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

FORM 10-Q

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

For the quarterly period ended July 2, 2022

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

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

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 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). 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No x

As of July 27, 2022, the registrant had 12,072,734 shares of common stock outstanding.

DUCOMMUN INCORPORATED AND SUBSIDIARIES

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

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

	July 2, 2022	December 31, 2021
Assets		
Current Assets		
Cash and cash equivalents	$ 37,519	$ 76,316
Accounts receivable, net (allowance for credit losses of $649 and $1,098 at July 2, 2022 and December 31, 2021, respectively	84,307	72,261
Contract assets	182,544	176,405
Inventories	164,191	150,938
Production cost of contracts	5,963	8,024
Other current assets	10,302	8,625
Total Current Assets	484,826	492,569
Property and Equipment, Net of Accumulated Depreciation of $175,465 and $168,132 at July 2, 2022 and December 31, 2021, respectively	105,360	102,419
Operating Lease Right-of-Use Assets	38,134	33,265
Goodwill	203,407	203,694
Intangibles, Net	134,478	141,764
Other Assets	12,843	5,024
Total Assets	$ 979,048	$ 978,735
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable	$ 83,161	$ 66,059
Contract liabilities	36,721	42,077
Accrued and other liabilities	39,647	41,291
Operating lease liabilities	7,175	6,133
Current portion of long-term debt	7,000	7,000
Total Current Liabilities	173,704	162,560
Long-Term Debt, Less Current Portion	246,074	279,384
Non-Current Operating Lease Liabilities	32,391	28,074
Deferred Income Taxes	16,967	18,727
Other Long-Term Liabilities	13,367	15,388
Total Liabilities	482,503	504,133
Commitments and Contingencies (Notes 8, 10)		
Shareholders' Equity		
Common Stock - $0.01 par value; 35,000,000 shares authorized; 12,067,868 and 11,925,087 shares issued and outstanding at July 2, 2022 and December 31, 2021, respectively	121	119
Additional Paid-In Capital	106,301	104,253
Retained Earnings	389,509	377,263
Accumulated Other Comprehensive Income (Loss)	614	(7,033)
Total Shareholders' Equity	496,545	474,602
Total Liabilities and Shareholders' Equity	$ 979,048	$ 978,735

See accompanying notes to Condensed Consolidated Financial Statements.

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

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Net Revenues	$ 174,198	$ 160,192	$ 337,679	$ 317,343
Cost of Sales	139,556	123,410	270,562	247,461
Gross Profit	34,642	36,782	67,117	69,882
Selling, General and Administrative Expenses	24,185	23,690	47,537	46,180
Restructuring Charges	2,703	—	2,703	—
Operating Income	7,754	13,092	16,877	23,702
Interest Expense	(2,656)	(2,857)	(5,058)	(5,663)
Other Income	—	—	3,000	—
Income Before Taxes	5,098	10,235	14,819	18,039
Income Tax Expense	951	1,812	2,573	2,921
Net Income	$ 4,147	$ 8,423	$ 12,246	$ 15,118
Earnings Per Share				
Basic earnings per share	$ 0.34	$ 0.71	$ 1.02	$ 1.28
Diluted earnings per share	$ 0.34	$ 0.69	$ 0.99	$ 1.23
Weighted-Average Number of Common Shares Outstanding				
Basic	12,070	11,878	12,029	11,834
Diluted	12,333	12,248	12,337	12,248

See accompanying notes to Condensed Consolidated Financial Statements.

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

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Net Income	$ 4,147	$ 8,423	$ 12,246	$ 15,118
Other Comprehensive Income, Net of Tax:				
Amortization of actuarial loss and prior service costs, net of tax of $35 and $77 for the three months ended July 2, 2022 and July 3, 2021, respectively and $71 and $153 for the six months ended July 2, 2022 and July 3, 2021, respectively	111	245	221	490
Change in unrealized gains on cash flow hedges, net of tax of $777 and zero for the three months ended July 2, 2022 and July 3, 2021, respectively and $2,286 and zero for the six months ended July 2, 2022 and July 3, 2021, respectively	2,523	—	7,426	—
Other Comprehensive Income, Net of Tax	2,634	245	7,647	490
Comprehensive Income	$ 6,781	$ 8,668	$ 19,893	$ 15,608

See accompanying notes to Condensed Consolidated Financial Statements.

Ducommun Incorporated and Subsidiaries
Condensed Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)
(Dollars in thousands)

	Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2020	**11,728,212**	**$ 117**	**$ 97,090**	**$ 241,727**	**$ (9,600)**	**$ 329,334**
Net income	—	—	—	6,695	—	6,695
Other comprehensive income, net of tax	—	—	—	—	245	245
Employee stock purchase plan	31,580	—	1,558	—	—	1,558
Stock options exercised	17,872	—	610	—	—	610
Stock awards vested	178,827	2	(2)	—	—	—
Stock repurchased related to the exercise of stock options and stock awards vested	(106,894)	(1)	(6,004)	—	—	(6,005)
Stock-based compensation	—	—	3,133	—	—	3,133
Balance at April 3, 2021	**11,849,597**	**118**	**96,385**	**248,422**	**(9,355)**	**335,570**
Net income	—	—	—	8,423	—	8,423
Other comprehensive income, net of tax	—	—	—	—	245	245
Stock options exercised	13,655	—	510	—	—	510
Stock awards vested	65,181	1	(1)	—	—	—
Stock repurchased related to the exercise of stock options and stock awards vested	(33,626)	—	(1,887)	—	—	(1,887)
Stock-based compensation	—	—	2,609	—	—	2,609
Balance at July 3, 2021	**11,894,807**	**$ 119**	**$ 97,616**	**$ 256,845**	**$ (9,110)**	**$ 345,470**
Balance at December 31, 2021	**11,925,087**	**$ 119**	**$ 104,253**	**$ 377,263**	**$ (7,033)**	**$ 474,602**
Net income	—	—	—	8,099	—	8,099
Other comprehensive income, net of tax	—	—	—	—	5,013	5,013
Employee stock purchase plan	31,686	—	1,386	—	—	1,386
Stock options exercised	48,119	1	1,444	—	—	1,445
Stock awards vested	117,387	1	(1)	—	—	—
Stock repurchased related to the exercise of stock options and stock awards vested	(89,334)	(1)	(4,428)	—	—	(4,429)
Stock-based compensation	—	—	1,590	—	—	1,590
Balance at April 2, 2022	**12,032,945**	**120**	**104,244**	**385,362**	**(2,020)**	**487,706**
Net income	—	—	—	4,147	—	4,147
Other comprehensive income, net of tax	—	—	—	—	2,634	2,634
Stock options exercised	33,093	—	1,029	—	—	1,029
Stock awards vested	42,962	1	(1)	—	—	—
Stock repurchased related to the exercise of stock options and stock awards vested	(41,132)	—	(2,025)	—	—	(2,025)
Stock-based compensation	—	—	3,054	—	—	3,054
Balance at July 2, 2022	**12,067,868**	**$ 121**	**$ 106,301**	**$ 389,509**	**$ 614**	**$ 496,545**

See accompanying notes to Condensed Consolidated Financial Statements.

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

	Six Months Ended	
	July 2, 2022	July 3, 2021
Cash Flows from Operating Activities		
Net Income	$ 12,246	$ 15,118
Adjustments to Reconcile Net Income to		
Net Cash Provided by (Used in) Operating Activities:		
Depreciation and amortization	15,666	13,908
Non-cash operating lease cost	3,582	1,563
Inventory write down and property and equipment impairment due to restructuring	832	—
Stock-based compensation expense	5,190	5,742
Deferred income taxes	(4,117)	1,002
Recovery of credit losses	(449)	(74)
Other	382	357
Changes in Assets and Liabilities:		
Accounts receivable	(11,597)	(8,646)
Contract assets	(6,139)	(18,910)
Inventories	(13,821)	(15,381)
Production cost of contracts	879	(1,558)
Other assets	(136)	(1,147)
Accounts payable	15,674	3,475
Contract liabilities	(5,356)	(6,394)
Operating lease liabilities	(2,930)	(1,566)
Accrued and other liabilities	(3,788)	(5,307)
Net Cash Provided by (Used in) Operating Activities	**6,118**	**(17,818)**
Cash Flows from Investing Activities		
Purchases of property and equipment	(9,068)	(7,367)
Proceeds from sale of assets	51	531
Post closing cash received from the acquisition of Magnetic Seal LLC, net	365	—
Net Cash Used in Investing Activities	**(8,652)**	**(6,836)**
Cash Flows from Financing Activities		
Borrowings from senior secured revolving credit facility	—	20,000
Repayments of senior secured revolving credit facility	—	(30,000)
Repayments of term loans	(33,500)	(4,426)
Repayments of other debt	(168)	(170)
Net cash paid upon issuance of common stock under stock plans	(2,595)	(5,214)
Net Cash Used in Financing Activities	**(36,263)**	**(19,810)**
Net Decrease in Cash and Cash Equivalents	(38,797)	(44,464)
Cash and Cash Equivalents at Beginning of Period	76,316	56,466
Cash and Cash Equivalents at End of Period	**$ 37,519**	**$ 12,002**

See accompanying notes to Condensed Consolidated Financial Statements.

Ducommun Incorporated and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)

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: the Electronic Systems segment ("Electronic Systems") and the 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. Both reportable operating segments follow the same accounting principles.

Basis of Presentation

The unaudited condensed consolidated financial statements include the accounts of Ducommun Incorporated and its subsidiaries ("Ducommun," the "Company," "we," "us" or "our"), after eliminating intercompany balances and transactions. The December 31, 2021 condensed consolidated balance sheet data was derived from audited financial statements, but does not contain all disclosures required by accounting principles generally accepted in the United States of America ("GAAP").

Our significant accounting policies were described in Part IV, Item 15(a)(1), "Note 1. Summary of Significant Accounting Policies" in our Annual Report on Form 10-K for the year ended December 31, 2021. The financial information included in this Quarterly Report on Form 10-Q should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2021.

In the opinion of management, all adjustments, consisting of recurring accruals, have been made that are necessary to fairly state our condensed consolidated financial position, statements of income, comprehensive income, changes in shareholders' equity, and cash flows in accordance with GAAP for the periods covered by this Quarterly Report on Form 10-Q. The results of operations for the three and six months ended July 2, 2022 are not necessarily indicative of the results to be expected for the full year ending December 31, 2022.

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.

Certain reclassifications have been made to prior period amounts to conform to the current year's presentation.

Use of Estimates

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

Subsequent Events

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, we completed a refinancing of all our existing debt by entering into a new term loan ("2022 Term Loan") and a new revolving credit facility ("2022 Revolving Credit Facility"). The 2022 Term Loan is a $250.0 million senior secured loan that matures on July 14, 2027. The 2022 Revolving Credit Facility is a $200.0 million senior secured revolving credit facility that matures on July 14, 2027. The 2022 Term Loan and 2022 Revolving Credit Facility, collectively, are the new credit facilities ("2022 Credit Facilities"). At closing, we utilized the entire amount of the 2022 Term Loan and combined with cash on hand, extinguished the existing 2019 term loan and the existing 2018 term loan. There was no balance outstanding on the 2019 revolving credit facility. At the same leverage ratio, the interest rate spread in our 2022 Credit Facilities is lower then the interest rate spread in our credit facilities that were in effect as of July 2, 2022.

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, as a result of completing a refinancing of our existing debt, we were required to complete an amendment to our derivative contracts with an aggregate notional amount of $150.0 million we had entered into in November 2021. The existing derivative contracts were based on U.S. dollar-one month LIBOR, which was required to be amended to one month Term SOFR, as borrowings using LIBOR are no longer available under the 2022 Credit Facilities. We have elected to apply certain hedge accounting optional expedients under ASC 848 that will allow us to continue the method of assessing hedge effectiveness as documented in the original hedge documentation and allows the reference rate on the hypothetical derivative to match the reference rate on the hedging instrument. These derivative contracts are forward interest rate swaps, all with an effective date of January 1, 2024 and terminating on January 1, 2031.

Supplemental Cash Flow Information

	(Dollars in thousands) Six Months Ended	
	July 2, 2022	July 3, 2021
Interest paid	$ 4,540	$ 5,132
Taxes paid, net	$ 1,790	$ 1,584
Non-cash activities:		
Purchases of property and equipment not paid	$ 2,761	$ 1,567

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 any 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:

	(Dollars in thousands, except per share data) Three Months Ended		(Dollars in thousands, except per share data) Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Net income	$ 4,147	$ 8,423	$ 12,246	$ 15,118
Weighted-average number of common shares outstanding				
Basic weighted-average common shares outstanding	12,070	11,878	12,029	11,834
Dilutive potential common shares	263	370	308	414
Diluted weighted-average common shares outstanding	12,333	12,248	12,337	12,248
Earnings per share				
Basic	$ 0.34	$ 0.71	$ 1.02	$ 1.28
Diluted	$ 0.34	$ 0.69	$ 0.99	$ 1.23

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

	(In thousands) Three Months Ended		(In thousands) Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Stock options and stock units	99	7	42	67

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 which are included as cash and cash equivalents. We also have forward interest rate swap agreements and the fair value of the forward interest rate swap agreements was determined using pricing models that use observable market inputs as of the balance sheet date, a Level 2 measurement.

There were no transfers between Level 1, Level 2, or Level 3 financial instruments in the three months ended July 2, 2022.

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, and we classify as Level 1. See Fair Value above.

Derivative Instruments

We recognize derivative instruments on our condensed 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. In November 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 7. As of July 2, 2022, 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 condensed 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 the three and six months ended July 2, 2022, 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 of $3.3 million and $9.7 million, respectively, in other long term assets, other long term liabilities, and accumulated other comprehensive income (loss). During the three and six months ended July 3, 2021, we had no derivative instruments.

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 condensed consolidated balance sheets and recognize subsequent changes in its fair value in our current period earnings.

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. 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.

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, as reflected on the condensed 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 Accounting Standards Codification 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. 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 meet 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 to satisfy another customer’s order. 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 determine 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 gross profit recorded were not material for both the three and six months ended July 2, 2022 and July 3, 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, 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 condensed consolidated balance sheets. As of July 2, 2022 and December 31, 2021, provision for estimated losses on contracts were $3.6 million and $2.8 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 July 2, 2022 and December 31, 2021, production cost of contracts were $6.0 million and $8.0 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)	
	July 2, 2022	December 31, 2021
Contract assets	$ 182,544	$ 176,405
Contract liabilities	$ 36,721	$ 42,077

The increase in our contract assets as of July 2, 2022 compared to December 31, 2021 was primarily due to a net increase of products in work in process in the current period.

The decrease in our contract liabilities as of July 2, 2022 compared to December 31, 2021 was primarily due to a net decrease of advance or progress payments received from our customers in the current period. We recognized $16.1 million of the contract liabilities as of December 31, 2021 as revenues during the six months ended July 2, 2022.

Performance obligations are defined as customer placed purchase orders (“POs”) with firm fixed price and firm delivery dates. Our remaining performance obligations as of July 2, 2022 totaled $879.4 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 the remainder of 2023 and beyond.

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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) Three Months Ended		(Dollars in thousands) Six Months Ended	
	July 2 2022	July 3, 2021	July 2 2022	July 3, 2021
Consolidated Ducommun				
Military and space	$ 106,680	$ 113,008	$ 206,014	$ 227,135
Commercial aerospace	57,067	37,577	111,142	72,954
Industrial	10,451	9,607	20,523	17,254
Total	$ 174,198	$ 160,192	$ 337,679	$ 317,343
Electronic Systems				
Military and space	$ 80,187	$ 80,755	$ 152,007	$ 162,488
Commercial aerospace	19,094	12,435	34,668	22,159
Industrial	10,451	9,607	20,523	17,254
Total	$ 109,732	$ 102,797	$ 207,198	$ 201,901
Structural Systems				
Military and space	$ 26,493	$ 32,253	$ 54,007	$ 64,647
Commercial aerospace	37,973	25,142	76,474	50,795
Total	$ 64,466	$ 57,395	$ 130,481	$ 115,442

Government Grant

In November 2021, we were awarded an Aviation Manufacturing Jobs Protection Program grant from the U.S. Department of Transportation (“AMJPP Grant”) of $4.0 million. As part of the award, we had to meet certain requirements over a six month performance period from November 15, 2021 to May 14, 2022, and as of our quarter ended July 2, 2022, we have completed all such requirements. As of July 2, 2022, we have received $2.0 million of the AMJPP Grant, all during 2021, with the remaining $2.0 million expected to be received during 2022 and included as other current assets. We recorded $0.9 million and $2.7 million as a reduction of cost of sales during the three and six months ended July 2, 2022, respectively, and $0.1 million and $0.3 million as a reduction of general and administrative expenses during the three and six months ended July 2, 2022, respectively. Cumulative through July 2, 2022, we have recorded $3.6 million and $0.4 million as a reduction of cost of sales and selling, general and administrative expenses, respectively.

Recent Accounting Pronouncements

New Accounting Guidance Adopted in 2022

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 was our interim period beginning January 1, 2022. The adoption of this standard did not have a material impact on our condensed consolidated financial statements.

Recently Issued Accounting Standards

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 7.

Note 2. Business Combinations

In December 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 original 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. Subsequent to the closing of the transaction, during the three months ended July 2, 2022, as part of finalizing the working capital adjustment, we received $0.4 million back from the seller which lowered the purchase price to $69.1 million, net of cash acquired. We allocated the final gross purchase price of $70.9 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 final 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	4,546
Other current assets	98
Property and equipment	482
Operating lease right-of-use assets	1,533
Intangible assets	30,100
Goodwill	32,577
Total assets acquired	73,250
Current liabilities	(907)
Other non-current liabilities	(1,408)
Total liabilities assumed	(2,315)
Total purchase price allocation	$ 70,935

	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 $32.6 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 condensed 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.

Note 3. Restructuring Activities

Summary of 2022 Restructuring Plan

In April 2022, management approved and commenced a restructuring plan that will better position us for stronger performance. The restructuring plan will mainly reduce headcount and consolidate facilities. As a result of this restructuring plan, we analyzed the need to write-down inventory and impair long-lived assets, including operating lease right-of-use assets. During the three months ended July 2, 2022, we recorded total charges of $3.2 million. As of July 2, 2022, we estimate the remaining amount of charges related to this initiative will be $3.0 million to $5.0 million in total pre-tax restructuring charges through 2023. Of these charges, we estimate $2.0 million to $3.0 million to be cash payments for employee separation and other facility consolidation related expenses, and $1.0 million to $2.0 million to be non-cash charges for impairment of long-lived assets.

In the Electronics Systems segment, we recorded $1.3 million during the three months ended July 2, 2022 for severance and benefits that were classified as restructuring charges.

In the Structural Systems segment, we recorded $0.5 million, $1.1 million, and $0.3 million during the three months ended July 2, 2022 for inventory write down that was classified as cost of sales, severance and benefits that were classified as restructuring charges, and impairment of property and equipment that were classified as restructuring charges, respectively.

Our restructuring activities during the six months ended July 2, 2022 were as follows (in thousands):

	December 31, 2021	Six Months Ended July 2, 2022				July 2, 2022
	Balance	Charges	Cash Payments	Non-Cash Payments	Change in Estimates	Balance
Severance and benefits	$ —	$ 2,399	$ (948)	$ —	$ —	$ 1,451
Property and equipment impairment due to restructuring	—	304	—	(304)	—	—
Inventory write down	—	528	—	(528)	—	—
Ending balance	$ —	$ 3,231	$ (948)	$ (832)	$ —	$ 1,451

The restructuring activities accrual for severance and benefits of $1.5 million as of July 2, 2022 was included as part of accrued and other liabilities.

Note 4. Inventories

Inventories consisted of the following:

	(Dollars in thousands)	
	July 2, 2022	December 31, 2021
Raw materials and supplies	$ 138,637	$ 125,334
Work in process	21,556	20,609
Finished goods	3,998	4,995
Total	$ 164,191	$ 150,938

Note 5. Goodwill

We perform our annual goodwill impairment test as of the first day of the fourth quarter. If certain factors occur, including significant underperformance 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.

While our business continues to be negatively impacted during the three and six months ended July 2, 2022 as a result of the COVID-19 pandemic, no material adverse factors/changes have occurred since the fourth quarter of 2021 that would require us to perform another qualitative or quantitative assessment. As such, for the second quarter of 2022, it was also not more likely than not that the fair values of the reporting units were less than their carrying amounts and thus, the respective goodwill amounts were not deemed to be impaired.

The carrying amounts of our goodwill were as follows:

	(Dollars in thousands)		
	Electronic Systems	Structural Systems	Consolidated Ducommun
Gross goodwill	$ 199,157	$ 86,259	$ 285,416
Accumulated goodwill impairment	(81,722)	—	(81,722)
Balance at December 31, 2021	$ 117,435	$ 86,259	$ 203,694
Purchase price allocation refinements	—	(287)	(287)
Balance at July 2, 2022	$ 117,435	$ 85,972	$ 203,407

Note 6. Accrued and Other Liabilities

The components of accrued and other liabilities were as follows:

	(Dollars in thousands)	
	July 2, 2022	December 31, 2021
Accrued compensation	$ 21,180	$ 24,391
Accrued income tax and sales tax	5,901	926
Other	12,566	15,974
Total	$ 39,647	$ 41,291

Note 7. Long-Term Debt

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

	(Dollars in thousands)	
	July 2, 2022	December 31, 2021
Term loans	$ 254,212	$ 287,712
Total debt	254,212	287,712
Less current portion	(7,000)	(7,000)
Total long-term debt, less current portion	247,212	280,712
Less debt issuance costs - term loans	(1,138)	(1,328)
Total long-term debt, net of debt issuance costs - term loans	$ 246,074	$ 279,384
Debt issuance costs - revolving credit facility (1)	$ 947	$ 1,136
Weighted-average interest rate	3.80 %	3.27 %

(1) Included as part of other assets.

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, we completed a refinancing of all our existing debt by entering into a new term loan ("2022 Term Loan") and a new revolving credit facility ("2022 Revolving Credit Facility"). The 2022 Term Loan is a $250.0 million senior secured loan that matures on July 14, 2027. The 2022 Revolving Credit Facility is a $200.0 million senior secured revolving credit facility that matures on July 14, 2027. The 2022 Term Loan and 2022 Revolving Credit Facility, collectively are the new credit facilities ("2022 Credit Facilities"). At the same leverage ratio, the interest rate spread in our 2022 Credit Facilities is lower then the interest rate spread in our credit facilities that were in effect as of July 2, 2022. See Note 1 for further information.

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 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. For the three and six months ended July 2, 2022, we made the required quarterly payments of $1.8 million and $3.5 million, respectively.

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 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. We did not exceed the annual excess cash flow threshold for 2021 and thus, no annual excess cash flow payment was required to be paid during the first quarter of 2022. As of July 2, 2022, we were in compliance with all covenants required under the Credit Facilities.

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.

However, since we were paying down on the term loans during the three months ended April 2, 2022, we were required to pay down on the 2019 Term Loan and 2018 Term Loan on a pro-rata basis and thus, we paid down $13.0 million and $17.0 million on the 2019 Term Loan and 2018 Term Loan, respectively, for an aggregate total pay down of $30.0 million. We made no voluntary prepayments on either the 2019 Term Loan or the 2018 Term Loan during the three months ended July 2, 2022.

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 as of the modification date will also be amortized over its remaining life.

As of July 2, 2022, 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 is presented.

In November 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 that were highly effective and that were designated and qualified as cash flow hedges. As such, we recorded the change of $3.3 million in other long term assets, other long term liabilities, and other comprehensive income (loss) for the three months ended July 2, 2022. See Note 1 for further information.

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, as a result of completing a refinancing of our existing debt, we were required to complete an amendment of our derivative contracts with an aggregate notional amount of $150.0 million we had entered into in November 2021. The existing derivative contracts were based on U.S. dollar-one month LIBOR, which was required to be amended to one month Term SOFR, as borrowings using LIBOR are no longer available under the 2022 Credit Facilities. See Note 1.

Note 8. Indemnifications

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

The duration of the guarantees and indemnities varies and, in many cases is indefinite but subject to applicable statutes of limitations. The majority of guarantees and indemnities do not provide any limitations on the maximum potential future payments we could be obligated to make. Historically, payments related to these guarantees and indemnities have been immaterial. We estimate the fair value of our indemnification obligations as insignificant based on this history and insurance coverage and have, therefore, not recorded any liability for these guarantees and indemnities in the accompanying condensed consolidated balance sheets.

Note 9. Income Taxes

The provision for income taxes is determined using an estimated annual effective tax rate, which is generally less than the U.S. Federal statutory rate, primarily due to research and development (“R&D”) tax credits. Our effective tax rate may be subject to fluctuations during the year as new information is obtained, which may affect the assumptions used to estimate the annual effective tax rate, including factors such as expected utilization of R&D tax credits, valuation allowances against deferred tax assets, recognition or derecognition of tax benefits related to uncertain tax positions, and changes in or the interpretation of tax laws in jurisdictions where we conduct business. Also, excess tax benefits and tax detriments related to our equity compensation recognized in the condensed consolidated income statement could result in fluctuations in our effective tax rate period-over-period depending on the volatility of our stock price, number of restricted or performance stock units that vests, and stock options exercised during the period. We recognize deferred tax assets and liabilities, using enacted tax rates, for temporary differences between the financial reporting basis and the tax basis of our assets and liabilities along with net operating loss and tax credit carryovers.

We record a valuation allowance against our deferred tax assets to reduce the net carrying value to an amount that we believe is more likely than not to be realized. When we establish or reduce our valuation allowances against our deferred tax assets, the provision for income taxes will increase or decrease, respectively, in the period when that determination is made.

We recorded income tax expense of $1.0 million for the three months ended July 2, 2022 compared to $1.8 million for the three months ended July 3, 2021. The decrease in income tax expense for the second quarter of 2022 compared to the second quarter of 2021 was primarily due to lower pre-tax income for the second quarter of 2022 compared to the second quarter of 2021. The decrease in income tax expense was partially offset by lower discrete income tax benefits recognized in the second quarter of 2022 for net tax windfalls related to stock-based compensation.

We recorded income tax expense of $2.6 million for the six months ended July 2, 2022 compared to $2.9 million for the six months ended July 3, 2021. The decrease in income tax expense for the first six months of 2022 compared to the first six months of 2021 was primarily due to lower pre-tax income for the first six months of 2022 compared to the first six months of 2021 and higher income tax benefits recognized in the first six months of 2022 related to the U.S. Federal research and development tax credit. The decrease in income tax expense was partially offset by lower discrete income tax benefits recognized in the first six months of 2022 for net tax windfalls related to stock-based compensation.

Our total amount of unrecognized tax benefits was $4.6 million and $4.4 million as of July 2, 2022 and December 31, 2021, respectively. If recognized, $2.8 million would affect the effective tax rate. 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 July 2, 2022 and December 31, 2021 were not significant. As a result of statute of limitations set to expire in the fourth quarter of 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 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.

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 (for U.S.-based research). 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. As of July 2, 2022, we recorded an increase to current income taxes payable by approximately $5.3 million and a decrease to net deferred tax liabilities by a similar amount. We are monitoring legislation for any further changes to Section 174 and the impact to the financial statements in 2022.

Note 10. Commitments and Contingencies

In December 2020, a representative action under California’s Private Attorneys General Act was filed against us in the Superior Court 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. During the three months ended July 2, 2022, additional factual information was identified resulting in an increase in the amount of the tentative settlement to $0.9 million. Therefore, we recorded an additional accrued liabilities of $0.1 million for a total accrued liabilities amount of $0.9 million as of July 2, 2022. We are awaiting final court approval of this settlement.

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 at both July 2, 2022 and December 31, 2021, which is reflected in other long-term liabilities on our condensed 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 July 2, 2022 and December 31, 2021, which is reflected in other long-term liabilities on our condensed 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 was being absorbed by our other existing performance centers, however, we have reestablished and are in the process of ramping up manufacturing capabilities in a different leased facility in Guaymas. 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. If we are ultimately deemed to be responsible or partly responsible, it is possible we could incur a loss in excess of our insurance coverage limits, which could be material to our cash flow, liquidity, or financial results.

Our insurance covers damage, up to a capped amount, 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 condensed consolidated statements of income resulting in no net impact, with the anticipated insurance recoveries receivable included as part of other current assets on the condensed consolidated balance sheets. During the three and six months ended July 2, 2022, we received insurance recoveries of zero and $3.0 million, respectively, for business interruption and since the contingencies related to this amount are deemed to be resolved, we recorded this amount as other income. In addition, as of July 2, 2022, we have received $13.5 million of general insurance recoveries, all during 2020. 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 and claims, and receive certain demands and inquiries, in both cases, including but not limited to matters relating to environmental laws. In addition, Ducommun makes various commitments, grants indemnities, 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 condensed consolidated financial position, results of operations or cash flows.

Note 11. Business Segment Information

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

Financial information by reportable operating segment was as follows:

	(Dollars in thousands) Three Months Ended		(Dollars in thousands) Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Net Revenues				
Electronic Systems	$ 109,732	$ 102,797	$ 207,198	$ 201,901
Structural Systems	64,466	57,395	130,481	115,442
Total Net Revenues	$ 174,198	$ 160,192	$ 337,679	$ 317,343
Segment Operating Income				
Electronic Systems	$ 13,610	$ 14,375	$ 23,021	$ 26,866
Structural Systems	1,265	5,592	6,152	10,720
	14,875	19,967	29,173	37,586
Corporate General and Administrative Expenses (1)	(7,121)	(6,875)	(12,296)	(13,884)
Total Operating Income	$ 7,754	$ 13,092	$ 16,877	$ 23,702
Depreciation and Amortization Expenses				
Electronic Systems	$ 3,484	$ 3,426	$ 6,990	$ 6,849
Structural Systems	4,356	3,501	8,559	6,941
Corporate Administration	58	59	117	118
Total Depreciation and Amortization Expenses	$ 7,898	$ 6,986	$ 15,666	$ 13,908
Capital Expenditures				
Electronic Systems	$ 2,943	$ 1,277	$ 4,639	$ 1,901
Structural Systems	2,486	2,567	5,858	4,556
Corporate Administration	—	—	—	—
Total Capital Expenditures	$ 5,429	$ 3,844	$ 10,497	$ 6,457

(1) Includes costs not allocated to either the Electronic Systems or Structural Systems operating segments.

Segment assets include assets directly identifiable to or allocated to each segment. Our segment assets are as follows:

	(Dollars in thousands)	
	July 2, 2022	December 31, 2021
Total Assets		
Electronic Systems	$ 518,150	$ 490,814
Structural Systems	410,255	408,118
Corporate Administration (1)	50,643	79,803
Total Assets	$ 979,048	$ 978,735
Goodwill and Intangibles		
Electronic Systems	$ 187,146	$ 191,789
Structural Systems	150,739	153,669
Total Goodwill and Intangibles	$ 337,885	$ 345,458

(1) Includes assets not specifically identified to or allocated to either the Electronic Systems or Structural Systems operating segments, including cash and cash equivalents.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Ducommun Incorporated ("Ducommun," "the Company," "we," "us" or "our") is a leading global provider of engineering and manufacturing services for high-performance products and high-cost-of failure applications used primarily in the aerospace and defense ("A&D"), industrial, medical and other industries (collectively, "Industrial"). 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 both the three and six months ended July 2, 2022 and July 3, 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 is 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 July 2, 2022, we have deferred $3.1 million, which is included as part of accrued and other liabilities on the condensed 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.

Second quarter 2022 recap:

- Net revenues of $174.2 million
- Net income of $4.1 million, or $0.34 per diluted share
- Adjusted EBITDA of $24.1 million, or 13.8% of revenues

Non-GAAP Financial Measures

Adjusted earnings before interest, taxes, depreciation, amortization, stock-based compensation expense, restructuring charges, Guaymas fire related expenses, insurance recoveries related to business interruption, and inventory purchase accounting adjustments ("Adjusted EBITDA") were $24.1 million and $23.4 million for the three months ended July 2, 2022 and July 3, 2021, 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 that clarifies and enhances the understanding of the factors and trends affecting our past performance and future prospects. We define this measure, explain how it is calculated and provide a reconciliation of this measure to the most comparable GAAP measure in the table below. Adjusted EBITDA and the related financial ratios, as presented in this Quarterly Report on Form 10-Q ("Form 10-Q"), are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. They are not a measurement of our financial performance under GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with GAAP, or as an alternative to net cash provided by operating activities as measures of our liquidity. The presentation of these measures should not be interpreted to mean that our future results will be unaffected by unusual or nonrecurring items.

We use Adjusted EBITDA as a non-GAAP operating performance measure internally as a complementary financial measure to evaluate the performance and trends of our businesses. We 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 a substitute 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 of charges resulting from matters unrelated to our ongoing operations; and
- Other companies in our industry may calculate Adjusted EBITDA differently from us, limiting its usefulness as a comparative measure.

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 condensed consolidated financial statements contained in this Form 10-Q.

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 may be useful to our investors for determining current cash flow;
- Restructuring charges may be useful to our investors in evaluating our core operating performance;
- Guaymas fire related expenses may be useful to our investors in evaluating our core operating performance;

- Insurance recoveries related to business interruption may be useful to our investors in evaluating our core operating performance; and
- 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.

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) Three Months Ended		(Dollars in thousands) Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Net income	$ 4,147	$ 8,423	$ 12,246	$ 15,118
Interest expense	2,656	2,857	5,058	5,663
Income tax expense	951	1,812	2,573	2,921
Depreciation	3,610	3,475	7,197	6,898
Amortization	4,288	3,511	8,469	7,010
Stock-based compensation expense (1)	3,600	2,609	5,190	5,742
Restructuring charges (2)	3,231	—	3,231	—
Guaymas fire related expenses	998	692	1,955	1,167
Insurance recoveries related to business interruption	—	—	(3,000)	—
Inventory purchase accounting adjustments	637	—	1,274	—
Adjusted EBITDA	$ 24,118	$ 23,379	$ 44,193	$ 44,519
% of net revenues	13.8 %	14.6 %	13.1 %	14.0 %

(1) Both three and six months ended July 2, 2022 included $0.5 million of stock-based compensation expense for awards with both performance and market conditions that will be settled in cash.

(2) Both three and six months ended July 2, 2022 included $0.5 million of restructuring charges that were recorded as cost of sales.

Results of Operations

Second Quarter of 2022 Compared to Second Quarter of 2021

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) Three Months Ended				(Dollars in thousands, except per share data) Six Months Ended			
	July 2, 2022	% of Net Revenues	July 3, 2021	% of Net Revenues	July 2, 2022	% of Net Revenues	July 3, 2021	% of Net Revenues
Net Revenues	$ 174,198	100.0 %	$ 160,192	100.0 %	$ 337,679	100.0 %	$ 317,343	100.0 %
Cost of Sales	139,556	80.1 %	123,410	77.0 %	270,562	80.1 %	247,461	78.0 %
Gross Profit	34,642	19.9 %	36,782	23.0 %	67,117	19.9 %	69,882	22.0 %
Selling, General and Administrative Expenses	24,185	13.9 %	23,690	14.8 %	47,537	14.1 %	46,180	14.5 %
Restructuring Charges	2,703	1.5 %	—	— %	2,703	0.8 %	—	— %
Operating Income	7,754	4.5 %	13,092	8.2 %	16,877	5.0 %	23,702	7.5 %
Interest Expense	(2,656)	(1.6)%	(2,857)	(1.8)%	(5,058)	(1.5)%	(5,663)	(1.8)%
Other Income	—	— %	—	— %	3,000	0.9 %	—	— %
Income Before Taxes	5,098	2.9 %	10,235	6.4 %	14,819	4.4 %	18,039	5.7 %
Income Tax Expense	951	nm	1,812	nm	2,573	nm	2,921	nm
Net Income	$ 4,147	2.4 %	$ 8,423	5.3 %	$ 12,246	3.6 %	$ 15,118	4.8 %
Effective Tax Rate	18.7 %	nm	17.7 %	nm	17.4 %	nm	16.2 %	nm
Diluted Earnings Per Share	$ 0.34	nm	$ 0.69	nm	$ 0.99	nm	$ 1.23	nm

nm = not meaningful

Net Revenues by End-Use Market and Operating Segment

Net revenues by end-use market and operating segment during the fiscal three and six months ended July 2, 2022 and July 3, 2021, respectively, were as follows:

	Three Months Ended					Six Months Ended				
		(Dollars in thousands)		% of Net Revenues			(Dollars in thousands)		% of Net Revenues	
	Change	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021	Change	July 2 2022	July 3, 2021	July 2 2022	July 3, 2021
Consolidated Ducommun										
Military and space	$ (6,328)	$ 106,680	$ 113,008	61.2 %	70.5 %	$ (21,121)	$ 206,014	$ 227,135	61.0 %	71.6 %
Commercial aerospace	19,490	57,067	37,577	32.8 %	23.5 %	38,188	111,142	72,954	32.9 %	23.0 %
Industrial	844	10,451	9,607	6.0 %	6.0 %	3,269	20,523	17,254	6.1 %	5.4 %
Total	$ 14,006	$ 174,198	$ 160,192	100.0 %	100.0 %	$ 20,336	$ 337,679	$ 317,343	100.0 %	100.0 %
Electronic Systems										
Military and space	$ (568)	$ 80,187	$ 80,755	73.1 %	78.6 %	$ (10,481)	$ 152,007	$ 162,488	73.4 %	80.5 %
Commercial aerospace	6,659	19,094	12,435	17.4 %	12.1 %	12,509	34,668	22,159	16.7 %	11.0 %
Industrial	844	10,451	9,607	9.5 %	9.3 %	3,269	20,523	17,254	9.9 %	8.5 %
Total	$ 6,935	$ 109,732	$ 102,797	100.0 %	100.0 %	$ 5,297	$ 207,198	$ 201,901	100.0 %	100.0 %
Structural Systems										
Military and space	$ (5,760)	$ 26,493	$ 32,253	41.1 %	56.2 %	$ (10,640)	$ 54,007	$ 64,647	41.4 %	56.0 %
Commercial aerospace	12,831	37,973	25,142	58.9 %	43.8 %	25,679	76,474	50,795	58.6 %	44.0 %
Total	$ 7,071	$ 64,466	$ 57,395	100.0 %	100.0 %	$ 15,039	$ 130,481	$ 115,442	100.0 %	100.0 %

Net revenues for the three months ended July 2, 2022 were $174.2 million, compared to $160.2 million for the three months ended July 3, 2021. The year-over-year increase was primarily due to the following:

- $19.5 million higher revenues in our commercial aerospace end-use markets due to higher build rates on large aircraft platforms, other commercial aerospace platforms, and regional and business aircraft platforms; partially offset by
- $6.3 million lower revenues in our military and space end-use markets due to lower build rates on military rotary-wing aircraft platforms and various missile platforms, partially offset by higher build rates on other military and space platforms.

Net revenues for the six months ended July 2, 2022 were $337.7 million, compared to $317.3 million for the six months ended July 3, 2021. The year-over-year increase was primarily due to the following:

- $38.2 million higher revenues in our commercial aerospace end-use markets due to higher build rates on large aircraft platforms, other commercial aerospace platforms, and regional and business aircraft platforms; partially offset by
- $21.1 million lower revenues in our military and space end-use markets due to lower build rates on military rotary-wing aircraft platforms, various missile platforms, and military fixed-wing aircraft platforms.

Net Revenues by Major Customers

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

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Boeing Company	6.4 %	9.0 %	6.8 %	8.2 %
General Dynamics Corporation	6.0 %	2.7 %	5.6 %	2.7 %
Northrop Grumman Corporation	5.7 %	7.4 %	6.2 %	6.7 %
Raytheon Technologies Corporation	21.9 %	22.2 %	21.3 %	22.4 %
Spirit AeroSystems Holdings, Inc.	6.1 %	3.7 %	5.0 %	3.2 %
Total top ten customers [(1)]	61.4 %	61.3 %	60.2 %	59.7 %

(1) Includes The Boeing Company ("Boeing"), General Dynamics Corporation ("GD"), Northrop Grumman Corporation ("Northrop"), Raytheon Technologies Corporation ("Raytheon"), and Spirit AeroSystems Holdings, Inc. ("Spirit") for the three and six months ended July 2, 2022 and July 3, 2021.

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

	July 2, 2022	December 31, 2021
Boeing	5.3 %	3.5 %
GD	5.2 %	4.0 %
Northrop	10.2 %	10.9 %
Raytheon	13.4 %	17.8 %
Spirit	1.8 %	0.7 %

The net revenues and accounts receivable from Boeing, GD, Northrop, Raytheon, and Spirit 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 as a percentage of net revenues decreased year-over-year with the three months ended July 2, 2022 of 19.9%, compared to the three months ended July 3, 2021 of 23.0% primarily due to unfavorable product mix, partially offset by favorable manufacturing volume and lower compensation and benefits costs.

Gross profit as a percentage of net revenues decreased year-over-year with the six months ended July 2, 2022 of 19.9%, compared to the six months ended July 3, 2021 of 22.0% primarily due to unfavorable product mix, partially offset by lower compensation and benefits costs and favorable manufacturing volume.

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

SG&A expenses increased $0.5 million year-over-year in the three months ended July 2, 2022 compared to the three months ended July 3, 2021 primarily due to higher other general and administrative expenses of $0.9 million, partially offset by lower compensation and benefits costs of $0.3 million.

SG&A expenses increased $1.4 million year-over-year in the six months ended July 2, 2022 compared to the six months ended July 3, 2021 primarily due to higher other general and administrative expenses of $1.6 million.

Restructuring Charges

Restructuring charges increased $3.2 million (of which $0.5 million was included in cost of sales) year-over-year in both the three and six months ended July 2, 2022 compared to both the three and six months ended July 3, 2021 primarily due to the restructuring plan that was approved and commenced in April 2022 that is expected to better position us for stronger performance. See Note 3 for further information.

Interest Expense

Interest expense decreased $0.2 million and $0.6 million year-over-year in the three and six months ended July 2, 2022 compared to the three and six months ended July 3, 2021, respectively, primarily due to a lower outstanding debt balance, partially offset by higher interest rates.

Income Tax Expense

We recorded income tax expense of $1.0 million for the three months ended July 2, 2022, compared to $1.8 million for the three months ended July 3, 2021. The decrease in income tax expense for the second quarter of 2022 compared to the second quarter of 2021 was primarily due to lower pre-tax income for the second quarter of 2022 compared to the second quarter of 2021. The decrease in income tax expense was partially offset by lower discrete income tax benefits recognized in the second quarter of 2022 for net tax windfalls related to stock-based compensation.

We recorded income tax expense of $2.6 million for the six months ended July 2, 2022, compared to $2.9 million for the six months ended July 3, 2021. The decrease in income tax expense for the first six months of 2022 compared to the first six months of 2021 was primarily due to lower pre-tax income for the first six months of 2022 compared to the first six months of 2021 and higher income tax benefits recognized in the first six months of 2022 related to the U.S. Federal research and development tax credit. The decrease in income tax expense was partially offset by lower discrete income tax benefits recognized in the first six months of 2022 for net tax windfalls related to stock-based compensation.

Our total amount of unrecognized tax benefits was $4.6 million and $4.4 million as of July 2, 2022 and December 31, 2021, respectively. If recognized, $2.8 million would affect the effective tax rate. 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 July 2, 2022 and December 31, 2021 were not significant. As a result of statute of limitations set to expire in the fourth quarter of 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 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.

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 (for U.S.-based research). 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. As of July 2, 2022, we recorded an increase to current income taxes payable by approximately $5.3 million and a decrease to net deferred tax liabilities by a similar amount. 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 Share

Net income and earnings per share for the three months ended July 2, 2022 were $4.1 million, or $0.34 per diluted share, compared to $8.4 million, or $0.69 per diluted share, for the three months ended July 3, 2021. The decrease in net income for the three months ended July 2, 2022 compared to the three months ended July 3, 2021 was primarily due to lower gross profit of $2.1 million and higher restructuring charges of $3.2 million.

Net income and earnings per share for the six months ended July 2, 2022 were $12.2 million, or $0.99 per diluted share, compared to $15.1 million, or $1.23 per diluted share, for the six months ended July 3, 2021. The decrease in net income for the six months ended July 2, 2022 compared to the six months ended July 3, 2021 was primarily due to lower gross profit of $2.8 million and higher restructuring charges of $3.2 million, partially offset by higher other income of $3.0 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 the three and six months ended July 2, 2022 and July 3, 2021:

	Three Months Ended					Six Months Ended				
	%	(Dollars in thousands)		% of Net Revenues		%	(Dollars in thousands)		% of Net Revenues	
	Change	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021	Change	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
Net Revenues										
Electronic Systems	6.7 %	$ 109,732	$ 102,797	63.0 %	64.2 %	2.6 %	$ 207,198	$ 201,901	61.4 %	63.6 %
Structural Systems	12.3 %	64,466	57,395	37.0 %	35.8 %	13.0 %	130,481	115,442	38.6 %	36.4 %
Total Net Revenues	8.7 %	$ 174,198	$ 160,192	100.0 %	100.0 %	6.4 %	$ 337,679	$ 317,343	100.0 %	100.0 %
Segment Operating Income										
Electronic Systems		$ 13,610	$ 14,375	12.4 %	14.0 %		$ 23,021	$ 26,866	11.1 %	13.3 %
Structural Systems		1,265	5,592	2.0 %	9.7 %		6,152	10,720	4.7 %	9.3 %
		14,875	19,967				29,173	37,586		
Corporate General and Administrative Expenses (1)		(7,121)	(6,875)	(4.1)%	(4.3)%		(12,296)	(13,884)	(3.6)%	(4.4)%
Total Operating Income		$ 7,754	$ 13,092	4.5 %	8.2 %		$ 16,877	$ 23,702	5.0 %	7.5 %
Adjusted EBITDA										
Electronic Systems										
Operating Income		$ 13,610	$ 14,375				$ 23,021	$ 26,866		
Depreciation and Amortization		3,484	3,426				6,990	6,849		
Restructuring Charges		1,284	—				1,284	—		
		18,378	17,801	16.7 %	17.3 %		31,295	33,715	15.1 %	16.7 %
Structural Systems										
Operating Income		1,265	5,592				6,152	10,720		
Depreciation and Amortization		4,356	3,501				8,559	6,941		
Restructuring Charges		1,947	—				1,947	—		
Guaymas fire related expenses		998	692				1,955	1,167		
Inventory Purchase Accounting Adjustments		637	—				1,274	—		
		9,203	9,785	14.3 %	17.0 %		19,887	18,828	15.2 %	16.3 %
Corporate General and Administrative Expenses (1)										
Operating Loss		(7,121)	(6,875)				(12,296)	(13,884)		
Depreciation and Amortization		58	59				117	118		
Stock-Based Compensation Expense		3,600	2,609				5,190	5,742		
		(3,463)	(4,207)				(6,989)	(8,024)		
Adjusted EBITDA		$ 24,118	$ 23,379	13.8 %	14.6 %		$ 44,193	$ 44,519	13.1 %	14.0 %
Capital Expenditures										
Electronic Systems		$ 2,943	$ 1,277				$ 4,639	$ 1,901		
Structural Systems		2,486	2,567				5,858	4,556		
Corporate Administration		—	—				—	—		
Total Capital Expenditures		$ 5,429	$ 3,844				$ 10,497	$ 6,457		

(1) Includes costs not allocated to either the Electronic Systems or Structural Systems operating segments.

Electronic Systems

Electronic Systems net revenues in the three months ended July 2, 2022 compared to the three months ended July 3, 2021 increased $6.9 million primarily due to the following:

- $6.7 million higher revenues in our commercial aerospace end-use markets due to higher build rates on other commercial aerospace platforms and large aircraft platforms; partially offset by

- $0.6 million lower revenues in our military and space end-use markets due to lower build rates on military fixed-wing aircraft platforms and various missile platforms, partially offset by higher build rates on other military and space platforms.

Electronic Systems net revenues in the six months ended July 2, 2022 compared to the six months ended July 3, 2021 increased $5.3 million primarily due to the following:

- $12.5 million higher revenues in our commercial aerospace end-use markets due to higher build rates on other commercial aerospace platforms, large aircraft platforms, and regional and business aircraft platforms; partially offset by
- $10.5 million lower revenues in our military and space end-use markets due to lower build rates on other military and space platforms, military fixed-wing aircraft platforms, and various missile platforms.

Electronic Systems segment operating income in the three months ended July 2, 2022 compared to the three months ended July 3, 2021 decreased $0.8 million primarily due to unfavorable product mix, partially offset by favorable manufacturing volume.

Electronic Systems segment operating income in the six months ended July 2, 2022 compared to the six months ended July 3, 2021 decreased $3.8 million primarily due to unfavorable product mix.

Structural Systems

Structural Systems net revenues in the three months ended July 2, 2022 compared to the three months ended July 3, 2021 increased $7.1 million primarily due to the following:

- $12.8 million higher revenues in our commercial aerospace end-use markets due to higher build rates on large aircraft platforms; partially offset by
- $5.8 million lower revenues in our military and space end-use markets due to lower build rates on military rotary-wing aircraft platforms and various missile platforms.

Structural Systems net revenues in the six months ended July 2, 2022 compared to the six months ended July 3, 2021 increased $15.0 million primarily due to the following:

- $25.7 million higher revenues in our commercial aerospace end-use markets due to higher build rates on large aircraft platforms and regional and business aircraft platforms; partially offset by
- $10.6 million lower revenues in our military and space end-use markets due to lower build rates on military rotary-wing aircraft platforms and various missile platforms.

The Structural Systems segment operating income in the three months ended July 2, 2022 compared to the three months ended July 3, 2021 decreased $4.3 million primarily due to unfavorable product mix.

The Structural Systems segment operating income in the six months ended July 2, 2022 compared to the six months ended July 3, 2021 decreased $4.6 million primarily due to unfavorable product mix, partially offset by lower compensation and benefits costs and favorable manufacturing volume.

In June 2020, a fire severely damaged our performance center in Guaymas, Mexico. We have insurance coverage and up to a capped amount, expect 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. The loss of production from the Guaymas performance center was being absorbed by our other existing performance centers, however, we have reestablished and are in the process of ramping up our manufacturing capabilities in a different leased facility in Guaymas. 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. If we are ultimately deemed to be responsible or partly responsible, it is possible we could incur a loss in excess of our insurance coverage limits, which could be material to our cash flow, liquidity, or financial results. See Note 8 and Note 10 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q.

Corporate General and Administrative (“CG&A”) Expenses

CG&A expenses increased $0.2 million for the three months ended July 2, 2022 compared to the three months ended July 3, 2021.

CG&A expenses decreased $1.6 million for the six months ended July 2, 2022 compared to the six months ended July 3, 2021 primarily due to lower compensation and benefits costs of $1.6 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 condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q. 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 market, partially offset by a decrease in the military and space end-use market. $686.0 million of total backlog is expected to be delivered over the next 12 months. The following table summarizes our backlog as of July 2, 2022 and December 31, 2021:

	(Dollars in thousands)		
	Change	July 2, 2022	December 31, 2021
Consolidated Ducommun			
Military and space	$ (26,358)	$ 493,920	$ 520,278
Commercial aerospace	86,076	419,183	333,107
Industrial	11,557	63,359	51,802
Total	$ 71,275	$ 976,462	$ 905,187
Electronic Systems			
Military and space	$ (12,718)	$ 387,284	$ 400,002
Commercial aerospace	32,822	89,632	56,810
Industrial	11,557	63,359	51,802
Total	$ 31,661	$ 540,275	$ 508,614
Structural Systems			
Military and space	$ (13,640)	$ 106,636	$ 120,276
Commercial aerospace	53,254	329,551	276,297
Total	$ 39,614	$ 436,187	$ 396,573

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)	
	July 2, 2022	December 31, 2021
Total debt, including long-term portion	$ 254.2	$ 287.7
Weighted-average interest rate on debt	3.80 %	3.27 %
Term Loans interest rate	3.50 %	3.22 %
Cash and cash equivalents	$ 37.5	$ 76.3
Unused Revolving Credit Facility	$ 99.8	$ 99.8

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, we completed a refinancing of all our existing debt by entering into a new term loan and a new revolving credit facility. At the same leverage ratio, the interest rate spread in our new credit facilities is lower then the interest rate spread in our credit facilities that were in effect as of July 2, 2022. See Note 1 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

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 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. We made the mandatory quarterly principal prepayment under the 2019 Term Loan during the three and six months ended July 2, 2022 of $1.8 million and $3.5 million, respectively. In addition, if we meet the annual excess cash flow threshold, we are required to make an annual additional principal payment on the 2018 Term Loan based on the consolidated adjusted leverage ratio. We did not exceed the annual excess cash flow threshold for 2021 and thus, no annual excess cash flow payment was required to be paid during the first quarter of 2022. 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 July 2, 2022, we were in compliance with all covenants required under the Credit Facilities. See Note 7 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

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.

However, since we were paying down on the term loans during the three months ended April 2, 2022, we were required to pay down on the 2019 Term Loan and 2018 Term Loan on a pro-rata basis and thus, we paid down $13.0 million and $17.0 million on the 2019 Term Loan and 2018 Term Loan, respectively, for an aggregate total pay down of $30.0 million. We made no voluntary prepayments on either the 2019 Term Loan or the 2018 Term Loan during the three months ended July 2, 2022.

During the three months ended July 2, 2022, in April 2022, management approved and commenced a restructuring plan that will position us for stronger performance. The restructuring plan will mainly reduce headcount and consolidate facilities. As a result of this restructuring plan, we analyzed the need to write-down inventory and impair long-lived assets, including operating lease right-of-use assets. As of July 2, 2022, we estimate the remaining amount of charges related to this initiative to be $3.0 million to $5.0 million in total pre-tax restructuring charges through 2023. Of these charges, we estimate $2.0 million to $3.0 million to be cash payments for employee separation and other facility consolidation related expenses, and $1.0 million to $2.0 million to be non-cash charges for impairment of long-lived assets. On an annualized basis, we anticipate these restructuring actions will result in total cost savings of $3.0 million to $4.0 million. See Note 3 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

In November 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 7 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, as a result of completing a refinancing of the Credit Facilities, we were required to complete an amendment of our derivative contracts with an aggregate notional amount of $150.0 million we had entered into in November 2021. The existing derivative contracts were based on U.S. dollar-one month LIBOR, which was required to be amended to one month Term SOFR, as borrowings using LIBOR are no longer available under the New Credit Facilities. See Note 1 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

In December 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 condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

In December 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 $141.3 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.

We expect to spend a total of $17.0 million to $19.0 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 the Electronic Systems and Structural Systems segments. As part of our strategic plan to become a supplier of a wider range 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.

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 monitor our asset base, including the market dynamics of the properties we own, and we may sell such properties and/or enter into sale-leaseback transactions. Such transactions would provide cash for various capital deployment options.

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

Net cash provided by operating activities for the six months ended July 2, 2022 was $6.1 million, compared to net cash used in operating activities of $17.8 million for the six months ended July 3, 2021. The higher net cash provided by operating activities during the first six months of 2022 was mainly due to higher accounts payable, partially offset by higher contract assets, higher accounts receivable, and lower net income.

Net cash used in investing activities was $8.7 million for the six months ended July 2, 2022, compared to $6.8 million in the six months ended July 3, 2021. The higher net cash used during the first six months of 2022 compared to the prior year period was mainly due to higher purchases of property and equipment.

Net cash used in financing activities was $36.3 million for the six months ended July 2, 2022, compared to $19.8 million for the six months ended July 3, 2021. The higher net cash used in financing activities during the first six months of 2022 was mainly due to the $30.0 million pay down on term loans during the six months ended July 2, 2022.

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

The preparation of our condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States requires estimation and judgment that affect the reported amounts of net revenues, expenses, assets and liabilities. For a description of our critical accounting policies, please refer to “Critical Accounting Policies” in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our 2021 Annual Report on Form 10-K. There have been no material changes in any of our critical accounting policies during the three months ended July 2, 2022.

Recent Accounting Pronouncements

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our main market risk exposure relates to changes in U.S. and U.K. interest rates on our outstanding long-term debt. At July 2, 2022, we had total borrowings of $254.2 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.

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, we completed a refinancing of all our existing debt by entering into a new term loan and a new revolving credit facility. See Note 1 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

Subsequent to our quarter ended July 2, 2022, on July 14, 2022, as a result of completing a refinancing of all our existing debt, we were required to complete an amendment of our derivative contracts with an aggregate notional amount of $150.0 million we had entered into in November 2021. The existing derivative contracts were based on U.S. dollar-one month LIBOR, which was required to be amended to one month Term SOFR, as borrowings using LIBOR are no longer available under the New Credit Facilities. See Note 1 to our condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q for further information.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

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

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended July 2, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

See Part I, Item 1A of our Annual Report on Form 10-K ("Form 10-K") for the year ended December 31, 2021 for a discussion of our risk factors. There have been no material changes during the three months ended July 2, 2022 to the risk factors disclosed in our Form 10-K for the year ended December 31, 2021.

Item 4. Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

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 Credit Agreement, dated as of July 14, 2022, 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 July 18, 2022.

10.2 Joinder Agreement to Amended and Restated Credit Agreement dated as of April 15, 2022, by and among Magnetic Seal LLC as Subsidiary Guarantor, Ducommun Incorporated as Borrower, and Bank of America, N.A. as Administrative Agent. Incorporated by reference to Exhibit 10.1 to Form 10-Q for the period ended April 2, 2022.

10.3 Second Amendment to Amended and Restated Credit Agreement entered into on March 20, 2020. Incorporated by reference to Exhibit 10.1 to Form 10-Q for the period ended October 2, 2021.

10.4 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.

10.5 Amended and Restated 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.

*10.6 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.

*10.7 2020 Employee Stock Incentive Plan. Incorporated by reference to Appendix A of Definitive Proxy Statement on Schedule 14a, filed on March 20, 2020.

*10.8 2018 Employee Stock Purchase Plan. Incorporated by reference to Appendix B of Definitive Proxy Statement on Schedule 14a, filed on March 23, 2018.

Exhibit
No. **Description**

*10.9 2020 Employee Stock Purchase Plan. Incorporated by reference to Appendix A of Definitive Proxy Statement on Schedule 14a, filed on March 20, 2020.
*10.10 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.

*10.11 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.

*10.12 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.

*10.13 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.

*10.14 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.

*10.15 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.

*10.16 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.

*10.17 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.

*10.18 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.

*10.19 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.

*10.20 Form of Performance Stock Unit Cash-Based Long-Term Incentive Award Agreement for 2022 and after.

*10.21 Form of Performance Restricted Stock Unit Cash-Based Long-Term Incentive Award Agreement for 2022 and after.

*10.22 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.

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

*10.24 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.

*10.25 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

*10.26 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.

*10.27 Retirement and Release Agreement dated November 29, 2021 between Ducommun Incorporated and Rosalie F. Rogers. Incorporated by reference to Exhibit 10.24 to Form 10-K for the year ended December 31, 2021.

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Exhibit
No. **Description**

10.28 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

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 Inline XBRL Taxonomy Extension Schema

101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase

101.DEF Inline XBRL Taxonomy Extension Definition Linkbase

101.LAB Inline XBRL Taxonomy Extension Label Linkbase

101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase

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

* Indicates an executive compensation plan or arrangement.

SIGNATURES

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

Date: August 4, 2022	By:	/s/ Stephen G. Oswald
		Stephen G. Oswald Chairman, President and Chief Executive Officer (Principal Executive Officer)
Date: August 4, 2022	By:	/s/ Christopher D. Wampler
		Christopher D. Wampler Vice President, Chief Financial Officer, Controller and Treasurer (Principal Financial and Principal Accounting Officer)

DUCOMMUN INCORPORATED

PSU CASH-BASED LONG-TERM INCENTIVE AWARD AGREEMENT

This cash-based long-time incentive award agreement (the "**Agreement**") is made as of ______, 202_ (the "**Effective Date**"), between Ducommun Incorporated, a Delaware corporation (the "**Corporation**"), and ________ ("**Award Holder**").

R E C I T A L S

This Agreement is subject to and governed by the terms of the Amended and Restated 2020 Stock Incentive Plan (the "**Plan**").

A G R E E M E N T S

1. Grant. The Corporation hereby grants to the Award Holder an award (the "**Award**") with a target value (if the Corporation achieves the target level performance goals described in Exhibit A attached hereto) of $____________ (the "**Target Award**"), and a maximum of up to two hundred fifty percent (250%) of the Target Award (if Corporation achieves the maximum level performance goals described in Exhibit A), in each case subject to certain adjustments as described herein. The Award granted hereunder represents the right to receive a payment in cash based upon the percentage of the Target Award earned, subject to the conditions set forth in this Agreement and the Plan.

2. Definitions. Unless the context clearly indicates otherwise, and subject to the terms and conditions of the Plan as the same may be amended from time to time, the following terms, when used in this Agreement, shall have the meanings set forth in this Section 2.

"Common Stock" shall mean the Common Stock, $.01 par value, of the Corporation or such other class of shares or other securities as may be applicable pursuant to the provisions of Sections 4 or 9 of this cash-based long-time incentive award agreement.

"Subsidiary" shall mean a corporation or other form of business entity more than 50% of the voting shares of which is owned or controlled, directly or indirectly, by the Corporation and which is designated by the Committee for participation in the Plan by the key employees thereof.

"Committee" shall mean the Compensation Committee of the Board of Directors of the Corporation, or if there is no such committee acting, the Board of Directors of the Corporation.

3. Vesting. The Award shall vest at the end of the 3-year performance period, beginning as of January 1, 202_ and ending on December 31, 202_ (the "**Performance Period**"). The vesting of the Award shall be subject to the Corporation achieving during the Performance Period the Diluted Earnings Per Share and Relative Total Shareholder Return, as provided in Exhibit A. Following the end of each fiscal year of the Performance Period and the collection of relevant data necessary to determine the extent to which the performance goals set forth in Exhibit A have been satisfied, the Committee will determine: (a) the amount of Diluted Earnings Per Share that was achieved by the Corporation for each fiscal year of the Performance Period, and (b) the percentage of the Target Award for each fiscal year (for each such fiscal year, the "**Earned Award**") that will become the Vested Award (as defined in

Exhibit A) as of the last day of the Performance Period or earlier as provided in Section 5(b). Following the end of the Performance Period and collection of relevant data necessary to determine the extent to which the performance goals set forth in Exhibit A have been satisfied, the Committee will determine: (a) the Relative Total Shareholder Return that was achieved by the Corporation over the Performance Period, and (b) the multiplier that will be applied to the Earned Award to calculate the amount of the Vested Award as of the last day of the Performance Period, as provided in Exhibit A attached hereto. The Committee shall make these determinations in its sole discretion. The level of achievement of Diluted Earnings Per Share and Relative Total Shareholder Return shall be evidenced by the Committee's written certification. For the avoidance of doubt, any portion of the Target Award that does not vest in accordance with the forgoing shall expire without consideration at the end of the Performance Period.

4. Settlement of Vested Award. Upon the vesting of all or a portion of the Award, the Vested Award (as defined in Exhibit A) shall be paid to the Award Holder in cash, subject to any required tax withholding obligations, upon the Committee's written certification as set forth in Section 3. No shares of Common Stock shall be issued with respect to the Award. The Award Holder shall not acquire or have any rights as a shareholder of the Corporation by virtue of this cash-based long-time incentive award agreement (or the Award evidenced hereby). Notwithstanding the foregoing, the Award Holder may elect, on a form and in a manner prescribed by the Corporation, to defer any payment of the Vested Award, provided that any such deferral of payment must comply with any applicable requirements of Section 409A of the Code.

5. Termination.

(a) If the Award Holder's employment with the Corporation or a Subsidiary terminates before the end of the Performance Period for any reason, except as provided in this Section 5, then the Award will be forfeited and cancelled and surrendered to the Corporation without payment of any consideration, effective on the date of the Award Holder's termination of employment. Upon the termination of the Award Holder's employment with the Corporation or a Subsidiary as a result of (i) death or "permanent disability" (as defined herein) or (ii) "retirement" (as defined herein), the amount of the Vested Award and the vesting of such Vested Award shall be determined in accordance with Section 5(b) below. As used herein, the term "retirement" shall mean that, on the date on which the Award Holder terminates employment with the Corporation or a Subsidiary, either (x) the Award Holder is sixty-five (65) or more years of age, or (y) the combination of the Award Holder's age plus years of service equals not less than seventy (70). As used herein, the term "permanent disability" shall mean the date on which the Award Holder has not worked or been able to work due to physical or mental incapacity for a period of one hundred eighty (180) consecutive days.

(b) Upon the termination of the Award Holder's employment with the Corporation or a Subsidiary as a result of death, permanent disability or retirement as provided in Section 5(a), (i) for each full fiscal year that the Award Holder was employed by the Corporation or a Subsidiary, the Earned Award (as defined in Section 3) shall vest immediately, and (ii) for the last fiscal year (if less than a full fiscal year) that the Award Holder was employed by the Corporation or a Subsidiary, the Target Award shall be reduced an amount equal to the Target Award set forth in Section 1 multiplied by a fraction, (x) the numerator of which equals the number of full calendar quarters that have elapsed between January 1 of such fiscal year and the date of termination of employment, and (y) the denominator of which equals four (4), and such Target Award (as reduced) shall then vest at such time as it becomes an Earned Award (as defined in Section 3) provided that the Award Holder has not rendered services, directly or indirectly, to any third party engaged in competition with the Corporation or its Subsidiaries. For the avoidance of doubt, the Total Vested Award Modifier (as described in Exhibit A) shall not be applied in determining the Vested Award for any Award covered by this Section 5(b).

6. Reserved.

7. No Right to Continued Employment. Nothing in the Plan, in this Agreement or in any other instrument executed pursuant thereto shall confer upon the Award Holder any right to continue in the employ of the Corporation or any Subsidiary of the Corporation or shall interfere in any way with the right of the Corporation or any such Subsidiary to at any time terminate the employment of the Award Holder with or without cause.

8. Reserved.

9. No Rights as a Shareholder. Neither the Award Holder nor any beneficiary or other person claiming under or through the Award Holder shall have any right, title or interest in or to any shares of Common Stock as a result of the Award or this Agreement.

10. Withholding. The Corporation or any Subsidiary of the Corporation may make such provisions as it may deem appropriate for the withholding of any taxes which the Corporation or such Subsidiary determines it is required to withhold in connection with this cash-based long-time incentive award agreement and the transactions contemplated hereby.

11. No Assignments. Neither this Agreement, nor this Award nor any other rights and privileges granted hereby shall be transferred, assigned, pledged or hypothecated in any way, whether by operation of law of descent and distribution. Upon any attempt to so transfer, assign, pledge, hypothecate or otherwise dispose of this Agreement, this Award or any other right or privilege granted hereby contrary to the provisions hereof, this Agreement, this Award and all of such rights and privileges shall immediately become null and void, provided however, that the Award Holder may transfer an Award to any "family member" (as such term is defined in Section A.1(a)(5) of the General Instructions to Form S-8 under the Securities Act of 1933, as amended ("**Form S-8**")), to trusts solely for the benefit of such family members and to partnerships in which such family members and/or trusts are the only partners; provided that the transfer is pursuant to a gift or a domestic relations order to the extent permitted under the General Instructions to Form S-8 and provided further, that such transferee acknowledges and agrees that the Award remains subject to all of the terms and conditions of this Agreement and the Plan.

12. Other Programs. Nothing contained in this cash-based long-time incentive award agreement shall affect the right of the Award Holder to participate in and receive benefits under and in accordance with the then current provisions of any pension, insurance, profit-sharing or other employee benefit plan or program of the Corporation or of any Subsidiary of the Corporation.

13. The Plan. The Award hereby granted is subject to, and the Corporation and Award Holder agree to be bound by all of the terms and conditions of the Plan as the same may be amended from time to time in accordance with the terms thereof, but no such amendment may adversely affect the Award Holder's rights under this Agreement. Award Holder acknowledges receipt of a complete copy of the Plan.

14. Committee Authority. All questions arising under the Plan or under this Agreement shall be decided by the Committee in its total and absolute discretion. It is expressly understood that the Committee is authorized to administer, construe and make all determinations necessary or appropriate to the administration of the Plan and this Agreement,

all of which shall be binding upon the Award Holder to the maximum extent permitted by the Plan.

15. Consideration. The consideration for the rights and benefits conferred on Award Holder by this Award are the services rendered by the Award Holder after and not before the grant of this Award.

16. Applicable Law. This Award has been granted as of the effective date set forth above at Los Angeles, California, and the interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of California.

DUCOMMUN INCORPORATED

By: ____________________________________
Chief Executive Officer

By: ____________________________________
Secretary

____
Award Holder

PSU CASH-BASED LONG-TIME INCENTIVE AWARD AGREEMENT

Exhibit A

For purposes of this Agreement, the "**Diluted Earnings Per Share**" means the diluted earnings per share of the Corporation for each of the Corporation's fiscal years ending December 31, 202_, December 31, 202_ and December 31, 202_ as included in the Corporation's audited financial statements, subject to adjustment as provided herein. The Diluted Earnings Per Share shall be adjusted (as determined by the Committee) (i) for changes in accounting, (ii) for discontinued operations (including businesses and product lines that are sold), (iii) to exclude gain or loss on the sale of any business or product line, including but not limited to post-closing adjustments to the purchase price, any indemnity or similar payments, and any costs or expenses in connection therewith, (iv) to exclude any asset impairment write-offs or charges (whether of goodwill, intangible or tangible assets), (v) to exclude any transaction-related costs or expenses arising in connection with the purchase or sale of any business or product line, including but not limited to the effects of Financial Accounting Standards Board Accounting Standards Codification Topic 805, (vi) to exclude any costs or expenses arising in connection with the refinancing, restructuring or prepayment of any Debt, including but not limited to the unamortized portion of any original issue discount, the unamortized portion of any original issue costs and expenses, and any prepayment or make-whole payments, costs or expenses and (vii) any restructuring, reorganization or other costs, expenses or charges that the Compensation Committee determines should be adjusted to fairly reflect the operating performance of the Company. An appropriate adjustment in the Diluted Earnings Per Share amounts in the table below also shall be made for any change in capitalization as described in the Plan.

For purposes of this Agreement, the "**Relative Total Shareholder Return**" means the percentile ranking over the Performance Period of the Corporation's total shareholder return as compared to the total shareholder return of the companies in the Russell 2000 Index at the beginning of the Performance Period. The determination of the total shareholder return for the Corporation and the companies in the Russell 2000 Index shall include the appreciation or depreciation of stock prices plus dividends paid as if reinvested, and shall be determined based on the average closing price of the Corporation's common stock and the average closing price of the companies in the Russell 2000 Index over the thirty (30) trading days immediately preceding the Performance Period compared to the last thirty (30) trading days of the Performance Period. If the Russell 2000 Index ceases to be published, the Committee shall, in its discretion, substitute another broad-based stock index that it determines is appropriate.

After the end of the Corporation's fiscal year ending December 31, 202_, the Committee shall determine the Corporation's Diluted Earnings Per Share for such fiscal year and the applicable percentage of Target Award earned with respect to such performance measure for such fiscal year. After the end of the Corporation's fiscal year ending December 31, 202_, the Committee shall determine the Corporation's Diluted Earnings Per Share for such fiscal year and the applicable percentage of Target Award earned with respect to such performance measure for such fiscal year. After the end of the Corporation's fiscal year ending December 31, 202_, the Committee shall determine the Corporation's Diluted Earnings Per Share for such fiscal year and the applicable percentage of Target Award earned with respect to such performance measure for such fiscal year. If the Diluted Earnings Per Share does not equal or exceed the thresholds in the table below, the Award shall expire without consideration.

Diluted Earnings Per Share	202_	202_	202_	Total @ Target
Threshold				
Vesting % of Target Award	10%	10%	10%	30%
Target				
Vesting % of Target Award	33%	33%	34%	100%
Maximum				
Vesting % of Target Award	66%	66%	68%	200%

In the event that the Corporation's Diluted Earnings Per Share for any fiscal year of the Performance Period falls between two of the percentages listed in the table above, the applicable percentage of Target Award earned based on such achievement shall be determined by linear interpolation. The total value of the Award earned based upon the Corporation's achievement over the Performance Period (as determined by the Committee) will be equal to the sum of (i) the percentage determined by reference to the table above with respect to the Corporation's Diluted Earnings Per Share for the fiscal year ending December 31, 202_ multiplied by the amount of the Target Award set forth in Section 1 above, plus (ii) the percentage determined by reference to the table above with respect to the Corporation's Diluted Earnings Per Share for the fiscal year ending December 31, 202_ multiplied by the amount of the Target Award set forth in Section 1 above, plus (iii) the percentage determined by reference to the table above with respect to the Corporation's Diluted Earnings Per Share for the fiscal year ending December 31, 202_ multiplied by the amount of the Target Award set forth in Section 1 above (collectively, the "**Earned Award**").

After the end of the Performance Period, the Committee shall determine the Corporation's Relative Total Shareholder Return (compared to the companies in the Russell 2000 Index at the beginning of the Performance Period) over the Performance Period. The Committee, in its discretion, shall establish such procedures as it deems appropriate to determine the Corporation's percentile rank in Relative Total Shareholder Return. The total Vested Award will then be determined by multiplying the Earned Award by the Total Vested Award Modifier in the table below. Notwithstanding the foregoing, the Total Vested Award Modifier shall not be greater than 1.0 unless the Corporation's Total Shareholder Return over the Performance Period is greater than zero.

Relative Total Shareholder Return v. Russell 2000 Index	
Total Shareholder Return Percentile Rank	Total Vested Award Modifier
81% - 100%	1.25
71% - 80%	1.15
61% - 70%	1.10
41% - 60%	1.00
31% - 40%	.90
21% - 30%	.85
0% - 20%	.75

Notwithstanding anything herein to the contrary, in no event will more than two hundred fifty percent (250%) of the Target Award become earned and vested hereunder. The portion of the Award that is not earned and vested and that remains subject to forfeiture are referred to herein as "**Unvested Award**."

Exhibit 10.21

DUCOMMUN INCORPORATED

PRSU CASH-BASED LONG-TERM INCENTIVE AWARD AGREEMENT

This cash-based long-time incentive award agreement (the "**Agreement**") is made as of ______, 202_ (the "**Effective Date**"), between Ducommun Incorporated, a Delaware corporation (the "**Corporation**"), and ________ ("**Award Holder**").

R E C I T A L S

This Agreement is subject to and governed by the terms of the Amended and Restated 2020 Stock Incentive Plan (the "**Plan**").

A G R E E M E N T S

1. Grant. The Corporation hereby grants to the Award Holder an award (the "**Award**") with a target value (if the Corporation achieves the target level performance goals described in Exhibit A attached hereto) of $____________ (the "**Target Award**"), subject to certain adjustments as described herein. The Award granted hereunder represents the right to receive a payment in cash based upon the percentage of the Target Award earned, subject to the conditions set forth in this Agreement and the Plan.

2. Definitions. Unless the context clearly indicates otherwise, and subject to the terms and conditions of the Plan as the same may be amended from time to time, the following terms, when used in this Agreement, shall have the meanings set forth in this Section 2.

"Common Stock" shall mean the Common Stock, $.01 par value, of the Corporation or such other class of shares or other securities as may be applicable pursuant to the provisions of Sections 4 and 9 of this Agreement.

"Subsidiary" shall mean a corporation or other form of business entity more than 50% of the voting shares of which is owned or controlled, directly or indirectly, by the Corporation and which is designated by the Committee for participation in the Plan by the key employees thereof.

"Committee" shall mean the Compensation Committee of the Board of Directors of the Corporation, or if there is no such committee acting, the Board of Directors of the Corporation.

3. Vesting. The Award shall vest at the end of the 3-year performance period, beginning as of January 1, 202_ and ending on December 31, 202_ (the "**Performance Period**"). The vesting of the Award shall be based upon the Corporation achieving during the last year of the Performance Period, that level of revenue as set forth in Exhibit A as approved by the Committee at the commencement of the Performance Period. Following the end of each fiscal year of the Performance Period and the collection of relevant data necessary to determine the extent to which the performance goals set forth in Exhibit A have been satisfied, the Committee will determine: (a) the amount of revenue that was achieved by the Corporation during the Performance Period relative to the level of revenue approved by the Committee, and (b) the percentage of the Target Award earned as a result thereof for the Performance Period (the "**Earned Award**"). The Earned Award shall vest (and become the "**Vested Award**") as of the last day of the Performance Period, subject to the continued employment of the Award Holder by the Corporation through such date. The Committee shall

make the determination set forth herein in its sole discretion. The level of achievement of revenue shall be evidenced by the Committee's written certification. For the avoidance of doubt, any portion of the Target Award that does not vest in accordance with the forgoing shall expire without consideration at the end of the Performance Period.

4. Settlement of Vested Award. Upon the vesting of all or a portion of the Award, the Vested Award shall be paid to the Award Holder in cash, subject to any required tax withholding obligations, upon the Committee's written certification as set forth in Section 3. No shares of Common Stock shall be issued with respect to the Award. The Award Holder shall not acquire or have any rights as a shareholder of the Corporation by virtue of this Agreement (or the Award evidenced hereby). Notwithstanding the foregoing, the Award Holder may elect, on a form and in a manner prescribed by the Corporation, to defer any payment of Vested Award, provided that any such deferral of payment must comply with any applicable requirements of Section 409A of the Code.

5. Termination. If the Award Holder's employment with the Corporation or a Subsidiary terminates before the end of the Performance Period for any reason, except as provided in this Section 5 or as determined by the Committee in its sole and absolute discretion, then the Award will be forfeited and cancelled and surrendered to the Corporation without payment of any consideration, effective on the date of the Award Holder's termination of employment. Upon the termination of the Award Holder's employment with the Corporation or a Subsidiary as a result of the Award Holder's death or "permanent disability" (as defined herein) the Restricted Stock Units shall become fully vested on the date of such death or "permanent disability". As used herein, the term "permanent disability" shall mean the date on which the Award Holder has not worked or been able to work due to physical or mental incapacity for a period of one hundred eighty (180) consecutive days.

6. Reserved.

7. No Right to Continued Employment. Nothing in the Plan, in this Agreement or in any other instrument executed pursuant thereto shall confer upon the Award Holder any right to continue in the employ of the Corporation or any Subsidiary of the Corporation or shall interfere in any way with the right of the Corporation or any such Subsidiary to at any time terminate the employment of the Award Holder with or without cause.

8. Reserved.

9. No Rights as a Shareholder. Neither the Award Holder nor any beneficiary or other person claiming under or through the Award Holder shall have any right, title or interest in or to any shares of Common Stock as a result of the Award or this Agreement.

10. Withholding. The Corporation or any Subsidiary of the Corporation may make such provisions as it may deem appropriate for the withholding of any taxes which the Corporation or such Subsidiary determines it is required to withhold in connection with this Agreement and the transactions contemplated hereby.

11. No Assignments. Neither this Agreement, nor this Award nor any other rights and privileges granted hereby shall be transferred, assigned, pledged or hypothecated in any way, whether by operation of law of descent and distribution. Upon any attempt to so transfer, assign, pledge, hypothecate or otherwise dispose of this Agreement, this Award or any other right or privilege granted hereby contrary to the provisions hereof, this Agreement, this Award and all of such rights and privileges shall immediately become null and void, provided however, that the Award Holder may transfer an Award to any "family member" (as such term is defined in Section A.1(a)(5) of the General Instructions to Form S-8 under the

Securities Act of 1933, as amended ("**Form S-8**")), to trusts solely for the benefit of such family members and to partnerships in which such family members and/or trusts are the only partners; provided that the transfer is pursuant to a gift or a domestic relations order to the extent permitted under the General Instructions to Form S-8 and provided further, that such transferee acknowledges and agrees that the Award remains subject to all of the terms and conditions of this Agreement and the Plan.

12. Other Programs. Nothing contained in this cash-based long-time incentive award agreement shall affect the right of the Award Holder to participate in and receive benefits under and in accordance with the then current provisions of any pension, insurance, profit-sharing or other employee benefit plan or program of the Corporation or of any Subsidiary of the Corporation.

13. The Plan. The Award hereby granted is subject to, and the Corporation and Award Holder agree to be bound by all of the terms and conditions of the Plan as the same may be amended from time to time in accordance with the terms thereof, but no such amendment may adversely affect the Award Holder's rights under this Agreement. Award Holder acknowledges receipt of a complete copy of the Plan.

14. Clawback. Notwithstanding any other provisions in the Plan, the Corporation may cancel any Award, require reimbursement of any Award by the Award Holder, and effect any other right of recoupment of compensation provided under the Plan (including under this Agreement) in accordance with the Corporation's clawback policy as the same may be adopted and/or modified from time to time (the "**Clawback Policy**"). In addition, Award Holder acknowledges that any Award granted pursuant to the Plan and this Agreement may be subject to repayment to the Corporation in accordance with the Clawback Policy. By accepting the Award, Award Holder is agreeing to be bound by the Clawback Policy, as in effect on the Effective Date or as may be adopted and/or modified from time to time by the Corporation in its sole discretion (including, without limitation, to comply with applicable law or stock exchange listing requirements).

15. Committee Authority. All questions arising under the Plan or under this Agreement shall be decided by the Committee in its total and absolute discretion. It is expressly understood that the Committee is authorized to administer, construe and make all determinations necessary or appropriate to the administration of the Plan and this Agreement, all of which shall be binding upon the Award Holder to the maximum extent permitted by the Plan.

16. Consideration. The consideration for the rights and benefits conferred on Award Holder by this Award are the services rendered by the Award Holder after and not before the grant of this Award.

17. Applicable Law. This Award has been granted as of the effective date set forth above at Los Angeles, California, and the interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of California.

DUCOMMUN INCORPORATED

By: ___________________________________
Chief Executive Officer

By: ______________________________________
Secretary

____
Award Holder

EXHIBIT A

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 Quarterly Report of Ducommun Incorporated (the "registrant") on Form 10-Q for the period ended July 2, 2022;
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: August 4, 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 Quarterly Report of Ducommun Incorporated (the “registrant”) on Form 10-Q for the period ended July 2, 2022;
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: August 4, 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 Quarterly Report of Ducommun Incorporated (the “Company”) on Form 10-Q for the period ending July 2, 2022, 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 my 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
August 4, 2022

In connection with the Quarterly Report of Ducommun Incorporated (the “Company”) on Form 10-Q for the period ending July 2, 2022, 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 my 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
August 4, 2022

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