



# Ducommun Incorporated





DCO NYSE

Aerospace / Defense

Market Capitalization USD:

**\$157.75 mm**

## CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Anthony J. Reardon**

**Age: 61**

**CEO Since: 2010**

	2009	2010	2011
<b>Base Salary</b>	\$545,217	\$500,000	\$516,179
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$420,000	\$490,000	\$335,000
<b>Benefits and Perquisites</b>	\$23,888	\$24,248	\$24,052
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$989,105</b>	<b>\$1,014,248</b>	<b>\$875,231</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$139,200	\$141,460	\$265,335
<b>Stock Awards</b>	\$140,475	\$175,600	\$334,650
<b>TOTAL COMPENSATION</b>	<b>\$1,268,780</b>	<b>\$1,331,308</b>	<b>\$1,475,216</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$722,796	\$749,926	\$682,789
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$39,640	\$28,530
<b>Value Realized on Vesting of Stock</b>	\$278,322	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$278,322</b>	<b>\$39,640</b>	<b>\$28,530</b>

Proxy Date: 27 Mar 2012

Annual Meeting Date: 2 May 2012

Equity Reserves: 13.11%

Stock Option Run Rate: 1.94%

# Ducommun Incorporated

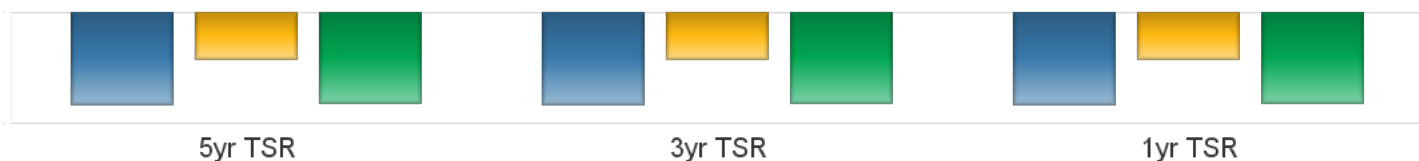
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ DCO



## Peer Comparisons (TRBC) =Aerospace / Defense

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>DCO</b>	<b>Ducommun Incorporated</b>	<b>\$1,268,780</b>	<b>\$1,331,308</b>	<b>\$1,475,216</b>	<b>\$157,752,372</b>
ANEN	Anaren, Inc.	\$1,346,384	\$1,507,869		\$291,751,360
ATRO	Astronics Corporation	\$595,875	\$902,947		\$279,342,412
GY	GenCorp Inc.	\$1,227,342	\$3,022,554	\$1,966,837	\$263,563,000
TASR	TASER International, Inc.	\$276,287	\$277,115		\$256,433,302
KTOS	Kratos Defense & Security Solutions, Inc.	\$1,422,750	\$1,540,879		\$231,486,863
VSEC	VSE Corporation	\$1,236,567	\$1,365,977	\$923,848	\$135,557,447

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Astronics Corporation, LaBarge, Inc., Coherent, Inc., Ladish Co., Inc., Curtiss-Wright Corporation, LMI Aerospace, Inc., Dynamics Research Corporation, Moog Inc., Esterline Technologies Corporation, Multi-Fineline Electronix, Inc., Heico Corporation, Newport Corporation, Herley Industries, Inc., Triumph Group, Inc., Hexcel Corporation, TTM Technologies, Inc., Kaman Corporation, Universal Electronics Inc.

### Performance Peer Group

SPADEF Defense Index

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Ralph D. Crosby	Chairman	64	Male	12	Outside Related
Dean M. Flatt	Member	61	Male	3	Outside
Robert D. Paulson	Member	66	Male	9	Outside