday pay, stock options, car allowance, life insurance, health or medical insurance, or any other fringe benefit; any claim for reimbursement of health or medical costs; and any claim for disability. This release does not prevent Executive from filing a charge with or participating in an investigation by a governmental administrative agency; provided, however, that Executive waives any right to receive any monetary award resulting from such a charge or investigation, including, without limitation, interest, penalties, fines, and attorneys' fees. This release by the Executive Releasors does not apply to any continuing obligations under this Release or to any action to enforce or for breach of this Release.

3. Release by Company. Except for those obligations of Executive under this Release, Company for itself and on behalf of its predecessors, successors, subsidiaries, parents, branches, divisions, and other affiliates (collectively, the "Company Releasors"), hereby releases and discharges and covenants not to sue, to the maximum extent permitted by law, the Executive from and with respect to any and all claims, agreements, obligations, demands and causes of action, known or unknown, suspected or unsuspected, concealed or hidden (collectively,

"Company Claims") arising out of or in any way connected with Executive's employment relationship with or separation from, the Company, and any other Company Claims resulting from any act or omission by or on the part of the Executive committed or omitted prior to the date of this Release, including by way of example only, any action based on any alleged breach of contract, breach of the covenant of good faith and fair dealing, fraud, fraudulent inducement or any other tort; and any violation of public policy or statutory or constitutional rights. This release by the Company Releasors does not apply to any continuing obligations under this Release or to any action to enforce or for breach of this Release.

4. ADEA Waiver. Executive expressly acknowledges and agrees that, by entering into this Release, Executive is knowingly and voluntarily waiving any and all rights or claims that Executive may have arising under the ADEA, which have arisen on or before the date of the Release. Executive further expressly acknowledges and agrees that:

(a) in consideration for the releases provided for in this Release, Executive received value beyond that which Executive was, at that time, already entitled to;

(b) Executive was advised in writing by this Release to consult with an attorney before signing this Release;

(c) Executive has been given a period of 21 days within which to consider this Release before signing it, and that in the event Executive executes the Release before the full 21 days, Executive does so knowingly and voluntarily and with the intention of waiving any remaining time in that 21-day period; and

(d) Executive was informed that Executive has seven days following the date of execution of this Release in which to revoke the Release (the "Revocation Period"). This Release shall not become effective or enforceable until the Revocation Period has expired and Executive has not revoked the Release. To be effective, such revocation must be in writing and hand delivered to the contact identified in Section 4 of the Retirement Agreement.

Nothing herein shall prevent Executive from seeking a judicial determination as to the validity of the release provided in this Release, with regard to age discrimination claims consistent with the ADEA.

5. Parties' Release of Known and Unknown Claims. It is the parties' intention that the parties' respective execution of this Release will bar every claim, demand, cause of action, charge, or grievance that one party may have against the other existing at any time prior to and through the date of execution of this Release. Because this is the parties' intention, each party respectively waives any and all rights and benefits conferred upon that party by the provisions of Section 1542 of the California Civil Code. Section 1542 provides:

> "A general release does not extend to claims that the creditor
> or releasing party does not know or suspect to exist in his or her favor
> at the time of executing the release and that, if known by him or her, would
> have materially affected his or her settlement with the debtor or released party."

The parties confirm that they have each read the Release, fully understand its terms and their effect, and as part of this mutual general release, and not by way of limitation, expressly waive, relinquish, and forfeit all rights and benefits accorded by the provisions of Section 1542, and furthermore waive any rights that they may have to invoke said provisions now or in the future with respect to any rights or claims released in this Release. The parties acknowledge that they understand the significance and consequence of the releases herein and specific waiver of all known and unknown claims.

6. No Claims Assigned or Filed. Executive and the Company represent and warrant that each has not assigned or transferred to any person not a party to this Release any of the Claims released pursuant to this Release. Executive and the Company further represent and warrant that neither party nor any person, firm or entity acting on such party's behalf or for such party's benefit has filed any complaints, charges, or lawsuits with any court or government agency, or commenced any arbitration proceeding, relating to any of the Claims released pursuant to this Release.

7. Miscellaneous.

(a) Amendment and Modification. This Release may not be amended, modified or supplemented in any manner, whether by course of conduct or otherwise, except by an instrument in writing specifically designated as an amendment hereto, signed on behalf of each party.

(b) Waiver. No failure or delay of either party in exercising any right or remedy hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such right or power, or any abandonment or discontinuance of steps to enforce such right or power, or any course of conduct, preclude any other or further exercise thereof or the exercise of any other right or power. The rights and remedies of the parties hereunder are cumulative and are not exclusive of any rights or remedies which they would otherwise have hereunder. Any agreement on the part of either party to any such waiver shall be valid only if set forth in a written instrument executed and delivered by a duly authorized officer on behalf of such party.

(c) Entire Agreement. This Release and the Retirement Agreement constitute the entire agreement, and supersede all prior written agreements, arrangements, communications and understandings and all prior and contemporaneous oral agreements, arrangements, communications and understandings between the parties with respect to the subject matter hereof and thereof, except as otherwise set forth herein (including, for the avoidance of doubt, the Severance Agreement).

(d) Governing Law. This Release shall be governed by, and construed in accordance with, the internal laws of the State of California, without regard to the laws of any other jurisdiction that might be applied because of the conflicts of laws principles of the State of California.

(e) Assignment; Successors. The Company may not assign this Release to anyone, at any time, without Executive's prior written consent, except that the Company may assign its rights and obligations under this Release without the consent of the Executive to any successor to the business or assets of the Company (whether by reorganization, consolidation, merger, sale or other transaction). This Release shall inure to the benefit of and be binding upon the Company's predecessors, successors, subsidiaries, permitted assignees, parents, branches, divisions or other affiliates, and upon Executive's heirs, executors and administrators.

(f) Severability. If any provision of this Release or its application is held invalid, the invalidity shall not affect other provisions or applications of the Release which can be given effect without the invalid provisions or application and, therefore, the provisions of this Release are declared to be severable. In addition, should any court of competent jurisdiction determine that any provision of this Release is unenforceable, the parties agree that the court should modify the provision to the minimum extent necessary to render said provision enforceable.

(g) Counterparts. This Release may be executed in one or more counterparts, each of which shall be considered one and the same instrument and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party.

(h)

IN WITNESS WHEREOF, the Company and Executive have caused this Release to be executed on January 4, 2022.

DUCOMMUN INCORPORATED	**EXECUTIVE**
By: /s/ Christopher D. Wampler	/s/ Rosalie F. Rogers Rosalie F. Rogers
Title: VP, CFO, Controller and Treasurer	

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

Following is a list of the subsidiaries of the Company[1]:

Name of Subsidiary	Jurisdiction of Incorporation
Certified Thermoplastics Company, LLC	Delaware
CMP Display Systems, Inc.[2]	California
Composite Structures, LLC	Delaware
Ducommun AeroStructures, Inc.	Delaware
Ducommun AeroStructures Mexico, LLC	Delaware
Ducommun AeroStructures New York, Inc.	New York
Ducommun (England) LTD	England
Ducommun LaBarge Technologies, Inc.	Arizona
Ducommun LaBarge Technologies, Inc.	Delaware
Ducommun Technologies (Thailand) Ltd.	Thailand
LaBarge Acquisition Company, Inc.	Missouri
LaBarge/STC, Inc.[2]	Texas
Lightning Diversion Systems, LLC	Delaware
LS Holdings Company, LLC	Delaware
Magnetic Seal LLC	Delaware
Nobles Holdings Inc.	Delaware
Nobles Parent Inc.	Delaware
Nobles Worldwide, Inc.	Minnesota

(1) As of December 31, 2021.
(2) Inactive.

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-234808) and Form S-8 (Nos. 333-238040, 333-235278, 333-224838, 333-214408, and 333-188460) of Ducommun Incorporated of our report dated February 23, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Irvine, California
February 23, 2022

EXHIBIT 31.1

Certification of Principal Executive Officer
Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002

I, Stephen G. Oswald, certify that:

1. I have reviewed this Annual Report of Ducommun Incorporated (the “registrant”) on Form 10-K for the period ended December 31, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f), and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 23, 2022

/s/ Stephen G. Oswald

Stephen G. Oswald
Chairman, President and Chief Executive Officer

EXHIBIT 31.2

Certification of Principal Financial Officer
Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002

I, Christopher D. Wampler, certify that:

1. I have reviewed this Annual Report of Ducommun Incorporated (the "registrant") on Form 10-K for the period ended December 31, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2022

/s/ Christopher D. Wampler
Christopher D. Wampler
Vice President, Chief Financial Officer, Controller and Treasurer

EXHIBIT 32

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of
the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Ducommun Incorporated (the “Company”) on Form 10-K for the period ending December 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Stephen G. Oswald, Chairman, President and Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Stephen G. Oswald
Stephen G. Oswald
Chairman, President and Chief Executive Officer
February 23, 2022

In connection with the Annual Report of Ducommun Incorporated (the “Company”) on Form 10-K for the period ending December 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Christopher D. Wampler, Vice President, Chief Financial Officer, Controller and Treasurer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Christopher D. Wampler
Christopher D. Wampler
Vice President, Chief Financial Officer, Controller and Treasurer
February 23, 2022

The foregoing certification is accompanying the Form 10-K solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is not being filed as part of the Form 10-K or as a separate disclosure document.