

DOUGLAS DYNAMICS, INC
Form 10-Q
May 07, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014

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: 001-34728

DOUGLAS DYNAMICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	134275891
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7777 North 73rd Street

Milwaukee, Wisconsin 53223

(Address of principal executive offices) (Zip code)

(414) 354-2310

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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(Do not check if a smaller reporting company)

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

Number of shares of registrant's common shares outstanding as of May 6, 2014 was 22,272,153.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Douglas Dynamics, Inc.

Consolidated Balance Sheets

(In thousands except share data)

	March 31, 2014 (unaudited)	December 31, 2013 (audited)
Assets		
Current assets:		
Cash and cash equivalents	\$ 10,548	\$ 19,864
Accounts receivable, net	13,490	42,343
Inventories	46,879	27,977
Refundable income taxes paid	3,285	2,648
Deferred income taxes	4,197	4,223
Prepaid and other current assets	1,448	1,317
Total current assets	79,847	98,372
Property, plant, and equipment, net	25,332	24,866
Assets held for sale	1,085	1,085
Goodwill	113,132	113,132
Other intangible assets, net	121,967	123,422
Deferred financing costs, net	2,071	2,216
Other long-term assets	1,796	1,246
Total assets	\$ 345,230	\$ 364,339
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 4,948	\$ 7,709
Accrued expenses and other current liabilities	12,205	14,418

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Short term borrowings	-	13,000
Current portion of long-term debt	971	971
Total current liabilities	18,124	36,098
Retiree health benefit obligation	4,729	4,654
Pension obligation	6,591	7,077
Deferred income taxes	46,322	45,046
Deferred compensation	588	658
Long-term debt, less current portion	109,780	110,023
Other long-term liabilities	6,127	5,462
Stockholders' equity:		
Common Stock, par value \$0.01, 200,000,000 shares authorized, 22,260,082 and 22,223,454 shares issued and outstanding at March 31, 2014 and December 31, 2013, respectively	223	222
Additional paid-in capital	136,450	135,498
Retained earnings	17,145	20,463
Accumulated other comprehensive loss, net of tax	(849)	(862)
Total stockholders' equity	152,969	155,321
Total liabilities and stockholders' equity	\$ 345,230	\$ 364,339

See the accompanying notes to consolidated financial statements

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Douglas Dynamics, Inc.

Consolidated Statements of Operations and Comprehensive Income (Loss)

(In thousands, except share and per share data)

	Three Months Ended	
	March 31, 2014 (unaudited)	March 31, 2013
Net sales	\$ 36,396	\$ 14,141
Cost of sales	22,271	9,815
Gross profit	14,125	4,326
Selling, general, and administrative expense	8,337	5,910
Intangibles amortization	1,455	1,298
Impairment of assets held for sale	—	647
Income (loss) from operations	4,333	(3,529)
Interest expense, net	(1,972)	(1,983)
Other expense, net	(18)	(31)
Income (loss) before taxes	2,343	(5,543)
Income tax expense (benefit)	768	(2,139)
Net income (loss)	\$ 1,575	\$ (3,404)
Less net income (loss) attributable to participating securities	23	(43)
Net income (loss) attributable to common shareholders	\$ 1,552	\$ (3,361)
Weighted average number of common shares outstanding:		
Basic	22,103,167	21,971,055
Diluted	22,122,669	21,971,055

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Earnings (loss) per common share:

Basic	\$ 0.07	\$ (0.15)
Diluted	\$ 0.07	\$ (0.15)
Cash dividends declared and paid per share	\$ 0.22	\$ 0.21
Comprehensive income (loss)	\$ 1,588	\$ (3,365)

See the accompanying notes to consolidated financial statements.

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Douglas Dynamics, Inc.

Consolidated Statements of Cash Flows

(in thousands)

	Three Months Ended	
	March 31, 2014	March 31, 2013
	(unaudited)	
Operating activities		
Net income (loss)	\$ 1,575	\$ (3,404)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,279	2,015
Amortization of deferred financing costs and debt discount	190	189
Loss recognized on impairment of assets held for sale	—	647
Stock-based compensation	1,022	935
Provision for losses on accounts receivable	76	113
Deferred income taxes	1,302	1,222
Earnout liability	136	—
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	28,777	14,013
Inventories	(18,902)	(14,807)
Prepaid and other assets and prepaid income taxes	(1,318)	(4,128)
Accounts payable	(2,761)	(2,849)
Accrued expenses and other current liabilities	(1,931)	(1,584)
Deferred compensation	(70)	(157)
Benefit obligations and other long-term liabilities	(151)	647
Net cash provided by (used in) operating activities	10,224	(7,148)
Investing activities		
Capital expenditures	(1,290)	(843)

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Net cash used in investing activities	(1,290)	(843)
Financing activities		
Shares withheld on restricted stock vesting paid for employees' taxes	(69)	(137)
Dividends paid	(4,893)	(4,647)
Repayment of revolver borrowings	(13,000)	-
Repayment of long-term debt	(288)	(288)
Net cash used in financing activities	(18,250)	(5,072)
Change in cash and cash equivalents	(9,316)	(13,063)
Cash and cash equivalents at beginning of period	19,864	24,136
Cash and cash equivalents at end of period	\$ 10,548	\$ 11,073

See the accompanying notes to consolidated financial statements.

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Douglas Dynamics, Inc.

Notes to Unaudited Consolidated Financial Statements

(in thousands except share and per share data)

1. Basis of presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for fiscal year end financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the financial statements and related footnotes included in our 2013 Form 10-K (Commission File No. 001-34728) filed with the Securities and Exchange Commission on March 11, 2014.

We operate as a single business unit.

Interim Consolidated Financial Information

The accompanying consolidated balance sheet as of March 31, 2014 and the consolidated statements of operations and comprehensive income (loss) for the three months ended March 31, 2014 and 2013 and cash flows for the three months ended March 31, 2014 and 2013 have been prepared by the Company and have not been audited.

The Company is a counterparty to an interest-rate swap agreement to hedge against the potential impact on earnings from increases in market interest rates. Under the interest rate swap agreement, effective as of July 18, 2011 the Company either receives or makes payments on a monthly basis based on the differential between 6.335% and LIBOR plus 4.25% (with a LIBOR floor of 1.5%). The negative fair value of the interest rate swap, net of tax, of (\$141) at March 31, 2014 is included in "Accumulated other comprehensive loss" on the balance sheet. This fair value was determined using Level 2 inputs as defined in Accounting Standards Codification Topic ("ASC") 820. The interest rate swap contract on \$50,000 notional amount of the term loan expires in December 2014. Additionally, other comprehensive income (loss) includes the net income (loss) of the Company plus the Company's adjustments for its defined benefit retirement plans based on the measurement date as of the Company's year-end. For further disclosure, refer to Note 14 to the Unaudited Consolidated Financial Statements.

The Company's business is seasonal and consequently its results of operations and financial condition vary from quarter-to-quarter. Because of this seasonality, the Company's results of operations for any quarter may not be indicative of results of operations that may be achieved for a subsequent quarter or the full year, and may not be similar to results of operations experienced in prior years. The Company attempts to manage the seasonal impact of snowfall on its revenues in part through its pre-season sales program. This pre-season sales program encourages the Company's distributors to re-stock their inventory during the second and third quarters in anticipation of the peak fourth quarter retail sales period by offering favorable pre-season pricing and payment deferral until the fourth quarter. Thus, the Company tends to generate its greatest volume of sales during the second and third quarters. By contrast, its revenue and operating results tend to be lowest during the first quarter, as management believes the Company's end-users prefer to wait until the beginning of a snow season to purchase new equipment and as the Company's distributors sell off inventory and wait for the pre-season sales incentive period to re-stock inventory. Fourth quarter sales vary from year-to-year as they are primarily driven by the level, timing and location of snowfall during the quarter. This is because most of the Company's fourth quarter sales and shipments consist of re-orders by distributors seeking to restock inventory to meet immediate customer needs caused by snowfall during the winter months.

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2.Fair Value

Fair value is the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties. A liability's fair value is defined as the amount that would be paid to transfer the liability to a new obligor, not the amount that would be paid to settle the liability with the creditor. Fair value measurements are categorized into one of three levels based on the lowest level of significant input used: Level 1 (unadjusted quoted prices in active markets); Level 2 (observable market inputs available at the measurement date, other than quoted prices included in Level 1); and Level 3 (unobservable inputs that cannot be corroborated by observable market data).

The following table presents financial assets and liabilities measured at fair value on a recurring basis and discloses the fair value of long-term debt:

	Fair Value at March 31, 2014	Fair Value at December 31, 2013
Assets:		
Other long-term assets (a)	\$ 1,670	\$ 1,127
Total Assets	\$ 1,670	\$ 1,127
Liabilities:		
Long term debt (b)	\$ 111,238	\$ 110,439
Other long-term liabilities-		
Earnout - TrynEx (c)	3,587	3,587
Interest rate swaps (d)	212	282
Total Liabilities	\$ 115,037	\$ 114,308

(a) Included in other assets is the cash surrender value of insurance policies on various individuals that are associated with the Company. The carrying amounts of these insurance policies approximates their fair value.

- (b) The fair value of the Company's long-term debt, including current maturities, is estimated using discounted cash flows based on the Company's current incremental borrowing rates for similar types of borrowing arrangements, which is a Level 2 input for all periods presented. Meanwhile, long-term debt is recorded at carrying amount, net of discount, as disclosed on the face of the balance sheet.
- (c) Included in other long term liabilities is an obligation for a portion of the potential earn out incurred in conjunction with the acquisition of substantially all of the assets of Trynex, Inc. ("Trynex"). The carrying amount of the earn out approximates its fair value. Fair value is based upon Level 3 inputs of a monte carlo simulation analysis using key inputs of forecasted future sales and financial performance as well as a growth rate reduced by the market required rate of return. See reconciliation of liability included below:

	Three months ended March 31, 2014
Beginning Balance	\$ 3,587
Additions	—
Adjustments to fair value	—
Ending balance	\$ 3,587

- (d) Valuation models are calibrated to initial trade price. Subsequent valuations are based on observable inputs to the valuation model (e.g. interest rates and credit spreads). Model inputs are changed only when corroborated by market data. A credit risk adjustment is made on each swap using observable market credit spreads. Thus, inputs used to determine fair value of the interest rate swap are Level 2 inputs.

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3.Inventories

Inventories consist of the following:

	March 31, 2014	December 31, 2013
Finished goods and work-in-process	\$ 44,684	\$ 26,175
Raw material and supplies	2,195	1,802
	\$ 46,879	\$ 27,977

4.Property, plant and equipment

Property, plant and equipment are summarized as follows:

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	March 31, 2014	December 31, 2013
Land	\$ 1,160	\$ 1,160
Land improvements	1,849	1,849
Buildings	16,743	16,743
Machinery and equipment	26,212	25,756
Furniture and fixtures	9,013	8,772
Mobile equipment and other	1,222	1,267
Construction-in-process	1,580	1,113
Total property, plant and equipment	57,779	56,660
Less accumulated depreciation	(32,447)	(31,794)
Net property, plant and equipment	\$ 25,332	\$ 24,866

5. Long-Term Debt

Long-term debt is summarized below:

	March 31, 2014	December 31, 2013
Term Loan, net of debt discount of \$721 and \$766 at March 31, 2014 and December 31, 2013, respectively	\$ 110,751	\$ 110,994
Less current maturities	971	971
	\$ 109,780	\$ 110,023

The Company's senior credit facilities consist of a \$125,000 term loan facility and an \$80,000 revolving credit facility with a group of banks. The agreement for the term loan (the "Term Loan Credit Agreement") provides for a senior secured term loan facility in the aggregate principal amount of \$125,000 and generally bears interest at (at the Company's election) either (i) 3.25% per annum plus the greatest of (a) the Prime Rate (as defined in the Term Loan Credit Agreement) in effect on such day, (b) the weighted average of the rates on

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overnight Federal funds transactions with members of the Federal Reserve System arranged by Federal funds brokers plus 0.50% and (c) 1.00% plus the greater of (1) the London Interbank Offered Rate for a one month interest period multiplied by the Statutory Reserve Rate (as defined in the Term Loan Credit Agreement) and (2) 1.50% or (ii) 4.25% per annum plus the greater of (a) the London Interbank Offered Rate for the applicable interest period multiplied by the Statutory Reserve Rate and (b) 1.50%. The revolving credit facility provides that the Company has the option to select whether borrowings will bear interest at either (i) 1.75% per annum plus the London Interbank Offered Rate for the applicable interest period multiplied by the Statutory Reserve Rate or (ii) 1.25% per annum plus the greatest of (a) the Prime Rate in effect on such day, (b) the weighted average of the rates on overnight Federal funds transactions with members of the Federal Reserve System arranged by Federal funds brokers plus 0.50% and (c) the London Interbank Offered Rate for a one month interest period multiplied by the Statutory Reserve Rate plus 1%. The maturity date for the Company's revolving credit facility is April 17, 2017, and the Company's term loan amortizes in nominal amounts quarterly with the balance payable on April 18, 2018.

The term loan was issued at a \$1,250 discount which is being amortized over the term of the term loan.

At March 31, 2014, the Company had no borrowings on the revolving credit facility and remaining borrowing availability of \$38,923.

The Company's senior credit facilities include certain negative and operating covenants, including restrictions on its ability to pay dividends, and other customary covenants, representations and warranties and events of default. The senior credit facilities entered into and recorded by the Company's subsidiaries significantly restrict its subsidiaries from paying dividends and otherwise transferring assets to Douglas Dynamics, Inc. The terms of the Company's revolving credit facility specifically restrict subsidiaries from paying dividends if a minimum availability under the revolving credit facility is not maintained, and both senior credit facilities restrict subsidiaries from paying dividends above certain levels or at all if an event of default has occurred. These restrictions would affect the Company indirectly since the Company relies principally on distributions from its subsidiaries to have funds available for the payment of dividends. In addition, the Company's revolving credit facility includes a requirement that, subject to certain exceptions, capital expenditures may not exceed \$10,000 in any calendar year and, if certain minimum availability under the revolving credit facility is not maintained, that the Company comply with a monthly minimum fixed charge coverage ratio test of 1.0:1.0. Compliance with the fixed charge coverage ratio test is subject to certain cure rights under the Company's revolving credit facility. At March 31, 2014, the Company was in compliance with the respective covenants. The credit facilities are collateralized by substantially all assets of the Company.

In accordance with the senior credit facilities, the Company is required to make additional principal prepayments over the above scheduled payments under certain conditions. This includes, in the case of the term loan facility, 100% of the net cash proceeds of certain asset sales, certain insurance or condemnation events, certain debt issuances, and, within 150 days of the end of the fiscal year, 50% of excess cash flow, as defined, including a deduction for certain distributions (which percentage is reduced to 25% or 0% upon the achievement of certain leverage ratio thresholds), for any fiscal year. Excess cash flow is defined in the senior credit facilities as consolidated adjusted EBITDA (earnings before interest, taxes, depreciation and amortization) plus a working capital adjustment less the sum of repayments of debt and capital expenditures subject to certain adjustments, interest and taxes paid in cash,

management fees and certain restricted payments (including dividends or distributions). Working capital adjustment is defined in the senior credit facilities as the change in working capital, defined as current assets excluding cash and cash equivalents less current liabilities excluding current portion of long term debt. As of March 31, 2014, the Company was not required to make an excess cash flow payment.

Each of the senior secured facilities includes a hedge provision, which required the Company to enter into an interest rate hedge commencing 90 days after the closing date. The hedging provision requires the Company to hedge the interest rate on at least 25% of the aggregate outstanding principal amount of the term loans. The purpose of the interest rate swap is to reduce the Company's exposure to interest rate volatility. Effective June 20, 2011, the Company entered into an interest rate swap agreement with a notional amount of \$50,000. The interest rate swap negative fair value at March 31, 2014 of \$212 is included in accrued expenses and other current liabilities on the Consolidated Balance Sheet. The Company has counterparty credit risk resulting from

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the interest rate swap, which it monitors on an on-going basis. This risk lies with one global financial institution. Under the interest rate swap agreement, effective as of July 18, 2011, the Company either receives or makes payments on a monthly basis based on the differential between 6.335% and LIBOR plus 4.25% (with a LIBOR floor of 1.5%). The interest rate swap contract on the term loan expires in December 2014.

6. Accrued Expenses and Other Current Liabilities

Accrued expenses and other liabilities are summarized as follows:

	March 31, 2014	December 31, 2013
Payroll and related costs	\$ 3,193	\$ 2,857
Employee benefits	2,410	4,522
Accrued warranty	2,930	3,808
Other	3,672	3,231
	\$ 12,205	\$ 14,418

7. Warranty Liability

The Company accrues for estimated warranty costs as sales are recognized and periodically assesses the adequacy of its recorded warranty liability and adjusts the amount as necessary. The Company's warranties generally provide, with respect to its snow and ice control equipment, that all material and workmanship will be free from defect for a period of two years after the date of purchase by the end-user, and with respect to its parts and accessories purchased separately, that such parts and accessories will be free from defect for a period of one year after the date of purchase by the end-user. Certain snowplows only provide for a one year warranty. The Company determines the amount of the estimated warranty costs (and its corresponding warranty reserve) based on the Company's prior five years of

warranty history utilizing a formula driven by historical warranty expense and applying management's judgment. The Company adjusts its historical warranty costs to take into account unique factors such as the introduction of new products into the marketplace that do not provide a historical warranty record to assess. The warranty reserve is included in Accrued Expenses and Other Current Liabilities in the accompanying consolidated balance sheets.

The following is a rollforward of the Company's warranty liability:

	Three months ended	
	March 31, 2014	March 31, 2013
Balance at the beginning of the period	\$ 3,808	\$ 3,628
Warranty provision	459	125
Claims paid/settlements	(1,337)	(894)
Balance at the end of the period	\$ 2,930	\$ 2,859

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8.Employee Retirement Plans

The components of net periodic pension cost consist of the following:

	Three months ended	
	March 31, 2014	March 31, 2013
Component of net periodic pension cost:		
Service cost	\$ 54	\$ 62
Interest cost	374	362
Expected return on plan assets	(408)	(352)
Amortization of net loss	51	301
Net periodic pension cost	\$ 71	\$ 373

The Company estimates its total required minimum contributions to its pension plans in 2014 will be \$1,409. Through March 31, 2014, the Company has made \$506 of cash contributions to the pension plans versus \$95 through the same period in 2013.

Components of net periodic other postretirement benefit cost consist of the following:

Three months
ended
March March
31, 31,
2014 2013

Component of periodic other postretirement benefit cost:

Service cost	\$ 40	\$ 63
Interest cost	53	61
Amortization of net gain	(100)	(43)
Net periodic other postretirement benefit cost (income)	\$ (7)	\$ 81

9.Earnings per Share

Basic earnings per share of common stock is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share of common stock is computed by dividing net income by the weighted average number of common shares and common stock equivalents related to the assumed exercise of stock options, using the two-class method. Stock options for

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which the exercise price exceeds the average fair value have an anti-dilutive effect on earnings per share and are excluded from the calculation. There were no shares excluded from diluted earnings per share for the three months ended March 31, 2014 as the Company generated earnings. Meanwhile, there were 54,866 shares excluded from diluted earnings per share for the three months ended March 31, 2013 as the shares would be anti-dilutive for this period as the Company incurred a net loss.

As restricted shares and restricted stock units both participate in dividends, in accordance with ASC 260, the Company has calculated earnings per share pursuant to the two-class method, which is an earnings allocation formula that determines earnings per share for common stock and participating securities according to dividends declared and participation rights in undistributed earnings. Under this method, all earnings (distributed and undistributed) are allocated to common shares and participating securities based on their respective rights to receive dividends.

	Three months ended	
	March 31, 2014	March 31, 2013
Basic earnings (loss) per common share		
Net income (loss)	\$ 1,575	\$ (3,404)
Less income (loss) allocated to participating securities	23	(43)
Net income (loss) allocated to common shareholders	\$ 1,552	\$ (3,361)
Weighted average common shares outstanding	22,103,167	21,971,055
	\$ 0.07	\$ (0.15)
Earnings (loss) per common share assuming dilution		
Net income (loss)	\$ 1,575	\$ (3,404)
Less income (loss) allocated to participating securities	23	(43)
Net income (loss) allocated to common shareholders	\$ 1,552	\$ (3,361)
Weighted average common shares outstanding	22,103,167	21,971,055
Incremental shares applicable to stock based compensation	19,502	-
Weighted average common shares assuming dilution	22,122,669	21,971,055
	\$ 0.07	\$ (0.15)

10.Employee Stock Plans

Amended and Restated 2004 Stock Incentive Plan

As of March 31, 2014, 37,240 shares of common stock are reserved for issuance upon the exercise of outstanding options under the Company's Amended and Restated 2004 Stock Incentive Plan (the "A&R 2004 Plan"). All outstanding options are fully vested. All options expire 10 years from the date of grant. No further awards are permitted to be issued under the A&R 2004 Plan.

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There were no stock options exercised with respect to the Company's stock under the A&R 2004 Plan for the three months ended March 31, 2014.

2010 Stock Incentive Plan

In May 2010, the Company's Board of Directors and stockholders adopted the 2010 Stock Incentive Plan (the "2010 Plan"). The 2010 Plan provides for the issuance of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock awards and restricted stock units ("RSUs"), any of which may be performance-based, and for incentive bonuses, which may be paid in cash or stock or a combination of both, to eligible employees, officers, non-employee directors and other service providers to the Company and its subsidiaries. A maximum of 2,130,000 shares of common stock may be issued pursuant to all awards under the 2010 Plan.

Restricted Stock Share Awards

A summary of restricted stock activity for the three months ended March 31, 2014 is as follows:

	Shares	Weighted Average Grant Date Fair value	Weighted Average Remaining Contractual Term
Unvested at December 31, 2013	169,903	\$ 13.03	1.34 years
Granted	-	-	-
Vested	43,263	\$ 14.78	
Cancelled and forfeited	—	—	
Unvested at March 31, 2014	126,640	\$ 12.44	1.20 years

Expected to vest in the future at March 31, 2014 122,081 \$ 12.44 1.20 years

The fair value of the Company's restricted stock awards is the closing stock price on the date of grant. The Company recognized \$215 of compensation expense related to restricted stock awards granted for the three months ended March 31, 2014. The unrecognized compensation expense calculated under the fair value method for shares expected to vest as of March 31, 2014 was approximately \$1,004 and is expected to be recognized over a weighted average period of 1.20 years.

Performance Share Unit Awards

The Company granted performance share units as performance based awards under the 2010 Plan in the first quarter of 2014 that are subject to performance conditions. Upon meeting the prescribed performance conditions, in the first quarter of the year subsequent to grant, employees will be issued RSUs a portion of which will be subject to vesting over the two years following the end of the performance period. In accordance with ASC 718, such awards are being expensed over the vesting period from the date of grant through the requisite service period, based upon the most probable outcome. The fair value per share of the awards is the closing stock price on the date of grant, which was \$16.30. The Company recognized \$49 of compensation expense related to the awards in the three months ended March 31, 2014. The unrecognized compensation expense calculated under the fair value method for shares that were, as of March 31, 2014, expected to be earned through the requisite service period was approximately \$723 and is expected to be recognized through 2017.

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Restricted Stock Unit Awards

RSUs are granted to both non-employee directors and management. RSUs carry dividend equivalent rights but do not carry voting rights. Each RSU represents the right to receive one share of the Company's common stock and is subject to time based vesting restrictions. Participants are not required to pay any consideration to the Company at either the time of grant of a RSU or upon vesting.

RSUs issued to management include a retirement provision under which members of management who either (1) are age 65 or older or (2) have at least ten years of service and are at least age 55 will continue to vest in unvested RSUs upon retirement. As the retirement provision does not qualify as a substantive service condition, the Company incurred \$278 and \$261 in additional expense in the first quarter of 2014 and 2013, respectively, for employees who meet the thresholds of the retirement provision. In 2013, the Company's nominating and governance committee approved a retirement provision for the RSUs issued to non-employee directors that accelerates the vesting of such RSUs upon retirement. Such awards are fully expensed immediately upon grant in accordance with ASC 718, as the retirement provision eliminates substantive service conditions associated with the awards.

A summary of RSU activity for the three months ended March 31, 2014 is as follows:

		Weighted Average Grant Date	Weighted Average Remaining Contractual Term
	Shares	Fair value	
Unvested at December 31, 2013	43,348	\$ 14.46	