

NATCO GROUP INC
Form 10-Q
November 08, 2007
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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 September 30, 2007

OR

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

For the transition period from

to

Commission file number 1-15603

NATCO Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

22-2906892
(I.R.S. Employer

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incorporation or organization)

Identification No.)

2950 North Loop West

7th Floor

Houston, Texas

(Address of principal executive offices)

77092

(Zip Code)

713-683-9292

(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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definitions of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

As of October 31, 2007, the issuer had outstanding 18,437,406 shares of common stock, par value \$0.01 per share.

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NATCO GROUP INC.

FORM 10-Q

For the Quarter Ended September 30, 2007

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Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****NATCO GROUP INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(in thousands, except share and par value data)

	September 30, 2007 (unaudited)	December 31, 2006 As Adjusted (Note 3)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 55,579	\$ 35,238
Trade accounts receivable, less allowance for doubtful accounts of \$1,042 and \$1,183 as of September 30, 2007 and December 31, 2006, respectively	138,564	116,165
Inventories, net	49,250	42,451
Deferred income tax assets, net	7,312	5,353
Prepaid expenses and other current assets	3,720	5,075
Total current assets	254,425	204,282
Property, plant and equipment, net	39,101	34,603
Goodwill, net	82,052	80,893
Deferred income tax assets, net	2,215	1,203
Other assets, net	1,258	1,392
Total assets	\$ 379,051	\$ 322,373
LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS EQUITY		
Current liabilities:		
Trade accounts payable and other	\$ 43,974	\$ 36,648
Accrued expenses	58,270	53,178
Customer advanced billings and payments	32,905	35,387
Other current liabilities	721	1,236
Total current liabilities	135,870	126,449
Long-term deferred tax liabilities	531	611
Postretirement benefits and other long-term liabilities	8,597	7,809
Total liabilities	144,998	134,869
Commitments and contingencies		
Minority interest	530	337
Series B redeemable convertible preferred stock, \$.01 par value; 15,000 shares authorized, 9,915 and 15,000 issued and outstanding (net of issuance costs) as of September 30, 2007 and December 31, 2006, respectively	9,401	14,222
Stockholders' equity:		
Preferred stock, \$.01 par value; 5,000,000 shares authorized (of which 500,000 are designated as Series A and 15,000 are designated as Series B); no shares issued and outstanding (except Series B shares)		

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above)

Series A preferred stock, \$.01 par value; 500,000 shares authorized; no shares issued and outstanding		
Common stock, \$.01 par value; 50,000,000 shares authorized; 18,436,095 and 17,357,557 shares issued and outstanding as of September 30, 2007 and December 31, 2006, respectively	184	174
Additional paid-in-capital	128,786	113,340
Retained earnings	88,931	56,681
Accumulated other comprehensive income	6,221	2,750
 Total stockholders' equity	 224,122	 172,945
 Total liabilities, redeemable convertible preferred stock and stockholders' equity	 \$ 379,051	 \$ 322,373

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except earnings per share data)

	Three Months Ended September 30, 2007		Nine Months Ended September 30, 2007	
		2006 As Adjusted		2006 As Adjusted
		(Note 3)		(Note 3)
Revenue:				
Products	\$ 110,244	\$ 104,248	\$ 321,369	\$ 309,261
Services	34,947	27,930	91,945	69,390
Total revenue	\$ 145,191	\$ 132,178	\$ 413,314	\$ 378,651
Cost of goods sold and services:				
Products	\$ 83,931	\$ 82,219	\$ 244,032	\$ 241,913
Services	19,165	13,641	50,505	33,912
Total cost of goods sold and services	\$ 103,096	\$ 95,860	\$ 294,537	\$ 275,825
Gross profit	\$ 42,095	\$ 36,318	\$ 118,777	\$ 102,826
Selling, general and administrative expense	20,929	19,964	61,795	53,688
Depreciation and amortization expense	1,562	1,299	4,453	4,163
Interest expense	97	491	277	1,922
Interest income	(617)	(96)	(1,579)	(215)
Minority interest	204	400	180	380
Loss on unconsolidated investment	10		118	
Closure, severance and other		2,325	(227)	2,570
Other, net	688	(2,313)	1,979	(2,084)
Income before income taxes	\$ 19,222	\$ 14,248	\$ 51,781	\$ 42,402
Income tax provision	6,872	4,779	18,512	15,475
Net income	\$ 12,350	\$ 9,469	\$ 33,269	\$ 26,927
Preferred stock dividends	269	375	1,019	1,125
Net income available to common stockholders	\$ 12,081	\$ 9,094	\$ 32,250	\$ 25,802
Earnings per share:				
-Basic	\$ 0.67	\$ 0.53	\$ 1.85	\$ 1.53
-Diluted	\$ 0.63	\$ 0.49	\$ 1.70	\$ 1.41
Weighted average number of shares of common stock:				
-Basic	17,935	17,016	17,467	16,824
-Diluted	19,645	19,307	19,570	19,139

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

	Nine Months Ended September 30,	
	2007	2006 (As Adjusted, Note 3)
Cash flows from operating activities:		
Net income	\$ 33,269	\$ 26,927
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred income tax expense (benefit)	(3,205)	73
Depreciation and amortization expense	4,453	4,163
Non-cash interest expense	87	198
Write off of unamortized loan costs		160
Share-based compensation expense	3,203	3,650
Tax benefit of share-based compensation	310	66
Minority interest	180	380
Loss on unconsolidated investment	118	
Net periodic cost on postretirement benefit liability	(419)	
Net payments on postretirement benefit liability	(521)	(587)
Loss on sale of property, plant and equipment	24	272
Gain on sale of investment		(2,464)
Change in assets and liabilities:		
Increase in trade accounts receivable	(18,969)	(8,907)
Increase in inventories	(6,039)	(10,776)
(Increase) decrease in prepaid expenses and other current assets	1,237	(47)
(Increase) decrease in other assets, net	(78)	(94)
Increase in long-term liabilities	1,167	1,223
Increase (decrease) in trade accounts payable and other	8,936	(16,945)
Increase in accrued expenses	4,419	8,153
Increase (decrease) in income tax payable	(853)	2,292
Increase (decrease) in customer advanced billings and payments	(3,272)	24,353
Net cash provided by operating activities	24,047	32,090
Cash flows from investing activities:		
Capital expenditures for property, plant and equipment	(8,140)	(3,565)
Investments in joint venture	(376)	(412)
Investment in unconsolidated affiliate, net of cash acquired	(58)	
Proceeds from sale of investment		3,000
Proceeds from sales of property, plant and equipment	20	48
Net cash used in investing activities	(8,554)	(929)
Cash flows from financing activities:		
Repayments of long-term debt		(22,893)
Proceeds from stock issuances related to stock options, net	3,188	3,021
Excess tax benefit of share-based compensation	3,910	3,273
Change in bank overdrafts	(2,455)	(2,337)
Dividends paid	(771)	(750)
Treasury shares acquired	(7)	(15)

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Deferred financing fees	(88)	(454)
Net cash provided by (used in) financing activities	3,777	(20,155)
Effect of exchange rate changes on cash and cash equivalents	1,071	730
Increase in cash and cash equivalents	20,341	11,736
Cash and cash equivalents at beginning of period	35,238	9,198
Cash and cash equivalents at end of period	\$ 55,579	\$ 20,934
Cash paid for interest	\$ 226	\$ 1,404
Cash paid for income taxes	\$ 17,895	\$ 9,631

The accompanying notes are an integral part of these consolidated financial statements.

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NATCO GROUP INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(1) Organization and Basis of Presentation

NATCO Group Inc. is one of the leading providers of process equipment, systems and services used in the production of oil and gas. The Company's production equipment is used onshore and offshore in most major oil and gas producing regions of the world.

The accompanying consolidated interim financial statements and related disclosures are unaudited and prepared by NATCO Group Inc. pursuant to accounting principles generally accepted in the United States of America (US GAAP) and the rules and regulations of the United States Securities and Exchange Commission (SEC). As permitted by these regulations, certain information and footnote disclosures that would typically be required in financial statements prepared in accordance with US GAAP have been condensed or omitted. However, the Company's management believes that these statements reflect all the normal recurring and non-recurring adjustments necessary for a fair presentation, in all material respects, of the results of operations for the periods presented. These consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K filing for the year ended December 31, 2006.

The preparation of financial statements requires the Company's management to make estimates and assumptions that affect the amounts reported in the unaudited consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on previously reported interim statements of operations except as discussed in Note 3, Change in Accounting Principle.

References to NATCO and the Company are used throughout this document and relate collectively to NATCO Group Inc. and its consolidated subsidiaries.

(2) Summary of Significant Accounting Policies

Our significant accounting policies are described in Note 2 to our Annual Report on Form 10-K for the year ended December 31, 2006. The following changes were made to our significant accounting policies during the nine months ended September 30, 2007:

In January 2007, we adopted accounting policies related to uncertain tax positions according to Financial Accounting Standards Board (FASB) Interpretation (FIN) No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109. See Note 9, Income Taxes.

In January 2007, we adopted accounting policies related to the planned major maintenance activities according to FASB Staff Position (FSP) No. AUG AIR-1, Accounting for Planned Major Maintenance Activities. See Note 3, Change in Accounting Principle.

(3) Change in Accounting Principle

As of January 1, 2007, the Company changed its method of accounting for planned major maintenance activities from the accrue-in-advance method to the permitted direct expense method, as required by FSP No. AUG AIR-1. Previously, the Company accrued for the cost of upcoming periodic replacements or maintenance of membranes used in gas processing facilities owned by us in advance of performing the related replacements or maintenance, based on historical membrane replacements and/or maintenance. Costs expected to be paid in the future were classified as a current liability. Under the direct expense method, costs actually incurred are expensed in the same period they are incurred.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company recorded this change in accounting principle in accordance with FSP No. AUG AIR-1, which requires retrospective application of the new accounting principle to all practicable prior accounting periods as if the principle had always been used. The accounting principle was retrospectively applied to the period of January 1, 2002 and to each period thereafter. Effective January 1, 2007, the Company began recording the actual cost related to the replacements and/or maintenance of membranes as incurred. The cumulative effect of the retrospective application of this accounting principle as of January 1, 2006 was a \$464,000 decrease in total liabilities and a \$296,000 increase in retained earnings, net of the \$168,000 related tax expense.

The following tables present the effect of the retrospective application of this change in accounting principle on the Company's consolidated financial statements for the periods presented:

NATCO GROUP INC. AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEET**

	As of December 31, 2006		
	As Previously Reported	Effect of Change in Accounting Principle (in thousands)	As Adjusted
ASSETS			
Current assets	\$ 204,450	\$ (168)	\$ 204,282
Long term assets	118,091		118,091
Total assets	\$ 322,541	\$ (168)	\$ 322,373
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities	\$ 126,913	\$ (464)	\$ 126,449
Long-term liabilities	8,420		8,420
Total liabilities	\$ 135,333	\$ (464)	\$ 134,869
Minority interest	\$ 337	\$	\$ 337
Series B redeemable convertible preferred stock	14,222		14,222
Total stockholders' equity	172,649	296	172,945
Total liabilities and stockholders' equity	\$ 322,541	\$ (168)	\$ 322,373

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NATCO GROUP INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NATCO GROUP INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended		
	As Previously Reported	September 30, 2006	As Adjusted
		Effect of Change in Accounting Principle	
	(in thousands, except for per share data)		
Total revenue	\$ 132,178	\$	\$ 132,178
Total cost of goods sold and services	95,964	(104)	95,860
Gross profit	\$ 36,214	\$ 104	\$ 36,318
Income before income taxes	\$ 14,144	\$ 104	\$ 14,248
Income tax provision	4,741	38	4,779
Net income	\$ 9,403	\$ 66	\$ 9,469
Preferred stock dividends	375		375
Net income available to common stockholders	\$ 9,028	\$ 66	\$ 9,094
Earnings per share:			
-Basic	\$ 0.53	\$	\$ 0.53
-Diluted	\$ 0.49	\$	\$ 0.49

	For the Nine Months Ended		
	As Previously Reported	September 30, 2006	As Adjusted
		Effect of Change in Accounting Principle	
	(in thousands, except for per share data)		
Total revenue	\$ 378,651	\$	\$ 378,651
Total cost of goods sold and services	276,043	(218)	275,825
Gross profit	\$ 102,608	\$ 218	\$ 102,826
Income before income taxes	\$ 42,184	\$ 218	\$ 42,402
Income tax provision	15,396	79	15,475
Net income	\$ 26,788	\$ 139	\$ 26,927
Preferred stock dividends	1,125		1,125
Net income available to common stockholders	\$ 25,663	\$ 139	\$ 25,802

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Earnings per share:			
-Basic	\$ 1.53	\$	\$ 1.53
-Diluted	\$ 1.40	\$ 0.01	\$ 1.41

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NATCO GROUP INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS**

For the Nine Months Ended

	As Previously Reported	September 30, 2006 Effect of Change in Accounting Principle (in thousands)	As Adjusted
Cash flows from operating activities:			
Net income	\$ 26,788	\$ 139	\$ 26,927
Total adjustments to net income	5,302	(139)	5,163
Net cash provided by operating activities	32,090	\$	32,090
Cash flows from investing activities:			
Net cash used in investing activities	(929)		(929)
Cash flow from financing activities:			
Net cash used in financing activities	(20,155)		(20,155)
Effect of exchange rate changes on cash and cash equivalents	730		730
Net increase in cash and cash equivalents	11,736		11,736
Cash and cash equivalents at beginning of period	9,198		9,198
Cash and cash equivalents at end of period	\$ 20,934	\$	\$ 20,934

(4) Inventories

Inventories consisted of the following amounts:

	September 30, 2007 (unaudited)	December 31, 2006
	(in thousands)	
Finished goods	\$ 15,231	\$ 10,879
Work-in-process	19,207	18,064
Raw materials and supplies	24,204	20,948
Inventories at FIFO, LIFO and weighted average	58,642	49,891
Inventory reserves	(9,392)	(7,440)
Net inventories	\$ 49,250	\$ 42,451

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The Company's net inventories as of September 30, 2007 and December 31, 2006 by valuation method were:

	September 30, 2007 (unaudited)	December 31, 2006
	(in thousands)	
FIFO	\$ 7,515	\$ 5,874
Weighted average cost	712	725
LIFO	41,023	35,852
Net inventories	\$ 49,250	\$ 42,451

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Costs and estimated earnings on uncompleted contracts using the percentage of completion method were as follows:

	September 30, 2007 (unaudited)	December 31, 2006
	(in thousands)	
Cost incurred on uncompleted contracts percentage of completion	\$ 222,966	\$ 122,962
Estimated earnings	80,943	38,050
	303,909	161,012
Less billings to date	(287,129)	(156,711)
	\$ 16,780	\$ 4,301
Included in the accompanying balance sheet under the captions:		
Trade accounts receivable	\$ 45,264	\$ 35,407
Customer advanced billings and payments	(28,484)	(31,106)
	\$ 16,780	\$ 4,301

(6) Goodwill and Intangible Assets

In accordance with Statements of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, the Company evaluates intangible assets with indefinite lives, including goodwill, on an impairment basis, while intangible assets with a defined term, such as patents, are amortized over the useful life of the asset. The Company tests each business segment for impairment of goodwill annually at year end, or more frequently if there are indications of goodwill impairment. Goodwill was not impaired as of December 31, 2006. During the nine months ended September 30, 2007, no additional testing was performed as no indications of goodwill impairment were noted.

Net goodwill of \$80.9 million at December 31, 2006, was comprised of \$47.4 million, \$29.1 million and \$4.4 million for the Oil & Water Technologies, Gas Technologies and Automation & Controls reporting units, respectively. Net goodwill of \$82.1 million at September 30, 2007, was comprised of \$48.2 million, \$29.5 million and \$4.4 million for the Oil & Water Technologies, Gas Technologies and Automation & Controls reporting units, respectively. The increase in net goodwill of \$1.2 million was due to changes in foreign currency.

Intangible and amortizable assets subject to amortization as of September 30, 2007 and December 31, 2006 were:

	As of September 30, 2007		As of December 31, 2006	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(unaudited)			
	(in thousands)			
Deferred financing fees	\$ 946	\$ 473	\$ 858	\$ 386

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Patents	585	185	585	135
Other	770	327	693	223
Total	\$ 2,301	\$ 985	\$ 2,136	\$ 744

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Amortization and interest expense related to deferred financing fees, patents and other were \$81,000 and \$242,000 for the three and nine months ended September 30, 2007 compared to \$71,000 and \$310,000 for the three and nine months ended September 30, 2006. For segment reporting purposes, these intangible assets and the related accumulated amortization expense were allocated to each segment.

(7) Warranty Accrual

Estimated future warranty obligations related to products are charged to cost of goods sold in the period in which the related revenue is recognized. A reconciliation of the changes in the Company's aggregate product warranty liability included in the consolidated balance sheet liability account Accrued expenses for the nine months ended September 30, 2007, is set forth below (unaudited, in thousands).

Balance at December 31, 2006	\$ 3,866
Foreign currency translation	111
Payments/charges	(2,081)
Net accruals	3,074
Balance at September 30, 2007	\$ 4,970

(8) Closure, Severance and Other

Pursuant to an amendment to his then effective employment agreement with the Company, entered into in September 2005, Mr. Patrick M. McCarthy agreed to continue as President of the Company in exchange for certain benefits and payments which included, among other things, payment of certain severance benefits, a guaranteed bonus for 2005, acceleration of vesting of certain options, lapse in restrictions on a portion of his restricted stock awards and continuation of certain health benefits following termination. The Company recorded a charge of \$1.2 million in the third quarter of 2005 related to this amendment, in addition to the previously accrued expense of \$155,000 related to his 2005 bonus. On June 26, 2006, the Company and Mr. McCarthy entered into an amended and restated Employment Agreement (the Employment Agreement), which became effective July 1, 2006. Under the terms of the Employment Agreement, which was reviewed and approved by the Company's Board of Directors, Mr. McCarthy was named as the Company's President and Chief Operating Officer to serve for an initial term to July 1, 2008. While the Company did not incur additional charges with respect to effectiveness of the Employment Agreement, it remains liable for the severance obligation under the former arrangement, to be paid upon Mr. McCarthy's termination. As of September 30, 2007, the Company had a remaining aggregate liability of approximately \$438,000 related to this matter.

Closure, severance and other expense (income) was zero and (\$227,000) for the three and nine months ended September 30, 2007 and \$2.3 million and \$2.6 million for the three and nine months ended September 30, 2006, respectively.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A reconciliation of the changes in the Company's accrued closure, severance and other liability included in the consolidated balance sheet liability account Accrued expenses for the nine months ended September 30, 2007 is set forth below (unaudited, in thousands):

Balance at December 31, 2006	\$ 3,656
Payments and other ⁽¹⁾	(3,019)
Closure, severance and other	(227)
Foreign exchange impact	28
Balance at September 30, 2007 (unaudited)	\$ 438

⁽¹⁾ Included in payments and other is an adjustment for the non-cash portion of stock awards. At September 30, 2007, the estimated payment of this liability is \$438,000, to be due in 2008.

(9) Income Taxes

NATCO's effective income tax rate for both the three and nine months ended September 30, 2007 was 35.8%, which exceeded the amount that would have resulted from applying the U.S. federal statutory tax rate due to the impact of state income taxes, foreign income tax rate differentials and permanent differences.

In June 2006, the FASB issued FIN 48, Accounting for Uncertainty in Income Taxes. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return as well as provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Effective January 1, 2007, the Company adopted the provisions of FIN 48. The Company determined there was no cumulative effect on our financial statements related to adopting FIN 48.

As of January 1, 2007, the Company provided for a liability of \$824,000 for unrecognized tax benefits related to various federal income tax matters. If recognized, the entire amount of the liability would affect the effective tax rate. The liability for unrecognized tax benefits increased \$97,000 to \$921,000 during the nine-month period ended September 30, 2007. Any interest and penalties that may be incurred as part of this liability would be recognized as a component of interest expense and other expense, respectively. The Company's US federal tax returns currently open to audit by the Internal Revenue Service relate to the years ending December 31, 2004 through 2006.

(10) Debt

In July 2006, the Company terminated its 2004 term loan and revolving credit facilities and entered into a 2006 revolving credit facilities agreement with a maturity of June 30, 2011 and a total borrowing capacity of \$85.0 million. The Company pays commitment fees on the undrawn portion of these facilities, depending upon the ratio of Funded Debt to EBITDA, which was calculated at 0.25% at September 30, 2007. Availability under our credit facilities is reduced by the amount of outstanding letters of credit and borrowings. There were no borrowings outstanding under these facilities as of December 31, 2006 or September 30, 2007. The Company had letters of credit outstanding of \$17.9 million under the revolving credit facilities and a total available borrowing capacity of \$67.1 million at September 30, 2007. The letters of credit, which support contract performance and

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warranties, expire at various dates through December 8, 2011. Fees related to these letters of credit were approximately 1.0% of the outstanding balance at September 30, 2007.

In June 2007, the Company entered into an export sales credit facility with a total borrowing capacity of \$10.0 million. The facility, which will expire on June 15, 2010, is partially guaranteed by the US Export-Import Bank and is subject to certain borrowing base limitations. Interest on borrowings under the facility is either (1) the lender's prime rate less 0.50% or (2) the London Interbank Offered Rate plus 1.35%, at the company's election. The Company pays an annual fee of \$75,000. Availability under the facility for borrowing and letters of credit was \$9.6 million at September 30, 2007. As of September 30, 2007 there were outstanding letters of credit of \$401,000 under this facility.

As of September 30, 2007, the Company also had unsecured letters of credit and surety bonds totaling \$704,000 related to its foreign subsidiaries.

(11) Postretirement Benefits*Health Care and Life Insurance Plans*

The Company adopted SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans* an amendment of FASB Statements No. 87, 88, 106, and 132(R), as of December 31, 2006. The actuarially determined amounts included in accumulated other comprehensive income (AOCI) to be recognized as components of net periodic cost on postretirement benefit liability over the nine months ended September 30, 2007 and the full year 2007 are \$475,000 and \$634,000, respectively.

The following table summarizes the components of net periodic cost on postretirement benefit liability under the Company's postretirement health care and life insurance benefit plans for the three and nine months ended September 30, 2007 and 2006, respectively:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
	(unaudited, in thousands)			
Service cost	\$	\$	\$	\$
Interest cost	100	108	304	323
Amortization of:				
Prior service cost	(394)	(484)	(1,228)	(1,152)
Net loss from previous years	235	276	705	829
Adjustment ⁽¹⁾			275	
Net periodic cost on postretirement benefit liability	\$ (59)	\$ (100)	\$ 56	\$

⁽¹⁾ In the three months ended June 30, 2007, the Company changed its estimates related to the postretirement health care and life insurance benefit of its Canadian employees and recorded an accumulated adjustment of \$275,000. As of September 30, 2007, the total liability for these items related to Canadian employees was \$537,000.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table represents the reconciliation to the Consolidated Statement of Cash Flows from the Consolidated Statement of Operations for net periodic cost on postretirement benefit:

	For the Nine Months Ended September 30, 2007 (in thousands)
Net periodic cost on postretirement benefit	\$ 56
Non-cash accumulated other comprehensive income amortization	(475)
Net periodic cost on postretirement benefit liability	\$ (419)

During the three and nine months ended September 30, 2007, the Company made contributions of \$109,000 and \$521,000, respectively, to the Company's postretirement health care and life insurance benefit plans. We expect to contribute an aggregate of \$664,000 to the plans during the year 2007.

Defined Contribution Plans

During the three months and nine months ended September 30, 2007, the Company made contributions aggregating \$840,000 and \$2.7 million, respectively, to the Company's defined contribution plans maintained in the US, Canada and the UK. This amount included certain additional discretionary matching contributions provided by the Company to eligible employees in the US and Canadian plans.

(12) Litigation

NATCO and its subsidiaries are defendants or otherwise involved in a number of legal proceedings in the ordinary course of their business. While we insure against the risk of these proceedings to the extent deemed prudent by our management, we can offer no assurance that the type or value of this insurance will meet the liabilities that may arise from any pending or future legal proceedings related to our business activities. While we cannot predict the outcome of any legal proceedings with certainty, in the opinion of management, our ultimate liability with respect to these pending lawsuits is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

(13) Earnings per Share

Per SFAS No. 128 Earnings per Share, the basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of shares outstanding for the period. The diluted earnings per common and potential common share is computed using net income available to common stockholders divided by the sum of the weighted average number of shares outstanding for the period and any incremental shares associated with 1) stock options and awards determined by using the Treasury method and 2) convertible preferred stock determined by applying the if-converted method. Net income available to common stockholders represents net income less convertible preferred stock dividends accrued.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following tables present the computation of basic and diluted earnings per common and potential common share for the three and nine months ended September 30, 2007 and 2006, respectively:

	For the Three Months Ended			For the Three Months Ended		
		September 30, 2007 Weighted Average	Per-Share		September 30, 2006 Weighted Average	Per-Share
	Income	Shares Outstanding (unaudited; in thousands, except earnings per share amounts)	Amount	Income As Adjusted (Note 3)	Shares Outstanding	Amount
Net income	\$ 12,350			\$ 9,469		
Less: Convertible preferred stock dividends accrued	(269)			(375)		
Basic EPS:						
Income available to common stockholders	\$ 12,081	17,935	\$ 0.67	\$ 9,094	17,016	\$ 0.53
Effect of dilutive securities:						
Stock options		243			310	
Restricted stock		90			59	
Convertible preferred stock		1,377			1,922	
Diluted EPS:						
Plus: Convertible preferred stock dividends accrued	269			375		
Income available to common stockholders	\$ 12,350	19,645	\$ 0.63	\$ 9,469	19,307	\$ 0.49

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NATCO GROUP INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the Nine Months Ended			For the Nine Months Ended			
		September 30, 2007 Weighted Average	Per-Share		September 30, 2006 Weighted Average	Per-Share	
	Income	Shares Outstanding	Amount	Income	Shares Outstanding	Amount	
		(unaudited; in thousands, except earnings per share amounts)					
				As Adjusted (Note 3)			
Net income	\$ 33,269			\$ 26,927			
Less: Convertible preferred stock dividends accrued	(1,019)			(1,125)			
<i>Basic EPS:</i>							
Income available to common stockholders	\$ 32,250	17,467	\$ 1.85	\$ 25,802	16,824	\$ 1.53	
<i>Effect of dilutive securities:</i>							
Stock options		280			341		
Restricted stock		83			52		
Convertible preferred stock		1,740			1,922		
<i>Diluted EPS:</i>							
Plus: Convertible preferred stock dividends accrued	1,019			1,125			
Income available to common stockholders	\$ 33,269	19,570	\$ 1.70	\$ 26,927	19,139	\$ 1.41	

The Company computes incremental shares according to SFAS No. 123R requirements. The assumed proceeds include the windfall tax benefit related to unrecognized compensation expense. For the purpose of weighted average shares calculation, the performance condition of some restricted stock has been taken into consideration. If anti-dilutive common shares were included for the three and nine months ended September 30, 2007 the impact would have been a reduction of approximately 20,000 shares and 97,000 shares, respectively and 64,000 shares and 79,000 shares, respectively for September 30, 2006. At September 30, 2007 and 2006, the Company included 1.3 million and 1.9 million shares, respectively, issuable upon conversion of the Series B redeemable convertible preferred shares in the calculation of the diluted weighted average shares, as the inclusion of these shares was dilutive at the level of income in the three and nine months ended September 30, 2007 and 2006.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(14) Share-Based Compensation**

As of September 30, 2007, the Company had 736,464 shares available for future awards under its long-term incentive compensation plans. The Company may elect to issue new shares or treasury shares, if any, under its long-term incentive compensation plans.

The components of total share-based compensation expense related to all of the Company's share-based options and awards recognized for the three and nine months ended September 30, 2007 and 2006 were:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
	(unaudited, in thousands)			
Total share-based compensation expense	\$ 1,374	\$ 2,552	\$ 3,203	\$ 3,650
Less: Tax benefit of share-based compensation expense	(496)	(949)	(1,154)	(1,351)
Share-based compensation expense, net of tax, recognized in income	\$ 878	\$ 1,603	\$ 2,049	\$ 2,299

The Company did not grant or modify any significant awards during the three-month period ending September 30, 2007. There were no changes in methods or assumptions used to measure share-based awards and no significant impact of share-based arrangements on the Company's cash flow for the three-month period ended September 30, 2007.

(15) Industry Segments

NATCO's reporting segments are Oil & Water Technologies, Gas Technologies and Automation & Controls.

The Oil & Water Technologies segment includes both standard and traditional oil and gas separation and dehydration equipment sales and related services and built-to-order systems focused primarily on oil and water production and processing.

The Gas Technologies segment includes our CO₂ membrane business, the assets and operating relationship related to our gas processing facilities in West Texas and H₂S removal technologies including Shell Paques.

The Automation & Controls segment focuses on the manufacture and sale of new control panels and systems which monitor and control oil and gas production, as well as field service activities including repair, maintenance, testing and inspection services for existing systems.

NATCO allocates corporate and other expenses to each of the reporting segments based on headcount, total assets, revenues and bookings. Corporate assets are allocated to the segments based on the total assets of the segment. The accounting policies of the segments are consistent with the policies used to prepare the Company's consolidated financial statements for the respective periods presented, as described in Note 2, Summary of Significant Accounting Policies, to our Annual Report on Form 10-K for the year ended December 31, 2006 and Note 2 to the consolidated financial statements filed in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2007. The Company evaluates the performance of its reporting segments based on income before interest expense, interest income, depreciation and amortization expense, closure, severance and other, other, net and income tax provision.

Table of Contents**NATCO GROUP INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Summarized financial information concerning the Company's reporting segments follows:

	Oil & Water Technologies	Gas Technologies	Automation & Controls	Eliminations	Total
Three Months Ended September 30, 2007					
Revenue from unaffiliated customers	\$ 88,096	\$ 26,292	\$ 30,803	\$	\$ 145,191
Inter-segment revenue	\$ 520	\$	\$ 1,375	\$ (1,895)	\$
Segment profit	\$ 5,719	\$ 10,059	\$ 5,174	\$	\$ 20,952
Total assets	\$ 266,300	\$ 64,602	\$ 48,149	\$	\$ 379,051
Capital expenditures	\$ 2,216	\$ 434	\$ 117	\$	\$ 2,767
Depreciation and amortization	\$ 952	\$ 460	\$ 150	\$	\$ 1,562

Three Months Ended September 30, 2006**As Adjusted (Note 3)**

Revenue from unaffiliated customers	\$ 94,018	\$ 15,478	\$ 22,682	\$	\$ 132,178
Inter-segment revenue	\$ 2,013	\$	\$ 1,199	\$ (3,212)	\$
Segment profit	\$ 7,645	\$ 5,003	\$ 3,306	\$	\$ 15,954
Total assets	\$ 224,717	\$ 61,678	\$ 33,033	\$	\$ 319,428
Capital expenditures	\$ 733	\$ 217	\$ 142	\$	\$ 1,092
Depreciation and amortization	\$ 735	\$ 452	\$ 112	\$	\$ 1,299

	Oil & Water Technologies	Gas Technologies	Automation & Controls	Eliminations	Total
Nine Months Ended September 30, 2007					
Revenue from unaffiliated customers	\$ 271,955	\$ 63,023	\$ 78,336	\$	\$ 413,314
Inter-segment revenue	\$ 1,063	\$	\$ 3,343	\$ (4,406)	\$
Segment profit	\$ 21,948	\$ 23,132	\$ 11,604	\$	\$ 56,684
Total assets	\$ 266,300	\$ 64,602	\$ 48,149	\$	\$ 379,051
Capital expenditures	\$ 6,390	\$ 881	\$ 869	\$	\$ 8,140
Depreciation and amortization	\$ 2,668	\$ 1,364	\$ 421	\$	\$ 4,453

Nine Months Ended September 30, 2006**As Adjusted (Note 3)**

Revenue from unaffiliated customers	\$ 270,650	\$ 44,959	\$ 63,042	\$	\$ 378,651
Inter-segment revenue	\$ 6,023	\$	\$ 3,527	\$ (9,550)	\$
Segment profit	\$ 21,528	\$ 18,600	\$ 8,630	\$	\$ 48,758
Total assets	\$ 224,717	\$ 61,678	\$ 33,033	\$	\$ 319,428
Capital expenditures	\$ 2,836	\$ 275	\$ 454	\$	\$ 3,565
Depreciation and amortization	\$ 2,403	\$ 1,462	\$ 298	\$	\$ 4,163

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NATCO GROUP INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table reconciles total segment profit to net income:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006 As Adjusted	2007	2006 As Adjusted
		(Note 3)		(Note 3)
		(unaudited, in thousands)		
Total segment profit	\$ 20,952	\$ 15,954	\$ 56,684	100.0%
Direct salaries and related costs	67.2	67.7	65.4	100.0%
General and administrative	22.5	23.5	25.8	
Depreciation, net	3.4	3.3	3.6	
Amortization of intangibles	1.1	1.2	0.9	
Net (gain) loss on disposal of property and equipment	(0.2)	0.0	0.0	
Impairment of long-lived assets	0.0		0.0	
Income from continuing operations	6.0	4.3	4.3	
Interest income	0.1	0.1	0.1	
Interest (expense)	(0.2)	(0.2)	(0.1)	
Other (expense)	(0.1)	(0.1)	(0.2)	
Income from continuing operations before income taxes	5.8	4.1	4.1	
Income taxes	1.5	1.1	0.5	
Income from continuing operations, net of taxes	4.3	3.0	3.6	
(Loss) from discontinued operations, net of taxes			(0.1)	
(Loss) on sale of discontinued operations, net of taxes			(0.9)	
Net income	4.3%	3.0%	2.6%	

Table of Contents**2014 Compared to 2013****Revenues**

(in thousands)	Years Ended December 31, 2014		2013		\$ Change
	Amount	% of Revenues	Amount	% of Revenues	
Americas	\$ 1,070,824	80.7%	\$ 1,050,813	83.2%	\$ 20,011
EMEA	256,699	19.3%	212,647	16.8%	44,052
Consolidated	\$ 1,327,523	100.0%	\$ 1,263,460	100.0%	\$ 64,063

Consolidated revenues increased \$64.1 million, or 5.1%, in 2014 from 2013.

The increase in Americas revenues was primarily due to new contract sales of \$91.6 million and higher volumes from existing contracts of \$2.6 million, partially offset by end-of-life client programs of \$50.4 million and the negative foreign currency impact of \$23.8 million. Revenues from our offshore operations represented 38.9% of Americas revenues, compared to 39.5% in 2013.

The increase in EMEA's revenues was primarily due to higher volumes from existing contracts of \$30.6 million and new contract sales of \$21.2 million, partially offset by end-of-life client programs of \$4.6 million and the negative foreign currency impact of \$3.1 million.

On a consolidated basis, we had 41,000 brick-and-mortar seats as of December 31, 2014, a decrease of 1,200 seats from 2013. The capacity utilization rate on a combined basis was 79% compared to 73% in 2013. This increase was due to seat rationalization in the Americas and growth within new and existing clients.

On a geographic segment basis, 34,500 seats were located in the Americas, a decrease of 1,600 seats from 2013, and 6,500 seats were located in EMEA, an increase of 400 seats from 2013. The capacity utilization rate for the Americas as of December 31, 2014 was 77%, compared to 70% as of December 31, 2013, up primarily due to seat rationalization and growth within new and existing clients. The capacity utilization rate for EMEA as of December 31, 2014 was 90%, compared to 87% as of December 31, 2013, up primarily due to growth within new and existing clients. We strive to attain an 85% capacity utilization metric at each of our locations.

We plan to add approximately 1,700 seats on a gross basis in 2015. More than three-quarters of the new seat count is expected to be added in the first half of 2015. Total seat count on a net basis for the full year, however, is expected to remain unchanged relative to 2014 as we plan to rationalize approximately 1,700 seats.

Direct Salaries and Related Costs

(in thousands)	Years Ended December 31, 2014		2013		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$ 707,181	66.0%	\$ 699,797	66.6%	\$ 7,384	-0.6%
EMEA	184,929	72.0%	155,469	73.1%	29,460	-1.1%
Consolidated	\$ 892,110	67.2%	\$ 855,266	67.7%	\$ 36,844	-0.5%

The increase of \$36.8 million in direct salaries and related costs included a positive foreign currency impact of \$23.1 million in the Americas and a positive foreign currency impact of \$2.1 million in EMEA.

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The decrease in Americas' direct salaries and related costs, as a percentage of revenues, was primarily attributable to lower auto tow claim costs of 0.3%, lower compensation costs of 0.2% and lower other costs of 0.1%.

The decrease in EMEA's direct salaries and related costs, as a percentage of revenues, was primarily attributable to lower compensation costs of 1.6% driven by the increase in new client program ramp up costs in the prior period in the communications vertical as well as new client program growth within the technology vertical, and lower billable supply costs of 0.2%, partially offset by higher communications costs of 0.3%, higher fulfillment materials costs of 0.3% and higher other costs of 0.1%.

Table of Contents**General and Administrative**

(in thousands)	Years Ended December 31, 2014		2013		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$ 197,079	18.4%	\$ 204,321	19.4%	\$ (7,242)	-1.0%
EMEA	50,759	19.8%	46,667	21.9%	4,092	-2.1%
Corporate	50,202		46,531		3,671	
Consolidated	\$ 298,040	22.5%	\$ 297,519	23.5%	\$ 521	-1.0%

The increase of \$0.5 million in general and administrative expenses included a positive foreign currency impact of \$5.5 million in the Americas and a positive foreign currency impact of \$0.4 million in EMEA.

The decrease in Americas' general and administrative expenses, as a percentage of revenues, was primarily attributable to lower facility-related costs of 0.6%, lower merger and integration costs of 0.1% and lower other costs of 0.3%.

The decrease in EMEA's general and administrative expenses, as a percentage of revenues, was primarily attributable to lower facility-related costs of 0.9%, lower compensation costs of 0.5%, lower travel costs of 0.3%, lower communications costs of 0.2% and lower other costs of 0.2%.

The increase of \$3.7 million in Corporate's general and administrative expenses was primarily attributable to higher compensation costs of \$1.9 million, higher charitable contributions of \$1.4 million, higher legal and professional fees of \$0.7 million, higher consulting costs of \$0.5 million, higher facility-related costs of \$0.2 million and higher insurance costs of \$0.2 million, partially offset by lower merger and integration costs of \$0.6 million, lower software maintenance costs of \$0.4 million and lower other costs of \$0.2 million.

Depreciation and Amortization

(in thousands)	Years Ended December 31, 2014		2013		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Depreciation, net:						
Americas	\$ 40,557	3.8%	\$ 37,818	3.6%	\$ 2,739	0.2%
EMEA	4,806	1.9%	4,266	2.0%	540	-0.1%
Consolidated	\$ 45,363	3.4%	\$ 42,084	3.3%	\$ 3,279	0.1%
Amortization of intangibles:						
Americas	\$ 14,396	1.3%	\$ 14,863	1.4%	\$ (467)	-0.1%
EMEA		0.0%		0.0%		0.0%
Consolidated	\$ 14,396	1.1%	\$ 14,863	1.2%	\$ (467)	-0.1%

The increase in depreciation was primarily due to net fixed asset additions.

The decrease in amortization was primarily due to certain fully amortized intangible assets.

Table of Contents**Net (Gain) Loss on Disposal of Property and Equipment and Impairment of Long-Lived Assets**

(in thousands)	Years Ended December 31, 2014		2013		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Net (gain) loss on disposal of property and equipment:						
Americas	\$ (2,026)	-0.2%	\$ 8	0.0%	\$ (2,034)	-0.2%
EMEA	(4)	0.0%	193	0.1%	(197)	-0.1%
Consolidated	\$ (2,030)	-0.2%	\$ 201	0.0%	\$ (2,231)	-0.2%
Impairment of long-lived assets:						
Americas	\$ 89	0.0%	\$	0.0%	\$ 89	0.0%
EMEA		0.0%		0.0%		0.0%
Consolidated	\$ 89	0.0%	\$	0.0%	\$ 89	0.0%

The net (gain) on disposal of property and equipment in 2014 primarily related to the sale of land, a building and fixed assets located in Bismarck, North Dakota. See Note 14, Property and Equipment, of the Notes to Consolidated Financial Statements for further information.

See Note 5, Fair Value, of the Notes to Consolidated Financial Statements for further information regarding the impairment of long-lived assets.

Other Income (Expense)

(in thousands)	Years Ended December 31,		\$ Change
	2014	2013	
Interest income	\$ 958	\$ 866	\$ 92
Interest (expense)	\$ (2,011)	\$ (2,307)	\$ 296
Other income (expense):			
Foreign currency transaction gains (losses)	\$ (1,740)	\$ (5,962)	\$ 4,222
Gains (losses) on foreign currency derivative instruments not designated as hedges	(44)	4,216	(4,260)
Gains (losses) on liquidation of foreign subsidiaries			
Other miscellaneous income (expense)	441	985	(544)
Total other income (expense)	\$ (1,343)	\$ (761)	\$ (582)

The increase in interest income was primarily due to an increase in the amount of average invested funds in 2014 compared to 2013.

The decrease in interest (expense) was primarily due to a decrease in the amount of average outstanding borrowings in 2014 compared to 2013.

Other (expense) excludes the cumulative translation effects and unrealized gains (losses) on financial derivatives that are included in Accumulated other comprehensive income in shareholders equity in the accompanying Consolidated Balance Sheets.

Income Taxes

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(in thousands)	Years Ended December 31,		\$ Change
	2014	2013	
Income from continuing operations before income taxes	\$ 77,159	\$ 51,325	\$ 25,834
Income taxes	\$ 19,368	\$ 14,065	\$ 5,303
			% Change
Effective tax rate	25.1%	27.4%	-2.3%

The increase in income taxes in 2014 compared to 2013 is primarily due to a \$23.0 million increase in income in a high tax rate jurisdiction which increased the tax provision by \$6.3 million. This increase was partially offset by a decrease of \$2.3 million in foreign withholding taxes recognized in 2014. The remaining change is due to several factors, including fluctuations in earnings among the various other jurisdictions in which we operate, none of which are individually material.

Table of Contents**2013 Compared to 2012****Revenues**

(in thousands)	Years Ended December 31, 2013		2012		\$ Change
	Amount	% of Revenues	Amount	% of Revenues	
Americas	\$ 1,050,813	83.2%	\$ 947,147	84.0%	\$ 103,666
EMEA	212,647	16.8%	180,551	16.0%	32,096
Consolidated	\$ 1,263,460	100.0%	\$ 1,127,698	100.0%	\$ 135,762

Consolidated revenues increased \$135.8 million, or 12.0%, in 2013 from 2012.

The increase in Americas' revenues was primarily due to new contract sales of \$80.3 million and Alpine acquisition revenues of \$68.6 million, partially offset by end-of-life client programs of \$25.4 million, lower volumes from existing contracts of \$5.9 million and the negative foreign currency impact of \$13.9 million. Revenues from our offshore operations represented 39.5% of Americas' revenues, compared to 44.5% in 2012.

The increase in EMEA's revenues was primarily due to new contract sales of \$28.0 million, higher volumes from existing contracts of \$6.3 million and the positive foreign currency impact of \$4.5 million, partially offset by end-of-life client programs of \$6.7 million.

Direct Salaries and Related Costs

(in thousands)	Years Ended December 31, 2013		2012		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$ 699,797	66.6%	\$ 609,836	64.4%	\$ 89,961	2.2%
EMEA	155,469	73.1%	128,116	71.0%	27,353	2.1%
Consolidated	\$ 855,266	67.7%	\$ 737,952	65.4%	\$ 117,314	2.3%

The increase of \$117.3 million in direct salaries and related costs included a positive foreign currency impact of \$6.4 million in the Americas and a negative foreign currency impact of \$3.3 million in EMEA.

The increase in Americas' direct salaries and related costs, as a percentage of revenues, was primarily attributable to higher compensation costs of 1.9% driven by the ramp up for new and existing client programs principally in the communications vertical, partially offset by lower demand within the financial services and healthcare verticals without a commensurate reduction in labor costs, higher auto tow claim costs of 0.1% due to an increase in the average length of tows without a commensurate increase in fees at our Canadian roadside assistance operations and higher other costs of 0.2%.

The increase in EMEA's direct salaries and related costs, as a percentage of revenues, was primarily attributable to higher compensation costs of 4.4% driven by the ramp up for new and existing client programs principally in the communications vertical, partially offset by lower fulfillment materials costs of 0.7%, lower billable supply costs of 0.5%, lower severance-related costs of 0.4% due to the closure of certain sites in connection with the Fourth Quarter 2011 Exit Plan, lower recruiting costs of 0.2%, lower communications costs of 0.2%, lower travel costs of 0.2% and lower other costs of 0.1%.

Table of Contents**General and Administrative**

(in thousands)	Years Ended December 31, 2013		2012		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$ 204,321	19.4%	\$ 196,080	20.7%	\$ 8,241	-1.3%
EMEA	46,667	21.9%	43,004	23.8%	3,663	-1.9%
Corporate	46,531		51,289		(4,758)	
Consolidated	\$ 297,519	23.5%	\$ 290,373	25.8%	\$ 7,146	-2.3%

The increase of \$7.1 million in general and administrative expenses included a positive foreign currency impact of \$1.5 million in the Americas and a negative foreign currency impact of \$0.8 million in EMEA.

The decrease in Americas' general and administrative expenses, as a percentage of revenues, was primarily attributable to lower compensation costs of 0.6%, lower facility-related costs of 0.4% due to rationalization of facilities, lower equipment and maintenance costs of 0.2% and lower other costs of 0.1%.

The decrease in EMEA's general and administrative expenses, as a percentage of revenues, was primarily attributable to lower compensation costs of 0.9%, lower facility-related costs of 0.3%, lower communications costs of 0.3%, lower severance-related costs of 0.2% principally all due to the closure of certain sites in connection with the Fourth Quarter 2011 Exit Plan and lower other costs of 0.2%.

The decrease of \$4.8 million in Corporate's general and administrative expenses was primarily attributable to lower merger and integration costs of \$3.5 million, lower consulting costs of \$1.7 million, lower legal and professional fees of \$1.0 million, lower travel costs of \$0.3 million, lower equipment and maintenance costs of \$0.3 million, lower communications costs of \$0.2 million, lower training costs of \$0.2 million and lower other costs of \$0.3 million, partially offset by higher compensation costs of \$2.1 million and higher facility-related costs of \$0.6 million.

Depreciation and Amortization

(in thousands)	Years Ended December 31, 2013		2012		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Depreciation, net:						
Americas	\$ 37,818	3.6%	\$ 36,494	3.9%	\$ 1,324	-0.3%
EMEA	4,266	2.0%	3,875	2.1%	391	-0.1%
Consolidated	\$ 42,084	3.3%	\$ 40,369	3.6%	\$ 1,715	-0.3%
Amortization of intangibles:						
Americas	\$ 14,863	1.4%	\$ 10,479	1.1%	\$ 4,384	0.3%
EMEA		0.0%		0.0%		0.0%
Consolidated	\$ 14,863	1.2%	\$ 10,479	0.9%	\$ 4,384	0.3%

The increase in depreciation was primarily due to net fixed asset additions.

The increase in amortization was primarily due to the August 2012 Alpine acquisition.

Table of Contents**Net (Gain) Loss on Disposal of Property and Equipment and Impairment of Long-Lived Assets**

(in thousands)	Years Ended December 31, 2013		2012		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Net (gain) loss on disposal of property and equipment:						
Americas	\$ 8	0.0%	\$ 323	0.0%	\$ (315)	0.0%
EMEA	193	0.1%	68	0.0%	125	0.1%
Consolidated	\$ 201	0.0%	\$ 391	0.0%	\$ (190)	0.0%
Impairment of long-lived assets:						
Americas	\$	0.0%	\$ 355	0.0%	\$ (355)	0.0%
EMEA		0.0%		0.0%		0.0%
Consolidated	\$	0.0%	\$ 355	0.0%	\$ (355)	0.0%

See Note 5, Fair Value, of the Notes to Consolidated Financial Statements for further information regarding the impairment of long-lived assets.

Other Income (Expense)

(in thousands)	Years Ended December 31,		\$ Change
	2013	2012	
Interest income	\$ 866	\$ 1,458	\$ (592)
Interest (expense)	\$ (2,307)	\$ (1,547)	\$ (760)
Other income (expense):			
Foreign currency transaction gains (losses)	\$ (5,962)	\$ (2,856)	\$ (3,106)
Gains (losses) on foreign currency derivative instruments not designated as hedges	4,216	(295)	4,511
Gains (losses) on liquidation of foreign subsidiaries		(582)	582
Other miscellaneous income (expense)	985	1,200	(215)
Total other income (expense)	\$ (761)	\$ (2,533)	\$ 1,772

The decrease in interest income reflects lower average invested balances of interest bearing investments in cash and cash equivalents in 2013 compared to 2012.

The increase in interest (expense) reflects higher average outstanding borrowings primarily related to the August 2012 Alpine acquisition.

Other (expense) excludes the cumulative translation effects and unrealized gains (losses) on financial derivatives that are included in Accumulated other comprehensive income in shareholders equity in the accompanying Consolidated Balance Sheets.

Income Taxes

(in thousands)	Years Ended December 31,		\$ Change
	2013	2012	

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Income from continuing operations before income taxes	\$ 51,325	\$ 45,157	\$ 6,168
Income taxes	\$ 14,065	\$ 5,207	\$ 8,858
			% Change
Effective tax rate	27.4%	11.5%	15.9%

The increase in income taxes in 2013 compared to 2012 is primarily due to withholding taxes on offshore cash movements of \$3.5 million to take advantage of The American Taxpayer Relief Act of 2012 enacted on January 2, 2013, with retroactive application to January 1, 2012, U.S. taxation of offshore gains on derivatives and foreign exchange of \$1.8 million and tax benefits recognized in 2012 related to merger and integration costs as a result of the Alpine acquisition of \$1.1 million. The remaining change is due to several factors, including fluctuations in earnings among the various jurisdictions in which we operate, none of which are individually material.

Table of Contents*(Loss) from Discontinued Operations*

(in thousands)	Years Ended December 31,				\$ Change	Change in % of Revenues
	2013	% of Revenues	2012	% of Revenues		
(Loss) from discontinued operations, net of taxes						
Americas	\$	0.0%	\$	0.0%	\$	0.0%
EMEA		0.0%	(820)	-0.5%	820	0.5%
Consolidated	\$	0.0%	(820)	-0.1%	\$ 820	0.1%
(Loss) on sale of discontinued operations, net of taxes						
Americas	\$	0.0%	(10,707)	-1.1%	\$ 10,707	1.1%
EMEA		0.0%		0.0%		0.0%
Consolidated	\$	0.0%	(10,707)	-0.9%	\$ 10,707	0.9%

In 2012, the (loss) from discontinued operations and the (loss) on sale of discontinued operations related to the sale of our operations in Spain in March 2012. There was no tax impact on either the (loss) from discontinued operations or the (loss) on sale of discontinued operations.

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The following information presents our unaudited quarterly operating results from continuing operations for 2014 and 2013. The data has been prepared on a basis consistent with the accompanying Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K, and includes all adjustments, consisting of normal recurring accruals, that we consider necessary for a fair presentation thereof.

(in thousands, except per share data)	12/31/2014	9/30/2014	6/30/2014	3/31/2014	12/31/2013	9/30/2013	6/30/2013	3/31/2013
Revenues	\$ 349,925	\$ 332,671	\$ 320,498	\$ 324,429	\$ 335,338	\$ 322,143	\$ 304,735	\$ 301,244
Operating expenses:								
Direct salaries and related costs ⁽¹⁾	227,802	221,598	221,085	221,625	226,418	215,001	210,141	203,706
General and administrative ^(2,3)	77,074	73,651	73,990	73,325	74,612	73,910	75,273	73,724
Depreciation, net	11,227	11,516	11,322	11,298	11,221	10,677	10,017	10,169
Amortization of intangibles	3,489	3,597	3,659	3,651	3,692	3,699	3,713	3,759
Net (gain) loss on disposal of property and equipment ⁽⁴⁾	(2,225)	136	11	48	141	77	(26)	9
Impairment of long-lived assets		81	4	4				
Total operating expenses	317,367	310,579	310,071	309,951	316,084	303,364	299,118	291,367
Income from operations	32,558	22,092	10,427	14,478	19,254	18,779	5,617	9,877
Other income (expense):								
Interest income	241	249	237	231	218	216	208	224
Interest (expense)	(496)	(464)	(552)	(499)	(591)	(630)	(578)	(508)
Other income (expense)	(1,201)	(406)	(399)	663	(903)	356	(339)	125
Total other income (expense)	(1,456)	(621)	(714)	395	(1,276)	(58)	(709)	(159)
Income before income taxes	31,102	21,471	9,713	14,873	17,978	18,721	4,908	9,718
Income taxes	8,599	4,833	1,376	4,560	6,978	4,575	(688)	3,200
Net income	\$ 22,503	\$ 16,638	\$ 8,337	\$ 10,313	\$ 11,000	\$ 14,146	\$ 5,596	\$ 6,518
Net income (loss) per common share ⁽⁵⁾ :								
Basic	\$ 0.53	\$ 0.39	\$ 0.20	\$ 0.24	\$ 0.26	\$ 0.33	\$ 0.13	\$ 0.15
Diluted	\$ 0.53	\$ 0.39	\$ 0.19	\$ 0.24	\$ 0.26	\$ 0.33	\$ 0.13	\$ 0.15
Weighted average shares:								
Basic	42,280	42,704	42,711	42,739	42,759	42,785	42,936	43,036
Diluted	42,533	42,837	42,810	42,837	42,880	42,836	42,954	43,052

(1) The quarter ended June 30, 2013 includes \$0.5 million in Alpine acquisition-related costs.

(2) The quarters ended September 30, 2014, June 30, 2014, December 31, 2013 and September 30, 2013 include \$(0.1) million, \$(0.2) million, \$0.3 million and \$(0.1) million, respectively, related to the Exit Plans. See Note 4, Costs Associated with Exit or Disposal Activities, for further information.

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- (3) The quarters ended September 30, 2013, June 30, 2013, March 31, 2013, include \$0.1 million, \$0.8 million and \$0.7 million, respectively, in Alpine acquisition-related costs.
- (4) The quarter ended December 31, 2014 includes a \$2.6 million (gain) on the sale of fixed assets, land and building located in Bismarck, North Dakota. See Note 14, Property and Equipment, for further information.
- (5) Net income (loss) per basic and diluted common share is computed independently for each of the quarters presented and, therefore, may not sum to the total for the year.

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Business Outlook

For the three months ended March 31, 2015, we anticipate the following financial results:

Revenues in the range of \$315.0 million to \$320.0 million;

Effective tax rate of approximately 27%;

Fully diluted share count of approximately 42.5 million;

Diluted earnings per share in the range of \$0.27 to \$0.30; and

Capital expenditures in the range of \$14.0 million to \$16.0 million

For the twelve months ended December 31, 2015, we anticipate the following financial results:

Revenues in the range of \$1,300.0 million to \$1,320.0 million;

Effective tax rate of approximately 26%;

Fully diluted share count of approximately 42.9 million;

Diluted earnings per share in the range of \$1.34 to \$1.46; and

Capital expenditures in the range of \$55.0 million to \$60.0 million

We continue to experience healthy demand from clients within the communications and technology verticals. In addition, based on early indications, we anticipate some firming of demand within the financial services vertical. As in prior years, with fewer work days in the second quarter, coupled with the timing of seat additions and ramps related to program wins, we expect consolidated second-half 2015 revenues to be greater than the first-half. Furthermore, based on foreign exchange rates as of February 2015, our full-year business outlook reflects the anticipation of approximately \$50.0 million in negative impact to revenues due to unfavorable foreign currency movements relative to 2014. In addition, we have already eliminated certain sub-profitable programs, which are expected to incrementally impact 2015 revenues by approximately \$25.0 million.

Despite the foreign exchange impact to 2015 revenues, we expect expansion of operating margins. Operating margins as well as diluted earnings per share are expected to be higher in the second half of 2015 relative to the first-half due to timing of the resetting of payroll tax withholdings for the new year, coupled with the impact of inclement weather on our Canadian roadside assistance business.

Our revenues and earnings per share assumptions for the first quarter and full year 2015 are based on foreign exchange rates as of February 2015. Therefore, the continued volatility in foreign exchange rates between the U.S. dollar and the functional currencies of the markets we serve could have a further impact, positive or negative, on revenues and earnings per share relative to the business outlook for the first quarter and full-year as discussed above.

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We anticipate a slightly higher effective tax rate for full-year 2015 versus 2014 with the effective tax rate differential driven chiefly by a shift in the geographic mix of earnings to higher tax rate jurisdictions.

Not included in this guidance is the impact of any future acquisitions, share repurchase activities or a potential sale of previously exited customer contact management centers.

Liquidity and Capital Resources

Our primary sources of liquidity are generally cash flows generated by operating activities and from available borrowings under our revolving credit facility. We utilize these capital resources to make capital expenditures associated primarily with our customer contact management services, invest in technology applications and tools to further develop our service offerings and for working capital and other general corporate purposes, including repurchase of our common stock in the open market and to fund acquisitions. In future periods, we intend similar uses of these funds.

On August 18, 2011, the Board authorized us to purchase up to 5.0 million shares of our outstanding common stock (the 2011 Share Repurchase Program). A total of 4.0 million shares have been repurchased under the 2011 Share Repurchase Program since inception. The shares are purchased, from time to time, through open market purchases or in negotiated private transactions, and the purchases are based on factors, including but not limited to, the stock price, management discretion and general market conditions. The 2011 Share Repurchase Program has no expiration date.

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The shares repurchased under our share repurchase programs were as follows (in thousands, except per share amounts):

For the Years Ended	Total Number	Range of Prices Paid Per Share		Total Cost of
	of Shares Repurchased	Low	High	Shares Repurchased
December 31, 2014	630	\$ 19.80	\$ 20.00	\$ 12,581
December 31, 2013	341	\$ 15.61	\$ 16.99	\$ 5,479
December 31, 2012	537	\$ 13.85	\$ 15.00	\$ 7,908

During 2014, cash increased \$94.3 million from operating activities, \$3.6 million from the proceeds from sale of property and equipment, \$0.2 million from the release of restricted cash and \$0.3 million from the proceeds from grants. Further, we used \$44.7 million for capital expenditures, \$23.0 million to repay long-term debt, \$12.6 million to repurchase our stock and \$0.4 million to repurchase stock for minimum tax withholding on equity awards, resulting in a \$3.2 million increase in available cash (including the unfavorable effects of foreign currency exchange rates on cash of \$14.5 million).

Net cash flows provided by operating activities for 2014 were \$94.3 million, compared to \$86.2 million in 2013. The \$8.1 million increase in net cash flows from operating activities was due to a \$20.5 million increase in net income and a \$2.0 million increase in non-cash reconciling items such as depreciation and amortization, (gain) loss on the sale of discontinued operations, net (gain) loss on disposal of property and equipment, impairment losses and unrealized foreign currency transaction (gains) losses, net, partially offset by a net decrease of \$14.4 million in cash flows from assets and liabilities. The \$14.4 million decrease in cash flows from assets and liabilities was principally a result of an \$18.2 million increase in accounts receivable, a \$2.4 million decrease in other liabilities and a \$0.7 million decrease in deferred revenue, partially offset by a \$5.1 million decrease in other assets and a \$1.8 million increase in taxes payable. The \$18.2 million increase in the change in accounts receivable is primarily due to additional receivables billings related to higher volumes within certain clients as well as the timing of receivables billings and collections in 2014 over 2013.

We sold our operations in Spain (the Spanish operations) in 2012. Cash flows from discontinued operations, which are included in the accompanying Consolidated Statement of Cash Flows, were as follows (in thousands):

	Year Ended December 31, 2012
Cash (used for) operating activities of discontinued operations	\$ (4,530)
Cash (used for) investing activities of discontinued operations	\$ (8,887)

Cash (used for) operating activities of discontinued operations represents the cash used by the Spanish operations in 2012 (none in 2014 and 2013). Cash (used for) investing activities of discontinued operations for 2012 primarily represents the cash divested upon the sale of the Spanish operations. The sale of the Spanish operations resulted in a loss of \$10.7 million. We do not expect the absence of the cash flows from our discontinued operations in Spain to materially affect our future liquidity and capital resources.

Capital expenditures, which are generally funded by cash generated from operating activities, available cash balances and borrowings available under our credit facilities, were \$44.7 million for 2014, compared to \$59.2 million for 2013, a decrease of \$14.5 million. In 2015, we anticipate capital expenditures in the range of \$55.0 million to \$60.0 million, primarily for new seat additions, Enterprise Resource Planning upgrades, facility upgrades, maintenance and systems infrastructure.

On May 3, 2012, we entered into a \$245 million revolving credit facility (the 2012 Credit Agreement) with a group of lenders and KeyBank National Association, as Lead Arranger, Sole Book Runner and Administrative Agent (KeyBank). The 2012 Credit Agreement replaced our previous \$75 million revolving credit facility dated February 2, 2010, as amended, which agreement was terminated simultaneous with entering into the 2012 Credit Agreement. The 2012 Credit Agreement is subject to certain borrowing limitations and includes certain customary financial and restrictive covenants. At December 31, 2014, we were in compliance with all loan requirements of the 2012 Credit Agreement and had \$75.0 million and \$98.0 million of outstanding borrowings as of December 31, 2014 and 2013, respectively, with an average daily utilization of \$85.9 million and \$102.5 million during 2014 and 2013, respectively, and \$96.8 million for the outstanding period during 2012. During the years ended December 31,

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2014, 2013 and 2012, the related interest expense, excluding amortization of deferred loan fees, under our credit agreements was \$1.1 million, \$1.5 million and \$0.5 million, respectively, which represented weighted average interest rates of 1.3%, 1.5% and 1.5%, respectively.

The 2012 Credit Agreement includes a \$184 million alternate-currency sub-facility, a \$10 million swingline sub-facility and a \$35 million letter of credit sub-facility, and may be used for general corporate purposes including acquisitions, share repurchases, working capital support and letters of credit, subject to certain limitations. We are not currently aware of any inability of our lenders to provide access to the full commitment of funds that exist under the 2012 Credit Agreement, if necessary. However, there can be no assurance that such facility will be available to us, even though it is a binding commitment of the financial institutions. The 2012 Credit Agreement will mature on May 2, 2017.

Borrowings under the 2012 Credit Agreement will bear interest at the rates set forth in the Credit Agreement. In addition, we are required to pay certain customary fees, including a commitment fee of 0.175%, which is due quarterly in arrears and calculated on the average unused amount of the 2012 Credit Agreement.

The 2012 Credit Agreement is guaranteed by all of our existing and future direct and indirect material U.S. subsidiaries and secured by a pledge of 100% of the non-voting and 65% of the voting capital stock of all of our direct foreign subsidiaries and those of the guarantors.

We are currently under audit in several tax jurisdictions. We received assessments for the Canadian 2003-2009 audit. Requests for Competent Authority Assistance were filed with both the Canadian Revenue Agency and the U.S. Internal Revenue Service and we paid mandatory security deposits to Canada as part of this process. The total amount of deposits, net of fluctuations in the foreign exchange rate, are \$15.9 million and \$17.3 million as of December 31, 2014 and 2013, respectively, and are included in *Deferred charges and other assets* in the accompanying Consolidated Balance Sheets. Although the outcome of examinations by taxing authorities is always uncertain, we believe we are adequately reserved for these audits and that resolution is not expected to have a material impact on our financial condition and results of operations.

On August 20, 2012, we completed the acquisition of Alpine, a Delaware corporation, pursuant to the Agreement and Plan of Merger, dated July 27, 2012. The purchase price of \$149.0 million was funded through cash on hand of \$41.0 million and borrowings of \$108.0 million under our 2012 Credit Agreement, dated May 3, 2012.

As of December 31, 2014, we had \$215.1 million in cash and cash equivalents, of which approximately 90.3% or \$194.4 million, was held in international operations and is deemed to be indefinitely reinvested offshore. These funds may be subject to additional taxes if repatriated to the United States, including withholding tax applied by the country of origin and an incremental U.S. income tax, net of allowable foreign tax credits. There are circumstances where we may be unable to repatriate some of the cash and cash equivalents held by our international operations due to country restrictions. We do not intend nor currently foresee a need to repatriate these funds. We expect our current domestic cash levels and cash flows from operations to be adequate to meet our domestic anticipated working capital needs, including investment activities such as capital expenditures and debt repayment for the next twelve months and the foreseeable future. However, from time to time, we may borrow funds under our 2012 Credit Agreement as a result of the timing of our working capital needs, including capital expenditures. Additionally, we expect our current foreign cash levels and cash flows from foreign operations to be adequate to meet our foreign anticipated working capital needs, including investment activities such as capital expenditures for the next twelve months and the foreseeable future.

If we should require more cash in the U.S. than is provided by our domestic operations for significant discretionary unforeseen activities such as acquisitions of businesses and share repurchases, we could elect to repatriate future foreign earnings and/or raise capital in the U.S through additional borrowings or debt/equity issuances. These alternatives could result in higher effective tax rates, interest expense and/or dilution of earnings. We have borrowed funds domestically and continue to have the ability to borrow additional funds domestically at reasonable interest rates.

Our cash resources could also be affected by various risks and uncertainties, including but not limited to, the risks detailed in Item 1A, Risk Factors.

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Off-Balance Sheet Arrangements and Other

At December 31, 2014, we did not have any material commercial commitments, including guarantees or standby repurchase obligations, or any relationships with unconsolidated entities or financial partnerships, including entities often referred to as structured finance or special purpose entities or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

From time to time, during the normal course of business, we may make certain indemnities, commitments and guarantees under which we may be required to make payments in relation to certain transactions. These include, but are not limited to: (i) indemnities to clients, vendors and service providers pertaining to claims based on negligence or willful misconduct and (ii) indemnities involving breach of contract, the accuracy of representations and warranties, or other liabilities assumed by us in certain contracts. In addition, we have agreements whereby we will indemnify certain officers and directors for certain events or occurrences while the officer or director is, or was, serving at our request in such capacity. The indemnification period covers all pertinent events and occurrences during the officer's or director's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however, we have director and officer insurance coverage that limits our exposure and enables us to recover a portion of any future amounts paid. We believe the applicable insurance coverage is generally adequate to cover any estimated potential liability under these indemnification agreements. The majority of these indemnities, commitments and guarantees do not provide for any limitation of the maximum potential for future payments we could be obligated to make. We have not recorded any liability for these indemnities, commitments and other guarantees in the accompanying Consolidated Balance Sheets. In addition, we have some client contracts that do not contain contractual provisions for the limitation of liability, and other client contracts that contain agreed upon exceptions to limitation of liability. We have not recorded any liability in the accompanying Consolidated Balance Sheets with respect to any client contracts under which we have or may have unlimited liability.

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The following table summarizes our contractual cash obligations at December 31, 2014, and the effect these obligations are expected to have on liquidity and cash flow in future periods (in thousands):

	Payments Due By Period					
	Total	Less Than 1 Year	1 - 3 Years	3 - 5 Years	After 5 Years	Other
Operating leases ⁽¹⁾	\$ 151,523	\$ 33,287	\$ 46,493	\$ 35,942	\$ 35,801	\$
Purchase obligations ⁽²⁾	69,080	33,039	31,473	2,968	1,600	
Accounts payable ⁽³⁾	25,523	25,523				
Accrued employee compensation and benefits ⁽³⁾	82,062	82,062				
Income taxes payable ⁽⁴⁾	3,662	3,662				
Other accrued expenses and current liabilities ⁽⁵⁾	22,009	22,009				
Long-term debt ⁽⁶⁾	75,000		75,000			
Long-term tax liabilities ⁽⁷⁾	7,431					7,431
Other long-term liabilities ⁽⁸⁾	4,136		1,240	361	2,535	
	\$440,426	\$ 199,582	\$ 154,206	\$ 39,271	\$ 39,936	\$ 7,431

(1) Amounts represent the expected cash payments under our operating leases.

(2) Amounts represent the expected cash payments under our purchase obligations, which include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Purchase obligations exclude agreements that are cancelable without penalty.

(3) Accounts payable and accrued employee compensation and benefits, which represent amounts due vendors and employees payable within one year.

(4) Income taxes payable, which represents amounts due taxing authorities payable within one year.

(5) Other accrued expenses and current liabilities, which exclude deferred grants, include amounts primarily related to restructuring costs, legal and professional fees, telephone charges, rent, derivative contracts and other accruals.

(6) Amount represents total outstanding borrowings. See Note 20, Borrowings, to the accompanying Consolidated Financial Statements.

(7) Long-term tax liabilities include uncertain tax positions and related penalties and interest as discussed in Note 22, Income Taxes, to the accompanying Consolidated Financial Statements, of which \$4.7 million is included in Long-term income tax liabilities and \$2.7 million is netted within Deferred charges and other assets in the accompanying Consolidated Balance Sheet. The amount in the table has been reduced by Canadian mandatory security deposits of \$15.9 million, which are included in Deferred charges and other assets in the accompanying Consolidated Balance Sheet. We cannot make reasonably reliable estimates of the cash settlement of \$7.4 million of the

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long-term liabilities with the taxing authority; therefore, amounts have been excluded from payments due by period.

- (8) Other long-term liabilities, which exclude deferred income taxes and other non-cash long-term liabilities, represent the expected cash payments due under restructuring accruals (primarily lease obligations) and pension obligations. See Notes 4, Costs Associated with Exit or Disposal Activities, and 25, Defined Benefit Pension Plan and Postretirement Benefits, to the accompanying Consolidated Financial Statements.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires estimations and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following accounting policies are the most critical since these policies require significant judgment or involve complex estimations that are important to the portrayal of our financial condition and operating results. Unless we need to clarify a point to readers, we will refrain from citing specific section references when discussing the application of accounting principles or addressing new or pending accounting rule changes.

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Recognition of Revenue

We recognize revenue in accordance with ASC 605 *Revenue Recognition*. We primarily recognize revenues from services as the services are performed, which is based on either a per minute, per call, per transaction or per time and material basis, under a fully executed contractual agreement and record reductions to revenues for contractual penalties and holdbacks for failure to meet specified minimum service levels and other performance based contingencies. Revenue recognition is limited to the amount that is not contingent upon delivery of any future product or service or meeting other specified performance conditions. Product sales, accounted for within our fulfillment services, are recognized upon shipment to the customer and satisfaction of all obligations.

Revenues from fulfillment services account for 1.4%, 1.3% and 1.5% of total consolidated revenues for the years ended December 31, 2014, 2013 and 2012, respectively, some of which contain multiple-deliverables. The service offerings for these fulfillment service contracts typically include pick-pack-and-ship, warehousing, process management, finished goods assembly and pass-through costs. In accordance with ASC 605-25 *Revenue Recognition Multiple-Element Arrangements* (ASC 605-25) (as amended by Accounting Standards Update (ASU) 2009-13 *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force*) (ASU 2009-13), we determine if the services provided under these contracts with multiple-deliverables represent separate units of accounting. A deliverable constitutes a separate unit of accounting when it has standalone value, and where return rights exist, delivery or performance of the undelivered items is considered probable and substantially within our control. If those deliverables are determined to be separate units of accounting, revenues from these services are recognized as the services are performed under a fully executed contractual agreement. If those deliverables are not determined to be separate units of accounting, revenue for the delivered services are bundled into a single unit of accounting and recognized on the proportional performance method using the straight-line basis over the contract period, or the actual number of operational seats used to serve the client, as appropriate.

We allocate revenue to each of the deliverables based on a selling price hierarchy of vendor specific objective evidence (VSOE), third-party evidence, and then estimated selling price. VSOE is based on the price charged when the deliverable is sold separately. Third-party evidence is based on largely interchangeable competitor services in standalone sales to similarly situated customers. Estimated selling price is based on our best estimate of what the selling prices of deliverables would be if they were sold regularly on a standalone basis. Estimated selling price is established considering multiple factors including, but not limited to, pricing practices in different geographies, service offerings, and customer classifications. Once we allocate revenue to each deliverable, we recognize revenue when all revenue recognition criteria are met. As of December 31, 2014, our fulfillment contracts with multiple-deliverables met the separation criteria as outlined in ASC 605-25 and the revenue was accounted for accordingly. Other than these fulfillment contracts, we have no other contracts that contain multiple-deliverables as of December 31, 2014.

Allowance for Doubtful Accounts

We maintain allowances for doubtful accounts, \$4.7 million as of December 31, 2014, or 1.6% of trade account receivables, for estimated losses arising from the inability of our customers to make required payments. Our estimate is based on qualitative and quantitative analyses, including credit risk measurement tools and methodologies using the publicly available credit and capital market information, a review of the current status of our trade accounts receivable and historical collection experience of our clients. It is reasonably possible that our estimate of the allowance for doubtful accounts will change if the financial condition of our customers were to deteriorate, resulting in a reduced ability to make payments.

Income Taxes

We reduce deferred tax assets by a valuation allowance if, based on the weight of available evidence, both positive and negative, for each respective tax jurisdiction, it is more likely than not that some portion or all of such deferred tax assets will not be realized. The valuation allowance for a particular tax jurisdiction is allocated between current and noncurrent deferred tax assets for that jurisdiction on a pro rata basis. Available evidence which is considered in determining the amount of valuation allowance required includes, but is not limited to, our estimate of future taxable income and any applicable tax-planning strategies. Establishment or reversal of certain valuation allowances may have a significant impact on both current and future results.

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As of December 31, 2014, we determined that a total valuation allowance of \$34.1 million was necessary to reduce U.S. deferred tax assets by \$0.5 million and foreign deferred tax assets by \$33.6 million, where it was more likely than not that some portion or all of such deferred tax assets will not be realized. The recoverability of the remaining net deferred tax asset of \$10.5 million as of December 31, 2014 is dependent upon future profitability within each tax jurisdiction. As of December 31, 2014, based on our estimates of future taxable income and any applicable tax-planning strategies within various tax jurisdictions, we believe that it is more likely than not that the remaining net deferred tax assets will be realized.

A provision for income taxes has not been made for the undistributed earnings of foreign subsidiaries of approximately \$380.8 million as of December 31, 2014, as the earnings are indefinitely reinvested in foreign business operations. If these earnings are repatriated or otherwise become taxable in the U.S, we would be subject to an incremental U.S. tax expense net of any allowable foreign tax credits, in addition to any applicable foreign withholding tax expense. Determination of any unrecognized deferred tax liability for temporary differences related to investments in foreign subsidiaries that are essentially permanent in duration is not practicable due to the inherent complexity of the multi-national tax environment in which we operate.

We evaluate tax positions that have been taken or are expected to be taken in our tax returns, and record a liability for uncertain tax positions in accordance with ASC 740. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions. First, tax positions are recognized if the weight of available evidence indicates that it is more likely than not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, the tax position is measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon settlement. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

As of December 31, 2014, we had \$13.3 million of unrecognized tax benefits, a net decrease of \$1.7 million from \$15.0 million as of December 31, 2013. Had we recognized these tax benefits, approximately \$13.3 million and \$15.0 million and the related interest and penalties would favorably impact the effective tax rate in 2014 and 2013, respectively. We anticipate that approximately \$2.2 million of the unrecognized tax benefits will be recognized in the next twelve months due to a lapse in the applicable statute of limitations.

Our provision for income taxes is subject to volatility and is impacted by the distribution of earnings in the various domestic and international jurisdictions in which we operate. Our effective tax rate could be impacted by earnings being either proportionally lower or higher in foreign countries where we have tax rates lower than the U.S. tax rates. In addition, we have been granted tax holidays in several foreign tax jurisdictions, which have various expiration dates ranging from 2015 through 2028. If we are unable to renew a tax holiday in any of these jurisdictions, our effective tax rate could be adversely impacted. In some cases, the tax holidays expire without possibility of renewal. In other cases, we expect to renew these tax holidays, but there are no assurances from the respective foreign governments that they will permit a renewal. The tax holidays decreased the provision for income taxes by \$2.7 million, \$4.7 million and \$6.5 million for the years ended December 31, 2014, 2013 and 2012, respectively. Our effective tax rate could also be affected by several additional factors, including changes in the valuation of our deferred tax assets or liabilities, changing legislation, regulations, and court interpretations that impact tax law in multiple tax jurisdictions in which we operate, as well as new requirements, pronouncements and rulings of certain tax, regulatory and accounting organizations.

Impairment of Long-Lived Assets

We evaluate the carrying value of property and equipment and definite-lived intangible assets, which had a carrying value of \$170.5 million as of December 31, 2014, for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset is considered to be impaired when the forecasted undiscounted cash flows of an asset group are estimated to be less than its carrying value. The amount of impairment recognized is the difference between the carrying value of the asset group and its fair value. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates. Future adverse changes in market conditions or poor operating results of the underlying investment could result in losses or an inability to recover the carrying value of the investment and, therefore, might require an impairment charge in the future. See Note 5, Fair Value, of the accompanying Notes to Consolidated Financial Statements for details of impairment losses related to nonrecurring fair value measurements.

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Impairment of Goodwill

We evaluate goodwill, which had a carrying value of \$193.8 million as of December 31, 2014, for impairment at least annually, during the third quarter of each year, or whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. To assess the realizability of goodwill, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. We may elect to forgo this option and proceed to the annual two-step goodwill impairment test.

If we elect to perform the qualitative assessment and it indicates that a significant decline to fair value of a reporting unit is more likely than not, or if a reporting unit's fair value has historically been closer to its carrying value, or we elect to forgo this qualitative assessment, we will proceed to Step 1 testing where we calculate the fair value of a reporting unit based on discounted future probability-weighted cash flows. If Step 1 indicates that the carrying value of a reporting unit is in excess of its fair value, we will proceed to Step 2 where the fair value of the reporting unit will be allocated to assets and liabilities as it would in a business combination. Impairment occurs when the carrying amount of goodwill exceeds its estimated fair value calculated in Step 2.

We estimate fair value using discounted cash flows of the reporting units. The most significant assumptions used in these analyses are those made in estimating future cash flows. In estimating future cash flows, we use financial assumptions in our internal forecasting model such as projected capacity utilization, projected changes in the prices we charge for our services, projected labor costs, as well as contract negotiation status. The financial and credit market volatility directly impacts our fair value measurement through our weighted average cost of capital that we use to determine our discount rate. We use a discount rate we consider appropriate for the country where the services are being provided. As of July 31, 2014, our assessment of goodwill impairment indicated that the fair values of our reporting units were substantially in excess of their estimated carrying values, and therefore goodwill in these reporting units was not impaired. If actual results differ substantially from the assumptions used in performing the impairment test, the fair value of the reporting units may be significantly lower, causing the carrying value to exceed the fair value and indicating an impairment has occurred.

Contingencies

We record a liability for pending litigation and claims where losses are both probable and reasonably estimable. Each quarter, management reviews all litigation and claims on a case-by-case basis and assigns probability of loss and range of loss.

Other

We have made certain other estimates that, while not involving the same degree of judgment, are important to understanding our financial statements. These estimates are in the areas of measuring our obligations related to our defined benefit plans and self-insurance accruals.

New Accounting Standards Not Yet Adopted

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-08 *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360) - Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (ASU 2014-08). The amendments in ASU 2014-08 indicate that only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity's operations and financial results will be reported as discontinued operations in the financial statements. Currently, a component of an entity that is a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group is eligible for discontinued operations presentation. The amendments should be applied to all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. The adoption of ASU 2014-08 on January 1, 2015 did not have a material impact on our financial condition, results of operations and cash flows.

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In May 2014, the FASB issued ASU 2014-09 *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09). The amendments in ASU 2014-09 outline a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and indicate that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this, an entity should identify the contract(s) with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation. The amendments are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. We are currently evaluating the impact that the adoption of ASU 2014-09 may have on our financial condition, results of operations and cash flows.

In June 2014, the FASB issued ASU 2014-12 *Compensation - Stock Compensation (Topic 718) Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* (ASU 2014-12). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Accounting Standards Codification Topic 718, *Compensation - Stock Compensation* (ASC 718), as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. We do not expect the adoption of ASU 2014-12 to materially impact our financial condition, results of operations and cash flows.

In January 2015, the FASB issued ASU 2015-01 *Income Statement - Extraordinary and Unusual Items (Subtopic 225-20) Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items* (ASU 2015-01). This amendment eliminates from U.S. GAAP the concept of extraordinary items as part of the FASB's initiative to reduce complexity in accounting standards. The amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. We do not expect the adoption of ASU 2015-01 to materially impact our financial condition, results of operations and cash flows.

U.S. Healthcare Reform Acts

In March 2010, the President of the United States signed into law comprehensive healthcare reform legislation under the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act (the Acts). The Acts contain provisions that could materially impact our healthcare costs in the future, thus adversely affecting our profitability. However, based on our evaluation of the potential impact of the Acts, the cost to provide health benefits to employees in compliance with the Acts is not expected to have a material impact on our financial condition, results of operations and cash flows in 2015.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Foreign Currency Risk

Our earnings and cash flows are subject to fluctuations due to changes in currency exchange rates. We are exposed to foreign currency exchange rate fluctuations when subsidiaries with functional currencies other than the U.S. Dollar (USD) are translated into our USD consolidated financial statements. As exchange rates vary, those results, when translated, may vary from expectations and adversely impact profitability. The cumulative translation effects for subsidiaries using functional currencies other than USD are included in Accumulated other comprehensive income (loss) in shareholders' equity. Movements in non-USD currency exchange rates may negatively or positively affect our competitive position, as exchange rate changes may affect business practices and/or pricing strategies of non-U.S. based competitors.

We employ a foreign currency risk management program that periodically utilizes derivative instruments to protect against unanticipated fluctuations in certain earnings and cash flows caused by volatility in foreign currency exchange (FX) rates. We also utilize derivative contracts to hedge intercompany receivables and payables that are denominated in a foreign currency and to hedge net investments in foreign operations.

We serve a number of U.S.-based clients using customer contact management center capacity in The Philippines and Costa Rica, which are within our Americas segment. Although the contracts with these clients are priced in USDs, a substantial portion of the costs incurred to render services under these contracts are denominated in Philippine Pesos (PHP) and Costa Rican Colones (CRC), which represent FX exposures. Additionally, our EMEA segment services clients in Hungary and Romania where the contracts are priced in Euros (EUR), with a substantial portion of the costs incurred to render services under these contracts denominated in Hungarian Forints (HUF) and Romanian Leis (RON).

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In order to hedge a portion of our anticipated cash flow requirements denominated in PHP, CRC, HUF and RON we had outstanding forward contracts and options as of December 31, 2014 with counterparties through December 2015 with notional amounts totaling \$144.0 million. As of December 31, 2014, we had net total derivative assets associated with these contracts with a fair value of \$0.6 million, which will settle within the next 12 months. If the USD was to weaken against the PHP and CRC and the EUR was to weaken against the HUF and RON by 10% from current period-end levels, we would incur a loss of approximately \$12.7 million on the underlying exposures of the derivative instruments. However, this loss would be mitigated by corresponding gains on the underlying exposures.

We entered into forward exchange contracts with notional amounts totaling \$51.6 million to hedge net investments in our foreign operations. The purpose of these derivative instruments is to protect against the risk that the net assets of certain foreign subsidiaries will be adversely affected by changes in exchange rates and economic exposures related to our foreign currency-based investments in these subsidiaries. As of December 31, 2014, the fair value of these derivatives was a net asset of \$4.1 million. The potential loss in fair value at December 31, 2014, for these contracts resulting from a hypothetical 10% adverse change in the foreign currency exchange rates is approximately \$4.7 million. However, this loss would be mitigated by corresponding gains on the underlying exposures.

We also entered into forward exchange contracts with notional amounts totaling \$64.5 million that are not designated as hedges. The purpose of these derivative instruments is to protect against FX volatility pertaining to intercompany receivables and payables, and other assets and liabilities that are denominated in currencies other than our subsidiaries' functional currencies. As of December 31, 2014, the fair value of these derivatives was a net liability of \$0.3 million. The potential loss in fair value at December 31, 2014, for these contracts resulting from a hypothetical 10% adverse change in the foreign currency exchange rates is approximately \$5.1 million. However, this loss would be mitigated by corresponding gains on the underlying exposures.

We evaluate the credit quality of potential counterparties to derivative transactions and only enter into contracts with those considered to have minimal credit risk. We periodically monitor changes to counterparty credit quality as well as our concentration of credit exposure to individual counterparties.

We do not use derivative financial instruments for speculative trading purposes, nor do we hedge our foreign currency exposure in a manner that entirely offsets the effects of changes in foreign exchange rates.

As a general rule, we do not use financial instruments to hedge local currency denominated operating expenses in countries where a natural hedge exists. For example, in many countries, revenue from the local currency services substantially offsets the local currency denominated operating expenses.

Interest Rate Risk

Our exposure to interest rate risk results from variable debt outstanding under our revolving credit facility. We pay interest on outstanding borrowings at interest rates that fluctuate based upon changes in various base rates. As of December 31, 2014, we had \$75.0 million in borrowings outstanding under the revolving credit facility. Based on our level of variable rate debt outstanding during the year ended December 31, 2014, a one-point increase in the weighted average interest rate, which generally equals the LIBOR rate plus an applicable margin, would have had a \$0.9 million impact on our results of operations.

We have not historically used derivative instruments to manage exposure to changes in interest rates.

Item 8. Financial Statements and Supplementary Data

The financial statements and supplementary data required by this item are located beginning on page 53 and page 33 of this report, respectively.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

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Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as of December 31, 2014. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2014.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of our internal control over financial reporting as of December 31, 2014. In making this assessment, we used the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment, management believes that, as of December 31, 2014, our internal control over financial reporting was effective.

Attestation Report of Independent Registered Public Accounting Firm

Our independent registered public accounting firm has issued an attestation report on our internal control over financial reporting. This report appears on page 45.

Changes to Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting during the quarter ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Sykes Enterprises, Incorporated

Tampa, Florida

We have audited the internal control over financial reporting of Sykes Enterprises, Incorporated and subsidiaries (the Company) as of December 31, 2014, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2014 of the Company and our report dated February 19, 2015 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ Deloitte & Touche LLP

Certified Public Accountants

Tampa, Florida

February 19, 2015

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Item 9B. Other Information

None.

PART III

Items 10. through 14.

All information required by Items 10 through 14, with the exception of information on Executive Officers which appears in this report in Item 1 under the caption "Executive Officers", is incorporated by reference to SYKES' Proxy Statement for the 2015 Annual Meeting of Shareholders.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this report:

Consolidated Financial Statements

The Index to Consolidated Financial Statements is set forth on page 53 of this report.

Financial Statements Schedule

Schedule II Valuation and Qualifying Accounts is set forth on page 105 of this report.

Other schedules have been omitted because they are not required or applicable or the information is included in the Consolidated Financial Statements or notes thereto.

Exhibits:

Exhibit

Number	Exhibit Description
2.1	Articles of Merger between Sykes Enterprises, Incorporated, a North Carolina Corporation, and Sykes Enterprises, Incorporated, a Florida Corporation, dated March 1, 1996. ⁽¹⁾
2.2	Agreement and Plan of Merger, dated as of October 5, 2009, among ICT Group, Inc., Sykes Enterprises, Incorporated, SH Merger Subsidiary I, Inc., and SH Merger Subsidiary II, LLC ⁽¹⁵⁾
2.3	Agreement and Plan of Merger, dated as of July 27, 2012, by and among Sykes Enterprises, Incorporated, Sykes Acquisition Subsidiary II, Inc., Alpine Access, Inc., and Shareholder Representative Services LLC. ⁽²⁴⁾
3.1	Articles of Incorporation of Sykes Enterprises, Incorporated, as amended. ⁽²⁾
3.2	Articles of Amendment to Articles of Incorporation of Sykes Enterprises, Incorporated, as amended. ⁽³⁾
3.3	Bylaws of Sykes Enterprises, Incorporated, as amended. ⁽⁷⁾
3.4	Amendment to Bylaws of Sykes Enterprises, Incorporated. ⁽²⁶⁾
4.1	Specimen certificate for the Common Stock of Sykes Enterprises, Incorporated. ⁽¹⁾
10.1	2004 Non-Employee Directors Fee Plan. ^{(5)*}
10.2	First Amended and Restated 2004 Non-Employee Director s Fee Plan. ^{(12)*}
10.3	Second Amended and Restated 2004 Non-Employee Director s Fee Plan. ^{(14)*}
10.4	Third Amended and Restated 2004 Non-Employee Director s Fee Plan. ^{(16)*}

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- 10.5 Fourth Amended and Restated 2004 Non-Employee Director Fee Plan. ^{(20)*}
- 10.6 Fifth Amended and Restated 2004 Non-Employee Director Fee Plan. ^{(28)*}
- 10.7 Form of Split Dollar Plan Documents. ^{(1)*}
- 10.8 Form of Split Dollar Agreement. ^{(1)*}

Table of Contents**Exhibit**

Number	Exhibit Description
10.9	Form of Indemnity Agreement between Sykes Enterprises, Incorporated and directors & executive officers. ⁽¹⁾
10.10	2001 Equity Incentive Plan. ^{(4)*}
10.11	Form of Restricted Share And Stock Appreciation Right Award Agreement dated as of March 29, 2006. ^{(8)*}
10.12	Form of Restricted Share And Bonus Award Agreement dated as of March 29, 2006. ^{(8)*}
10.13	Form of Restricted Share Award Agreement dated as of May 24, 2006. ^{(9)*}
10.14	Form of Restricted Share And Stock Appreciation Right Award Agreement dated as of January 2, 2007. ^{(10)*}
10.15	Form of Restricted Share Award Agreement dated as of January 2, 2007. ^{(10)*}
10.16	Form of Restricted Share and Stock Appreciation Right Award Agreement dated as of January 2, 2008. ^{(11)*}
10.17	2011 Equity Incentive Plan. ^{(21)*}
10.18	Founder s Retirement and Consulting Agreement dated December 10, 2004 between Sykes Enterprises, Incorporated and John H. Sykes. ^{(6)*}
10.19	Amended and Restated Employment Agreement dated as of December 30, 2008 between Sykes Enterprises, Incorporated and Charles E. Sykes. ^{(17)*}
10.20	Amended and Restated Employment Agreement dated as of December 30, 2008 between Sykes Enterprises, Incorporated and W. Michael Kippbut. ^{(17)*}
10.21	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and Jenna R. Nelson. ^{(17)*}
10.22	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and James T. Holder. ^{(17)*}
10.23	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and William N. Rocktoff. ^{(17)*}
10.24	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and James Hobby, Jr. ^{(17)*}
10.25	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and Daniel L. Hernandez. ^{(17)*}
10.26	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and David L. Pearson. ^{(17)*}
10.27	Lease Agreement, dated January 25, 2008, Lease Amendment Number One and Lease Amendment Number Two dated February 12, 2008 and May 28, 2008 respectively, between Sykes Enterprises, Incorporated and Kingtree Office One, LLC. ⁽¹³⁾

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- 10.28 Stock Purchase Agreement between Sykes Enterprises, Incorporated (not as a Seller), SEI International Services S.a.r.l. (as Seller), Sykes Enterprises Incorporated Holdings, BV (as Seller) and Antonio Marcelo Cid, Humberto Daniel Sahade as Buyers, dated December 13, 2010. ⁽¹⁸⁾

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Exhibit

Number	Exhibit Description
10.29	Stock Purchase Agreement between Sykes Enterprises, Incorporated (not as a Seller), ICT Group Netherlands B.V. (as Seller), ICT Group Netherlands Holdings, B.V. (as Seller) and Carolina Gaito, Claudio Martin, Fernando A. Berrondo, Gustavo Rosetti as Buyers, dated December 24, 2010. ⁽¹⁹⁾
10.30	Credit Agreement, dated May 3, 2012, between Sykes Enterprises, Incorporated, the lenders party thereto and KeyBank National Association, as Lead Arranger, Sole Book Runner and Administrative Agent. ⁽²²⁾
10.31	Business Sale and Purchase Agreement, dated as of March 29, 2012, between Sykes Enterprises, Incorporated and Iberphone, S.A.U. ⁽²³⁾
10.32	Stock Purchase Agreement, dated as of March 30, 2012, by and among Sykes Enterprises, Incorporated (not as a Seller), SEI International Services S.a.r.l. (as Seller) and Eugenio Arceu Garcia as Buyer. ⁽²³⁾
10.33	Employment Agreement, dated as of September 13, 2012, between Sykes Enterprises, Incorporated and Lawrence R. Zingale. ^{(25)*}
10.34	Employment Agreement, dated as of September 13, 2012, between Sykes Enterprises, Incorporated and Christopher Carrington. ^{(25)*}
10.35	Sykes Enterprises, Incorporated Deferred Compensation Plan Amended and Restated as of January 1, 2014.*
10.36	Employment Agreement, dated as of April 15, 2014, between Sykes Enterprises, Incorporated and John Chapman. ^{(27)*}
10.37	Employment Agreement, dated as of October 29, 2014, between Sykes Enterprises, Incorporated and Andrew Blanchard.*
14.1	Code of Ethics. ⁽²⁹⁾
21.1	List of subsidiaries of Sykes Enterprises, Incorporated.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney relating to subsequent amendments (included on the signature page of this report).
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a).
32.1	Certification of Chief Executive Officer, pursuant to Section 1350.
32.2	Certification of Chief Financial Officer, pursuant to Section 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document

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101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

* *Indicates management contract or compensatory plan or arrangement.*

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- (1) *Filed as an Exhibit to the Registrant's Registration Statement on Form S-1 (Registration No. 333-2324) and incorporated herein by reference.*
- (2) *Filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 filed with the Commission on October 23, 1997, and incorporated herein by reference.*
- (3) *Filed as Exhibit 3.2 to the Registrant's Form 10-K filed with the Commission on March 29, 1999, and incorporated herein by reference.*
- (4) *Filed as Exhibit 10.32 to Registrant's Form 10-Q filed with the Commission on May 7, 2001, and incorporated herein by reference.*
- (5) *Filed as an Exhibit to Registrant's Form 10-Q filed with the Commission on August 9, 2004, and incorporated herein by reference.*
- (6) *Filed as an Exhibit to Registrant's Current Report on Form 8-K filed with the Commission on December 16, 2004, and incorporated herein by reference.*
- (7) *Filed as an Exhibit to Registrant's Form 10-K filed with the Commission on March 22, 2005, and incorporated herein by reference.*
- (8) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on April 4, 2006, and incorporated herein by reference.*
- (9) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on May 31, 2006, and incorporated herein by reference.*
- (10) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on December 28, 2006, and incorporated herein by reference.*
- (11) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on January 8, 2008, and incorporated herein by reference.*
- (12) *Filed as an Exhibit to the Registrant's Form 10-Q filed with the Commission on May 7, 2008, and incorporated herein by reference.*
- (13) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on May 29, 2008, and incorporated herein by reference.*
- (14) *Filed as an Exhibit to the Registrant's Form 10-Q filed with the Commission on November 5, 2008, and incorporated herein by reference.*
- (15) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on October 9, 2009, and incorporated herein by reference.*

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- (16) *Filed as an Exhibit to the Registrant's Proxy Statement for the 2009 annual meeting of shareholders filed with the Commission on April 22, 2009, and incorporated herein by reference.*
- (17) *Filed as an Exhibit to the Registrant's Annual Report on Form 10-K filed with the Commission on March 10, 2009, and incorporated herein by reference.*
- (18) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on December 22, 2010, and incorporated herein by reference.*
- (19) *Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on December 30, 2010, and incorporated herein by reference.*
- (20) *Filed as an Exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 9, 2011, and incorporated herein by reference.*
- (21) *Filed as an Exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 8, 2011, and incorporated herein by reference.*
- (22) *Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on May 7, 2012, and incorporated herein by reference.*
- (23) *Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on April 4, 2012, and incorporated herein by reference.*
- (24) *Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on July 30, 2012, and incorporated herein by reference.*
- (25) *Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on September 19, 2012, and incorporated herein by reference.*
- (26) *Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on March 24, 2014, and incorporated herein by reference.*
- (27) *Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on April 15, 2014, and incorporated herein by reference.*

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- (28) *Filed as an Exhibit to the Registrant's Proxy Statement for the 2012 annual meeting of shareholders filed with the Commission on April 14, 2012, and incorporated herein by reference.*
- (29) *Available on the Registrant's website at www.sykes.com, by clicking on "Investor Relations" and then "Corporate Governance" under the heading "Corporate Governance."*

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Signatures

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of Tampa, and State of Florida, on this 19th day of February 2015.

SYKES ENTERPRISES, INCORPORATED
(Registrant)

By: /s/ John Chapman
John Chapman
Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints John Chapman his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this report and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or should do in person, thereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Paul L. Whiting	Chairman of the Board	February 19, 2015
Paul L. Whiting		
/s/ Charles E. Sykes	President and Chief Executive Officer and Director (Principal Executive Officer)	February 19, 2015
Charles E. Sykes		
/s/ Lt. Gen. Michael P. Delong (Ret.)	Director	February 19, 2015
Lt. Gen. Michael P. Delong (Ret.)		
/s/ Lorraine L. Lutton	Director	February 19, 2015
Lorraine L. Lutton		
/s/ Iain A. Macdonald	Director	February 19, 2015
Iain A. Macdonald		
/s/ James S. MacLeod	Director	February 19, 2015
James S. MacLeod		
/s/ William J. Meurer	Director	February 19, 2015
William J. Meurer		

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/s/ William D. Muir, Jr.	Director	February 19, 2015
William D. Muir, Jr.		
/s/ James K. Murray, Jr.	Director	February 19, 2015
James K. Murray, Jr.		
/s/ John Chapman	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 19, 2015
John Chapman		

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Sykes Enterprises, Incorporated

Tampa, Florida

We have audited the accompanying consolidated balance sheets of Sykes Enterprises, Incorporated and subsidiaries (the Company) as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income (loss), changes in shareholders equity, and cash flows for each of the three years in the period ended December 31, 2014. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Sykes Enterprises, Incorporated and subsidiaries as of December 31, 2014 and 2013 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2014, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 19, 2015 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Certified Public Accountants

Tampa, Florida

February 19, 2015

Table of Contents**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES****Consolidated Balance Sheets**

(in thousands, except per share data)	December 31, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 215,137	\$ 211,985
Receivables, net	290,397	264,916
Prepaid expenses	14,896	15,710
Other current assets	29,656	20,672
Total current assets	550,086	513,283
Property and equipment, net	109,880	117,549
Goodwill, net	193,831	199,802
Intangibles, net	60,620	76,055
Deferred charges and other assets	30,083	43,572
	\$ 944,500	\$ 950,261
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 25,523	\$ 25,540
Accrued employee compensation and benefits	82,072	81,064
Current deferred income tax liabilities	144	84
Income taxes payable	3,662	1,274
Deferred revenue	34,245	35,025
Other accrued expenses and current liabilities	22,216	30,393
Total current liabilities	167,862	173,380
Deferred grants	5,110	6,637
Long-term debt	75,000	98,000
Long-term income tax liabilities	20,630	24,647
Other long-term liabilities	17,680	11,893
Total liabilities	286,282	314,557
Commitments and loss contingency (Note 24)		
Shareholders' equity:		
Preferred stock, \$0.01 par value, 10,000 shares authorized; no shares issued and outstanding		
Common stock, \$0.01 par value, 200,000 shares authorized; 43,291 and 43,997 shares issued, respectively	433	440
Additional paid-in capital	279,288	279,513
Retained earnings	400,514	349,366
Accumulated other comprehensive income (loss)	(20,561)	7,997
Treasury stock at cost: 132 and 122 shares, respectively	(1,456)	(1,612)
Total shareholders' equity	658,218	635,704
	\$ 944,500	\$ 950,261

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES****Consolidated Statements of Operations**

(in thousands, except per share data)	Years Ended December 31,		
	2014	2013	2012
Revenues	\$ 1,327,523	\$ 1,263,460	\$ 1,127,698
Operating expenses:			
Direct salaries and related costs	892,110	855,266	737,952
General and administrative	298,040	297,519	290,373
Depreciation, net	45,363	42,084	40,369
Amortization of intangibles	14,396	14,863	10,479
Net (gain) loss on disposal of property and equipment	(2,030)	201	391
Impairment of long-lived assets	89		355
Total operating expenses	1,247,968	1,209,933	1,079,919
Income from continuing operations	79,555	53,527	47,779
Other income (expense):			
Interest income	958	866	1,458
Interest (expense)	(2,011)	(2,307)	(1,547)
Other income (expense)	(1,343)	(761)	(2,533)
Total other income (expense)	(2,396)	(2,202)	(2,622)
Income from continuing operations before income taxes	77,159	51,325	45,157
Income taxes	19,368	14,065	5,207
Income from continuing operations, net of taxes	57,791	37,260	39,950
(Loss) from discontinued operations, net of taxes			(820)
(Loss) on sale of discontinued operations, net of taxes			(10,707)
Net income	\$ 57,791	\$ 37,260	\$ 28,423
Net income (loss) per common share:			
Basic:			
Continuing operations	\$ 1.36	\$ 0.87	\$ 0.93
Discontinued operations			(0.27)
Net income (loss) per common share	\$ 1.36	\$ 0.87	\$ 0.66
Diluted:			
Continuing operations	\$ 1.35	\$ 0.87	\$ 0.93
Discontinued operations			(0.27)
Net income (loss) per common share	\$ 1.35	\$ 0.87	\$ 0.66
Weighted average common shares outstanding:			
Basic	42,609	42,877	43,105
Diluted	42,814	42,925	43,148

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES****Consolidated Statements of Comprehensive Income (Loss)**

(in thousands)	Years Ended December 31,		
	2014	2013	2012
Net income	\$ 57,791	\$ 37,260	\$ 28,423
Other comprehensive income (loss), net of taxes:			
Foreign currency translation gain (loss), net of taxes	(34,827)	(3,332)	10,088
Unrealized gain (loss) on net investment hedges, net of taxes	3,959	(1,118)	
Unrealized actuarial gain (loss) related to pension liability, net of taxes	(142)	(263)	428
Unrealized gain (loss) on cash flow hedging instruments, net of taxes	2,424	(1,965)	(132)
Unrealized gain (loss) on postretirement obligation, net of taxes	28	(181)	36
Other comprehensive income (loss), net of taxes	(28,558)	(6,859)	10,420
Comprehensive income (loss)	\$ 29,233	\$ 30,401	\$ 38,843

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES****Consolidated Statements of Changes in Shareholders' Equity**

(in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
	Shares Issued	Amount					
Balance at January 1, 2012	44,306	\$ 443	\$ 281,157	\$ 291,803	\$ 4,436	\$ (4,273)	\$ 573,566
Stock-based compensation expense			3,467				3,467
Excess tax benefit (deficiency) from stock-based compensation			(292)				(292)
Net vesting (forfeitures) of common stock and restricted stock under equity award plans	229	3	(1,195)			(220)	(1,412)
Repurchase of common stock						(7,908)	(7,908)
Retirement of treasury stock	(745)	(8)	(5,945)	(5,039)		10,992	
Comprehensive income (loss)				28,423	10,420		38,843
Balance at December 31, 2012	43,790	438	277,192	315,187	14,856	(1,409)	606,264
Issuance of common stock	10		59				59
Stock-based compensation expense			4,873				4,873
Excess tax benefit (deficiency) from stock-based compensation			(187)				(187)
Net vesting (forfeitures) of common stock and restricted stock under equity award plans	538	5	(29)			(203)	(227)
Repurchase of common stock						(5,479)	(5,479)
Retirement of treasury stock	(341)	(3)	(2,395)	(3,081)		5,479	
Comprehensive income (loss)				37,260	(6,859)		30,401
Balance at December 31, 2013	43,997	440	279,513	349,366	7,997	(1,612)	635,704
Stock-based compensation expense			6,381				6,381
Excess tax benefit (deficiency) from stock-based compensation			(82)				(82)
Net vesting (forfeitures) of common stock and restricted stock under equity award plans	(76)	(1)	(592)			156	(437)
Repurchase of common stock						(12,581)	(12,581)
Retirement of treasury stock	(630)	(6)	(5,932)	(6,643)		12,581	
Comprehensive income (loss)				57,791	(28,558)		29,233
Balance at December 31, 2014	43,291	\$ 433	\$ 279,288	\$ 400,514	\$ (20,561)	\$ (1,456)	\$ 658,218

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES****Consolidated Statements of Cash Flows**

(in thousands)	Years Ended December 31,		
	2014	2013	2012
Cash flows from operating activities:			
Net income	\$ 57,791	\$ 37,260	\$ 28,423
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	46,255	43,094	41,570
Amortization of intangibles	14,396	14,863	10,479
Amortization of deferred grants	(1,348)	(1,148)	(1,201)
Impairment losses	89		355
Unrealized foreign currency transaction (gains) losses, net	119	6,302	2,131
Stock-based compensation expense	6,381	4,873	3,467
Deferred income tax provision (benefit)	4,865	(362)	(4,867)
Net (gain) loss on disposal of property and equipment	(2,030)	201	391
Bad debt expense (reversals)	(181)	483	1,115
Unrealized (gains) losses on financial instruments, net	2,352	(15)	(1,361)
Amortization of deferred loan fees	259	259	368
Loss on sale of discontinued operations			10,707
Other	(624)	(56)	294
Changes in assets and liabilities, net of acquisition:			
Receivables	(40,276)	(22,062)	(6,771)
Prepaid expenses	336	(3,931)	694
Other current assets	(6,673)	(1,177)	1,705
Deferred charges and other assets	3,545	(2,754)	(18,388)
Accounts payable	2,029	(1,282)	(1,589)
Income taxes receivable / payable	2,609	804	1,555
Accrued employee compensation and benefits	5,179	9,140	4,872
Other accrued expenses and current liabilities	(5,026)	(2,025)	11,476
Deferred revenue	2,147	2,826	(163)
Other long-term liabilities	2,070	925	1,252
Net cash provided by operating activities	94,264	86,218	86,514
Cash flows from investing activities:			
Capital expenditures	(44,683)	(59,193)	(38,647)
Cash paid for business acquisition, net of cash acquired			(147,094)
Proceeds from sale of property and equipment	3,639	388	240
Investment in restricted cash	(7)	(562)	(67)
Release of restricted cash	160		356
Cash divested on sale of discontinued operations			(9,100)
Proceeds from insurance settlement			228
Net cash (used for) investing activities	(40,891)	(59,367)	(194,084)

Table of Contents**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES****Consolidated Statements of Cash Flows**

(Continued)

(in thousands)	Years Ended December 31,		
	2014	2013	2012
Cash flows from financing activities:			
Payments of long-term debt	(23,000)	(25,000)	(22,000)
Proceeds from issuance of long-term debt		32,000	113,000
Proceeds from issuance of common stock		59	
Cash paid for repurchase of common stock	(12,581)	(5,479)	(7,908)
Proceeds from grants	256	201	88
Shares repurchased for minimum tax withholding on equity awards	(437)	(227)	(1,412)
Cash paid for loan fees related to long-term debt			(857)
Net cash provided by (used for) financing activities	(35,762)	1,554	80,911
Effects of exchange rates on cash and cash equivalents	(14,459)	(3,742)	2,859
Net increase (decrease) in cash and cash equivalents	3,152	24,663	(23,800)
Cash and cash equivalents beginning	211,985	187,322	211,122
Cash and cash equivalents ending	\$ 215,137	\$ 211,985	\$ 187,322
Supplemental disclosures of cash flow information:			
Cash paid during period for interest	\$ 1,716	\$ 2,149	\$ 2,239
Cash paid during period for income taxes	\$ 16,560	\$ 16,889	\$ 28,822
Non-cash transactions:			
Property and equipment additions in accounts payable	\$ 5,512	\$ 6,002	\$ 3,782
Unrealized gain (loss) on postretirement obligation in accumulated other comprehensive income (loss)	\$ 28	\$ (181)	\$ 36

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES****Notes to Consolidated Financial Statements****Note 1. Overview and Summary of Significant Accounting Policies**

Business Sykes Enterprises, Incorporated and consolidated subsidiaries (SYKES or the Company) provides comprehensive outsourced customer contact management solutions and services in the business process outsourcing arena to companies, primarily within the communications, financial services, technology/consumer, transportation and leisure, and healthcare industries. SYKES provides flexible, high-quality outsourced customer contact management services (with an emphasis on inbound technical support and customer service), which includes customer assistance, healthcare and roadside assistance, technical support and product sales to its clients' customers. Utilizing SYKES integrated onshore/offshore global delivery model, SYKES provides its services through multiple communication channels encompassing phone, e-mail, social media, text messaging and chat. SYKES complements its outsourced customer contact management services with various enterprise support services in the United States that encompass services for a company's internal support operations, from technical staffing services to outsourced corporate help desk services. In Europe, SYKES also provides fulfillment services including order processing, payment processing, inventory control, product delivery and product returns handling. The Company has operations in two reportable segments entitled (1) the Americas, which includes the United States, Canada, Latin America, Australia and the Asia Pacific Rim, in which the client base is primarily companies in the United States that are using the Company's services to support their customer management needs; and (2) EMEA, which includes Europe, the Middle East and Africa.

Acquisition In August 2012, the Company completed the acquisition of Alpine Access, Inc. (Alpine), a Delaware corporation, pursuant to the Agreement and Plan of Merger, dated July 27, 2012. The Company has reflected the operating results in the Consolidated Statements of Operations since August 20, 2012. See Note 2, Acquisition of Alpine Access, Inc., for additional information on the acquisition of this business.

Discontinued Operations In March 2012, the Company sold its operations in Spain (the Spanish operations), pursuant to an asset purchase agreement dated March 29, 2012 and a stock purchase agreement dated March 30, 2012. The Company reflected the operating results related to the Spanish operations as discontinued operations in the Consolidated Statement of Operations for the year ended December 31, 2012. Cash flows from discontinued operations are included in the Consolidated Statement of Cash Flows for the year ended December 31, 2012. See Note 3, Discontinued Operations, for additional information on the sale of the Spanish operations.

Principles of Consolidation The consolidated financial statements include the accounts of SYKES and its wholly-owned subsidiaries and controlled majority-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (generally accepted accounting principles or U.S. GAAP) requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events Subsequent events or transactions have been evaluated through the date and time of issuance of the consolidated financial statements. There were no material subsequent events that required recognition or disclosure in the accompanying consolidated financial statements.

Recognition of Revenue The Company recognizes revenue in accordance with Accounting Standards Codification (ASC) 605 *Revenue Recognition* (ASC 605). The Company primarily recognizes revenues from services as the services are performed, which is based on either a per minute, per call, per transaction or per time and material basis, under a fully executed contractual agreement and record reductions to revenues for contractual penalties and holdbacks for failure to meet specified minimum service levels and other performance based contingencies. Revenue recognition is limited to the amount that is not contingent upon delivery of any future product or service or meeting other specified performance conditions. Product sales, accounted for within our fulfillment services, are recognized upon shipment to the customer and satisfaction of all obligations.

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Revenues from fulfillment services account for 1.4%, 1.3% and 1.5% of total consolidated revenues for the years ended December 31, 2014, 2013 and 2012, respectively, some of which contain multiple-deliverables. The service offerings for these fulfillment service contracts typically include pick-pack-and-ship, warehousing, process management, finished goods assembly and pass-through costs. In accordance with ASC 605-25 *Revenue Recognition Multiple-Element Arrangements* (ASC 605-25) [as amended by Accounting Standards Update (ASU) 2009-13 *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force* (ASU 2009-13)], the Company determines if the services provided under these contracts with multiple-deliverables represent separate units of accounting. A deliverable constitutes a separate unit of accounting when it has standalone value, and where return rights exist, delivery or performance of the undelivered items is considered probable and substantially within our control. If those deliverables are determined to be separate units of accounting, revenues from these services are recognized as the services are performed under a fully executed contractual agreement. If those deliverables are not determined to be separate units of accounting, revenue for the delivered services are bundled into a single unit of accounting and recognized on the proportional performance method using the straight-line basis over the contract period, or the actual number of operational seats used to serve the client, as appropriate.

The Company allocates revenue to each of the deliverables based on a selling price hierarchy of vendor specific objective evidence (VSOE), third-party evidence, and then estimated selling price. VSOE is based on the price charged when the deliverable is sold separately. Third-party evidence is based on largely interchangeable competitor services in standalone sales to similarly situated customers. Estimated selling price is based on the Company's best estimate of what the selling prices of deliverables would be if they were sold regularly on a standalone basis. Estimated selling price is established considering multiple factors including, but not limited to, pricing practices in different geographies, service offerings, and customer classifications. Once the Company allocates revenue to each deliverable, the Company recognizes revenue when all revenue recognition criteria are met. As of December 31, 2014, the Company's fulfillment contracts with multiple-deliverables met the separation criteria as outlined in ASC 605-25 and the revenue was accounted for accordingly. Other than these fulfillment contracts, the Company had no other contracts that contain multiple-deliverables as of December 31, 2014.

Cash and Cash Equivalents Cash and cash equivalents consist of cash and highly liquid short-term investments. Cash in the amount of \$215.1 million and \$212.0 million at December 31, 2014 and 2013, respectively, was primarily held in interest bearing investments, which have original maturities of less than 90 days. Cash and cash equivalents of \$194.4 million and \$195.0 million at December 31, 2014 and 2013, respectively, were held in international operations and may be subject to additional taxes if repatriated to the United States (U.S.).

Restricted Cash Restricted cash includes cash whereby the Company's ability to use the funds at any time is contractually limited or is generally designated for specific purposes arising out of certain contractual or other obligations. Restricted cash is included in Other current assets and Deferred charges and other assets in the accompanying Consolidated Balance Sheets.

Allowance for Doubtful Accounts The Company maintains allowances for doubtful accounts on trade account receivables for estimated losses arising from the inability of its customers to make required payments. The Company's estimate is based on qualitative and quantitative analyses, including credit risk measurement tools and methodologies using the publicly available credit and capital market information, a review of the current status of the Company's trade accounts receivable and historical collection experience of the Company's clients. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change if the financial condition of the Company's customers were to deteriorate, resulting in a reduced ability to make payments.

Property and Equipment Property and equipment is recorded at cost and depreciated using the straight-line method over the estimated useful lives of the respective assets. Improvements to leased premises are amortized over the shorter of the related lease term or the estimated useful lives of the improvements. Cost and related accumulated depreciation on assets retired or disposed of are removed from the accounts and any resulting gains or losses are credited or charged to income. The Company capitalizes certain costs incurred, if any, to internally develop software upon the establishment of technological feasibility. Costs incurred prior to the establishment of technological feasibility are expensed as incurred.

The carrying value of property and equipment to be held and used is evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable in accordance with ASC 360 *Property, Plant and Equipment*. For purposes of recognition and measurement of an impairment loss, assets are grouped at the lowest levels for which there are identifiable cash flows (the reporting unit). An asset is considered

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to be impaired when the sum of the undiscounted future net cash flows expected to result from the use of the asset and its eventual disposition does not exceed its carrying amount. The amount of the impairment loss, if any, is measured as the amount by which the carrying value of the asset exceeds its estimated fair value, which is generally determined based on appraisals or sales prices of comparable assets or independent third party offers. Occasionally, the Company redeploys property and equipment from under-utilized centers to other locations to improve capacity utilization if it is determined that the related undiscounted future cash flows in the under-utilized centers would not be sufficient to recover the carrying amount of these assets. Except as discussed in Note 5, Fair Value, the Company determined that its property and equipment were not impaired as of December 31, 2014.

Rent Expense The Company has entered into operating lease agreements, some of which contain provisions for future rent increases, rent free periods, or periods in which rent payments are reduced. The total amount of the rental payments due over the lease term is being charged to rent expense on the straight-line method over the term of the lease in accordance with ASC 840 *Leases*.

Goodwill The Company accounts for goodwill and other intangible assets under ASC 350 *Intangibles Goodwill and Other* (ASC 350). The Company expects to receive future benefits from previously acquired goodwill over an indefinite period of time. For goodwill and other intangible assets with indefinite lives not subject to amortization, the Company reviews goodwill and intangible assets for impairment at least annually in the third quarter, and more frequently in the presence of certain circumstances. The Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if the Company concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, then the Company is required to perform the second step of the goodwill impairment test to measure the amount of the impairment loss, if any.

The Company elected to forgo the option to first assess qualitative factors and completed its annual two-step goodwill impairment test during the three months ended September 30, 2014. Under ASC 350, the carrying value of assets is calculated at the reporting unit level. The quantitative assessment of goodwill includes comparing a reporting unit's calculated fair value to its carrying value. The calculation of fair value requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth, the useful life over which cash flows will occur and determination of the Company's weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. If the fair value of the reporting unit is less than its carrying value, goodwill is considered impaired and an impairment loss is recorded to the extent that the fair value of the goodwill within the reporting unit is less than its carrying value. As of July 31, 2014, the Company concluded that the fair value of each reporting unit was substantially in excess of its carrying value and goodwill was not impaired.

Intangible Assets Intangible assets, primarily customer relationships and trade names, are amortized using the straight-line method over their estimated useful lives which approximate the pattern in which the economic benefits of the assets are consumed. The Company periodically evaluates the recoverability of intangible assets and takes into account events or changes in circumstances that warrant revised estimates of useful lives or that indicate that impairment exists. Fair value for intangible assets is based on discounted cash flows, market multiples and/or appraised values, as appropriate.

Value Added Tax Receivables The Philippine operations are subject to value added tax (VAT) which is usually applied to all goods and services purchased throughout The Philippines. Upon validation and certification of the VAT receivables by the Philippine government, the resulting value added tax certificates (certificates) can be either used to offset current tax obligations or offered for sale to the Philippine government. The VAT receivables balance is recorded at its net realizable value.

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Income Taxes The Company accounts for income taxes under ASC 740 *Income Taxes* (ASC 740) which requires recognition of deferred tax assets and liabilities to reflect tax consequences of differences between the tax bases of assets and liabilities and their reported amounts in the accompanying consolidated financial statements. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, both positive and negative, for each respective tax jurisdiction, it is more likely than not that the deferred tax assets will not be realized in accordance with the criteria of ASC 740. Valuation allowances are established against deferred tax assets due to an uncertainty of realization. Valuation allowances are reviewed each period on a tax jurisdiction by tax jurisdiction basis to analyze whether there is sufficient positive or negative evidence, in accordance with criteria of ASC 740, to support a change in judgment about the ability to realize the related deferred tax assets. Uncertainties regarding expected future income in certain jurisdictions could affect the realization of deferred tax assets in those jurisdictions.

The Company evaluates tax positions that have been taken or are expected to be taken in its tax returns, and records a liability for uncertain tax positions in accordance with ASC 740. ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions. First, tax positions are recognized if the weight of available evidence indicates that it is more likely than not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, the tax position is measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon settlement. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes in the accompanying consolidated financial statements.

Self-Insurance Programs The Company self-insures for certain levels of workers' compensation and self-funds the medical, prescription drug and dental benefit plans in the United States. Estimated costs are accrued at the projected settlements for known and anticipated claims. Amounts related to these self-insurance programs are included in Accrued employee compensation and benefits and Other long-term liabilities in the accompanying Consolidated Balance Sheets.

Deferred Grants Recognition of income associated with grants for land and the acquisition of property, buildings and equipment (together, property grants) is deferred until after the completion and occupancy of the building and title has passed to the Company, and the funds have been released from escrow. The deferred amounts for both land and building are amortized and recognized as a reduction of depreciation expense over the corresponding useful lives of the related assets. Amounts received in excess of the cost of the building are allocated to the cost of equipment and, only after the grants are released from escrow, recognized as a reduction of depreciation expense over the weighted average useful life of the related equipment, which approximates five years. Upon sale of the related facilities, any deferred grant balance is recognized in full and is included in the gain on sale of property and equipment.

The Company receives government employment grants as an incentive to create and maintain permanent employment positions for a specified time period. The grants are repayable, under certain terms and conditions, if the Company's relevant employment levels do not meet or exceed the employment levels set forth in the grant agreements. Accordingly, grant monies received are deferred and amortized primarily as a reduction to Direct salaries and related costs using the proportionate performance model over the required employment period.

Deferred Revenue The Company receives up-front fees in connection with certain contracts. The deferred revenue is earned over the service periods of the respective contracts, which range from 30 days to seven years. Deferred revenue included in current liabilities in the accompanying Consolidated Balance Sheets includes the up-front fees associated with services to be provided over the next ensuing twelve month period and the up-front fees associated with services to be provided over multiple years in connection with contracts that contain cancellation and refund provisions, whereby the manufacturers or customers can terminate the contracts and demand pro-rata refunds of the up-front fees with short notice. Deferred revenue included in current liabilities in the accompanying Consolidated Balance Sheets also includes estimated penalties and holdbacks for failure to meet specified minimum service levels in certain contracts and other performance based contingencies.

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Stock-Based Compensation The Company has three stock-based compensation plans: the 2011 Equity Incentive Plan (for employees and certain non-employees), the 2004 Non-Employee Director Fee Plan (for non-employee directors), both approved by the shareholders, and the Deferred Compensation Plan (for certain eligible employees). All of these plans are discussed more fully in Note 26, Stock-Based Compensation. Stock-based awards under these plans may consist of common stock, stock options, cash-settled or stock-settled stock appreciation rights, restricted stock and other stock-based awards. The Company issues common stock and uses treasury stock to satisfy stock option exercises or vesting of stock awards.

In accordance with ASC 718 *Compensation - Stock Compensation* (ASC 718), the Company recognizes in its accompanying Consolidated Statements of Operations the grant-date fair value of stock options and other equity-based compensation issued to employees and directors. Compensation expense for equity-based awards is recognized over the requisite service period, usually the vesting period, while compensation expense for liability-based awards (those usually settled in cash rather than stock) is re-measured to fair value at each balance sheet date until the awards are settled.

Fair Value of Financial Instruments The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash, Short-Term and Other Investments, Investments Held in Rabbi Trust and Accounts Payable The carrying values for cash, short-term and other investments, investments held in rabbi trust and accounts payable approximate their fair values.

Foreign Currency Forward Contracts and Options Foreign currency forward contracts and options, including premiums paid on options, are recognized at fair value based on quoted market prices of comparable instruments or, if none are available, on pricing models or formulas using current market and model assumptions, including adjustments for credit risk.

Long-Term Debt The carrying value of long-term debt approximates its estimated fair value as it re-prices at varying interest rates.

Fair Value Measurements ASC 820 *Fair Value Measurements and Disclosures* (ASC 820) defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value measurements. ASC 820-10-20 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

ASC 825 *Financial Instruments* (ASC 825) permits an entity to measure certain financial assets and financial liabilities at fair value with changes in fair value recognized in earnings each period. The Company has not elected to use the fair value option permitted under ASC 825 for any of its financial assets and financial liabilities that are not already recorded at fair value.

A description of the Company's policies regarding fair value measurement is summarized below.

Fair Value Hierarchy ASC 820-10-35 requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. This hierarchy requires the use of observable market data when available. These two types of inputs have created the following fair value hierarchy:

Level 1 Quoted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

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Level 3 Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

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Determination of Fair Value The Company generally uses quoted market prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access to determine fair value, and classifies such items in Level 1. Fair values determined by Level 2 inputs utilize inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted market prices in active markets for similar assets or liabilities, and inputs other than quoted market prices that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

If quoted market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based or independently sourced market parameters, such as interest rates, currency rates, etc. Assets or liabilities valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable.

The following section describes the valuation methodologies used by the Company to measure assets and liabilities at fair value on a recurring basis, including an indication of the level in the fair value hierarchy in which each asset or liability is generally classified.

Money Market and Open-End Mutual Funds The Company uses quoted market prices in active markets to determine the fair value of money market and open-end mutual funds, which are classified in Level 1 of the fair value hierarchy.

Foreign Currency Forward Contracts and Options The Company enters into foreign currency forward contracts and options over the counter and values such contracts using quoted market prices of comparable instruments or, if none are available, on pricing models or formulas using current market and model assumptions, including adjustments for credit risk. The key inputs include forward or option foreign currency exchange rates and interest rates. These items are classified in Level 2 of the fair value hierarchy.

Investments Held in Rabbi Trust The investment assets of the rabbi trust are valued using quoted market prices in active markets, which are classified in Level 1 of the fair value hierarchy. For additional information about the deferred compensation plan, refer to Note 13, Investments Held in Rabbi Trust, and Note 26, Stock-Based Compensation.

Guaranteed Investment Certificates Guaranteed investment certificates, with variable interest rates linked to the prime rate, approximate fair value due to the automatic ability to re-price with changes in the market; such items are classified in Level 2 of the fair value hierarchy.

Foreign Currency Translation The assets and liabilities of the Company's foreign subsidiaries, whose functional currency is other than the U.S. Dollar, are translated at the exchange rates in effect on the reporting date, and income and expenses are translated at the weighted average exchange rate during the period. The net effect of translation gains and losses is not included in determining net income, but is included in Accumulated other comprehensive income (loss) (AOCI), which is reflected as a separate component of shareholders' equity until the sale or until the complete or substantially complete liquidation of the net investment in the foreign subsidiary. Foreign currency transactional gains and losses are included in Other income (expense) in the accompanying Consolidated Statements of Operations.

Foreign Currency and Derivative Instruments The Company accounts for financial derivative instruments under ASC 815 *Derivatives and Hedging* (ASC 815). The Company generally utilizes non-deliverable forward contracts and options expiring within one to 24 months to reduce its foreign currency exposure due to exchange rate fluctuations on forecasted cash flows denominated in non-functional foreign currencies and net investments in foreign operations. In using derivative financial instruments to hedge exposures to changes in exchange rates, the Company exposes itself to counterparty credit risk.

The Company designates derivatives as either (1) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge); (2) a hedge of a net investment in a foreign operation; or (3) a derivative that does not qualify for hedge accounting. To qualify for hedge accounting treatment, a derivative must be highly effective in mitigating the designated risk of the hedged item. Effectiveness of the hedge is formally assessed at inception and throughout the life of the hedging relationship. Even if a derivative qualifies for hedge accounting treatment, there may be an element of ineffectiveness of the hedge.

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Changes in the fair value of derivatives that are highly effective and designated as cash flow hedges are recorded in AOCI, until the forecasted underlying transactions occur. Any realized gains or losses resulting from the cash flow hedges are recognized together with the hedged transaction within Revenues. Changes in the fair value of derivatives that are highly effective and designated as a net investment hedge are recorded in cumulative translation adjustment in AOCI, offsetting the change in cumulative translation adjustment attributable to the hedged portion of the Company's net investment in the foreign operation. Any realized gains and losses from settlements of the net investment hedge remain in AOCI until partial or complete liquidation of the net investment. Ineffectiveness is measured based on the change in fair value of the forward contracts and options and the fair value of the hypothetical derivatives with terms that match the critical terms of the risk being hedged. Hedge ineffectiveness is recognized within Revenues for cash flow hedges and within Other income (expense) for net investment hedges. Cash flows from the derivative contracts are classified within the operating section in the accompanying Consolidated Statements of Cash Flows.

The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedging activities. This process includes linking all derivatives that are designated as cash flow hedges to forecasted transactions. Hedges of a net investment in a foreign operation are linked to the specific foreign operation. The Company also formally assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective on a prospective and retrospective basis. When it is determined that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge or if a forecasted hedge is no longer probable of occurring, or if the Company de-designates a derivative as a hedge, the Company discontinues hedge accounting prospectively. At December 31, 2014 and 2013, all hedges were determined to be highly effective.

The Company also periodically enters into forward contracts that are not designated as hedges as defined under ASC 815. The purpose of these derivative instruments is to reduce the effects from fluctuations caused by volatility in currency exchange rates on the Company's operating results and cash flows. All changes in the fair value of the derivative instruments are included in Other income (expense). See Note 12, Financial Derivatives, for further information on financial derivative instruments.

Reclassifications Certain balances in prior years have been reclassified to conform to current year presentation.

New Accounting Standards Not Yet Adopted

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-08 *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360) Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (ASU 2014-08). The amendments in ASU 2014-08 indicate that only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity's operations and financial results will be reported as discontinued operations in the financial statements. Currently, a component of an entity that is a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group is eligible for discontinued operations presentation. The amendments should be applied to all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. The adoption of ASU 2014-08 on January 1, 2015 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In May 2014, the FASB issued ASU 2014-09 *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09). The amendments in ASU 2014-09 outline a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and indicate that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this, an entity should identify the contract(s) with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation. The amendments are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently evaluating the impact that the adoption of ASU 2014-09 may have on its financial condition, results of operations and cash flows.

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In June 2014, the FASB issued ASU 2014-12 *Compensation – Stock Compensation (Topic 718) Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* (ASU 2014-12). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Accounting Standards Codification Topic 718, *Compensation – Stock Compensation* (ASC 718), as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. The Company does not expect the adoption of ASU 2014-12 to materially impact its financial condition, results of operations and cash flows.

In January 2015, the FASB issued ASU 2015-01 *Income Statement – Extraordinary and Unusual Items (Subtopic 225-20) Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items* (ASU 2015-01). This amendment eliminates from U.S. GAAP the concept of extraordinary items as part of the FASB's initiative to reduce complexity in accounting standards. The amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The Company does not expect the adoption of ASU 2015-01 to materially impact its financial condition, results of operations and cash flows.

New Accounting Standards Recently Adopted

In March 2013, the FASB issued ASU 2013-05 *Foreign Currency Matters (Topic 830) Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity* (ASU 2013-05). The amendments in ASU 2013-05 indicate that a cumulative translation adjustment (CTA) is attached to the parent's investment in a foreign entity and should be released in a manner consistent with the derecognition guidance on investments in entities. Thus, the entire amount of the CTA associated with the foreign entity would be released when there has been a sale of a subsidiary or group of net assets within a foreign entity and the sale represents the substantially complete liquidation of the investment in the foreign entity, a loss of a controlling financial interest in an investment in a foreign entity (i.e., the foreign entity is deconsolidated), or a step acquisition for a foreign entity (i.e., when an entity has changed from applying the equity method for an investment in a foreign entity to consolidating the foreign entity). ASU 2013-05 does not change the requirement to release a pro rata portion of the CTA of the foreign entity into earnings for a partial sale of an equity method investment in a foreign entity. The amendments in ASU 2013-05 are effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. The amendments should be applied prospectively to derecognition events occurring after the effective date. The adoption of ASU 2013-05 on January 1, 2014 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In July 2013, the FASB issued ASU 2013-11 *Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). The amendments in ASU 2013-11 indicate that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed. In situations where a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction or the tax law of the jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The amendments in ASU 2013-11 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The adoption of ASU 2013-11 on January 1, 2014 resulted in a \$3.1 million reclassification of a portion of the Company's unrecognized tax benefits from Long-term income tax liabilities to Deferred charges and other assets. See Note 22, Income Taxes, for further information.

Table of Contents**Note 2. Acquisition of Alpine Access, Inc.**

On August 20, 2012, the Company acquired 100% of the outstanding common shares and voting interest of Alpine, pursuant to the terms of the merger agreement. Alpine, an industry leader in the virtual at-home agent space, provides award-winning customer contact management services through a secured and proprietary virtual call center environment with its operations located in the United States and Canada. The results of Alpine's operations have been included in the Company's consolidated financial statements since its acquisition on August 20, 2012. The Company acquired Alpine to: create significant competitive differentiation for quality, speed to market, scalability and flexibility driven by proprietary, internally-developed software, systems, processes and other intellectual property, which uniquely overcome the challenges of the virtual at-home agent delivery model; strengthen the Company's current service portfolio and go-to-market offering while expanding the breadth of clients with minimal client overlap; broaden the addressable market opportunity within existing and new verticals as well as clients; expand the addressable pool of skilled labor; leverage operational best practices across the Company's global platform, with the potential to convert more of its fixed costs to variable costs; and further enhance the growth and margin profile of the Company to drive shareholder value. This resulted in the Company paying a substantial premium for Alpine resulting in the recognition of goodwill.

The acquisition date fair value of the consideration transferred totaled \$149.0 million, which was funded through cash on hand of \$41.0 million and borrowings of \$108.0 million under the Company's credit agreement, dated May 3, 2012. See Note 20, Borrowings, for further information.

The Company accounted for the acquisition in accordance with ASC 805 *Business Combinations*, whereby the purchase price paid was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed from Alpine based on their estimated fair values as of the closing date. During the three months ended December 31, 2012, the final working capital adjustment was approved by the authorized representative of Alpine's shareholders. The Company finalized its purchase price allocation during the three months ended December 31, 2012, resulting in no changes from the estimated acquisition date fair values previously reported.

The following table summarizes the final purchase price allocation of the fair values of the assets acquired and liabilities assumed, all included in the Americas segment (in thousands):

	Amount
Cash and cash equivalents	\$ 1,859
Receivables	11,831
Prepaid expenses	617
Total current assets	14,307
Property and equipment	11,326
Goodwill	80,766
Intangibles	57,720
Deferred charges and other assets	916
Accounts payable	(880)
Accrued employee compensation and benefits	(3,774)
Income taxes payable	(141)
Deferred revenue	(94)
Other accrued expenses and current liabilities	(601)
Total current liabilities	(5,490)
Other long-term liabilities ⁽¹⁾	(10,592)
	\$ 148,953

⁽¹⁾ Primarily includes long-term deferred tax liabilities.

Fair values were based on management's estimates and assumptions including variations of the income approach, the cost approach and the market approach.

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The following table presents the Company's purchased intangibles assets as of August 20, 2012, the acquisition date (in thousands):

	Amount Assigned	Weighted Average Amortization Period (years)
Customer relationships	\$ 46,000	8
Trade names	10,600	8
Non-compete agreements	670	2
Favorable lease agreement	450	2
	\$ 57,720	8

The \$80.8 million of goodwill was assigned to the Company's Americas operating segment. Pursuant to Federal income tax regulations, no amount of intangibles or goodwill from this acquisition will be deductible for tax purposes.

The fair value of receivables purchased was \$11.8 million, with the gross contractual amount of \$11.8 million.

The amount of Alpine's revenues and net loss since the August 20, 2012 acquisition date, included in the Company's accompanying Consolidated Statement of Operations for the year ended December 31, 2012 was as follows (in thousands):

	From August 20, 2012 Through December 31, 2012
Revenues	\$ 40,635
(Loss) from continuing operations before income taxes	\$ (3,201)
(Loss) from continuing operations, net of taxes	\$ (2,166)

The loss from continuing operations before income taxes of \$3.2 million includes \$3.6 million in severance costs, depreciation resulting from the adjustment to fair value of the acquired property and equipment, and amortization of the fair values of the acquired intangibles.

The following table presents the unaudited pro forma combined revenues and net earnings as if Alpine had been included in the consolidated results of the Company for the entire year for the year ended December 31, 2012. The pro forma financial information is not indicative of the results of operations that would have been achieved if the acquisition and related borrowings had taken place on January 1, 2012 (in thousands):

	Year Ended December 31, 2012
Revenues	\$ 1,190,150
Income from continuing operations, net of taxes	\$ 37,352
Income from continuing operations per common share:	
Basic	\$ 0.87
Diluted	\$ 0.87

These amounts have been calculated to reflect the additional depreciation, amortization and interest expense that would have been incurred assuming the fair value adjustments and borrowings occurred on January 1, 2012, together with the consequential tax effects. In addition, these amounts exclude costs incurred which are directly attributable to the acquisition, and which do not have a continuing impact on the combined companies' operating results. Included in these costs are severance, advisory and legal costs, net of the tax effects.

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Merger and integration costs associated with Alpine were as follows (none in 2014) (in thousands):

	Years Ended December 31,	
	2013	2012
Severance costs included in Direct salaries and related costs ⁽¹⁾ :		
Americas	\$ 526	\$
	526	
Severance costs included in General and administrative ⁽¹⁾ :		
Americas	985	591
Corporate	159	377
	1,144	968
Transaction and integration costs included in General and administrative ⁽¹⁾ :		
Corporate	444	3,793
	444	3,793
Total merger and integration costs	\$ 2,114	\$ 4,761

⁽¹⁾ In the accompanying Consolidated Statements of Operations.

Note 3. Discontinued Operations

In November 2011, the Finance Committee of the Board of Directors (the Board) of the Company approved a plan to sell its Spanish operations, which were operated through its Spanish subsidiary, Sykes Enterprises, Incorporated S.L. (Sykes Spain). Sykes Spain operated customer contact management centers, providing contact center services through a total of three customer contact management centers in Spain to clients in Spain. The decision to sell the Spanish operations was made in 2011 after management completed a strategic review of the Spanish market and determined the operations were no longer consistent with the Company's strategic direction.

On March 29, 2012, Sykes Spain entered into the asset purchase agreement, by and between Sykes Spain and Iberphone, S.A.U., and pursuant thereto, on March 29, 2012, Sykes Spain sold the fixed assets located in Ponferrada, Spain, which were previously written down to zero, cash of \$4.1 million, and certain contracts and licenses relating to the business of Sykes Spain, to Iberphone, S.A.U. Under the asset purchase agreement, Ponferrada, Spain employees were transferred to Iberphone S.A.U. which assumed certain payroll liabilities in the approximate amount of \$1.7 million, and paid a nominal purchase price for the assets.

On March 30, 2012, the Company entered into a stock purchase agreement with a former member of Sykes Spain's management, and pursuant thereto, on March 30, 2012, the Company sold all of the shares of capital stock of Sykes Spain to the purchaser for a nominal price. Pursuant to the stock purchase agreement, immediately prior to closing, the Company made a cash capital contribution of \$8.6 million to Sykes Spain to cover a portion of Sykes Spain's liabilities and to fund the \$4.1 million of cash transferred and sold pursuant to the asset purchase agreement with Iberphone, S.A.U. discussed above. As this was a stock transaction, the Company anticipates no future obligation with regard to Sykes Spain and there were no material post-closing obligations.

The Company reflected the operating results related to the Spanish operations as discontinued operations in the accompanying Consolidated Statement of Operations for the year ended December 31, 2012. Cash flows from discontinued operations are included in the accompanying Consolidated Statement of Cash Flows for the year ended December 31, 2012. This business was historically reported by the Company as part of the EMEA segment.

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The results of discontinued operations were as follows (none in 2014 and 2013) (in thousands):

	Year Ended December 31, 2012
Revenues	\$ 10,102
(Loss) from discontinued operations before income taxes	\$ (820)
Income taxes ⁽¹⁾	
(Loss) from discontinued operations, net of taxes	\$ (820)
(Loss) on sale of discontinued operations before income taxes	\$ (10,707)
Income taxes ⁽¹⁾	
(Loss) on sale of discontinued operations, net of taxes	\$ (10,707)

⁽¹⁾ There were no income taxes as any tax benefit from the losses would be offset by a valuation allowance.

Note 4. Costs Associated with Exit or Disposal Activities

During 2011 and 2010, the Company announced several initiatives to streamline excess capacity through targeted seat reductions (the Exit Plans) in an on-going effort to manage and optimize capacity utilization. These Exit Plans included, but were not limited to, closing customer contact management centers in The Philippines, the United Kingdom, Ireland and South Africa and consolidating leased space in various locations in the U.S. and the Netherlands. These Exit Plans impacted approximately 800 employees. The Company has paid \$14.5 million in cash through December 31, 2014 under these Exit Plans.

The cumulative costs expected and incurred as a result of the Exit Plans were as follows as of December 31, 2014 (in thousands):

	Americas Fourth Quarter 2011 Exit Plan	EMEA Fourth Quarter 2011 Exit Plan	EMEA Fourth Quarter 2010 Exit Plan	Americas Third Quarter 2010 Exit Plan	Total
Lease obligations and facility exit costs	\$ 1,365	\$ 19	\$ 1,914	\$ 6,729	\$ 10,027
Severance and related costs		5,857	185		6,042
Legal-related costs		110			110
Non-cash impairment charges	480	474	159	3,847	4,960
Total	\$ 1,845	\$ 6,460	\$ 2,258	\$ 10,576	\$ 21,139

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Restructuring charges in the Company's Consolidated Statements of Operations are summarized as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
By Type:			
Lease obligations and facility exit costs	\$ (185)	\$ 318	\$ 858
Severance and related costs	(129)	(56)	857
Legal-related costs			89
Total	\$ (314)	\$ 262	\$ 1,804

	Years Ended December 31,		
	2014	2013	2012
By Statements of Operations Caption:			
Direct salaries and related costs	\$	\$	\$ 715
General and administrative	(314)	262	1,089
Total	\$ (314)	\$ 262	\$ 1,804

	Years Ended December 31,		
	2014	2013	2012
By Segment:			
Americas	\$	\$	\$ 1,426
EMEA	(314)	262	378
Total	\$ (314)	\$ 262	\$ 1,804

The following table summarizes the accrued liability associated with the Exit Plans' exit or disposal activities and related charges for the years ended December 31, 2014, 2013 and 2012 (in thousands):

	Lease Obligation and Facility Exit Costs	Severance and Related Costs	Legal-Related Costs	Total
Balance at January 1, 2012	\$ 4,839	\$ 4,470	\$ 13	\$ 9,322
Charges (reversals) ⁽¹⁾	858	857	89	1,804
Cash payments	(1,926)	(5,134)	(91)	(7,151)
Other non-cash changes ⁽⁴⁾	1	(6)	(1)	(6)
Balance at December 31, 2012	3,772	187	10	3,969
Charges (reversals) ⁽²⁾	318	(56)		262
Cash payments	(1,264)	(8)	(10)	(1,282)
Other non-cash changes ⁽⁴⁾	17	8		25
Balance at December 31, 2013	2,843	131		2,974
Charges (reversals) ⁽³⁾	(185)	(129)		(314)
Cash payments	(1,095)			(1,095)
Other non-cash changes ⁽⁴⁾	(5)	(2)		(7)

Balance at December 31, 2014	\$	1,558	\$	\$	\$	1,558
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- (1) During 2012, the Company recorded lease obligations and facility exit costs due to the initiation of one of the Exit Plans, recorded additional severance and related costs and legal-related costs due to a change in estimates and recorded additional lease obligations due to an unanticipated lease termination penalty, all of which were included in General and administrative costs in the accompanying Consolidated Statement of Operations. Also, during 2012, the Company reversed accruals related to the final settlement of lease obligations and facility exit costs for one of the Ireland sites, which reduced General and administrative costs in the accompanying Consolidated Statement of Operations.
- (2) During 2013, the Company recorded additional lease obligations and facility exit costs for one of the Ireland site's lease restoration. Also during 2013, the Company reversed accruals related to the final settlement of severance and related costs for the Netherlands site, which reduced General and administrative costs in the accompanying Consolidated Statement of Operations.
- (3) During 2014, the Company reversed accruals related to the final settlement of lease obligations and facility exit costs as well as severance and related costs for the Ireland sites, which reduced General and administrative costs in the accompanying Consolidated Statement of Operations.
- (4) Effect of foreign currency translation.

The charges (reversals) for the lease obligations and facility exit costs of \$0.9 million for the year ended December 31, 2012 is net of a reversal of \$0.6 million as described in (1) to the table above.

Table of Contents**Restructuring Liability Classification**

The following table summarizes the Company's short-term and long-term accrued liabilities associated with its exit and disposal activities, by plan, as of December 31, 2014 and 2013 (in thousands):

	Americas Fourth Quarter 2011 Exit Plan	EMEA Fourth Quarter 2011 Exit Plan	EMEA Fourth Quarter 2010 Exit Plan	Americas Third Quarter 2010 Exit Plan	Total
December 31, 2014					
Short-term accrued restructuring liability ⁽¹⁾	\$ 109	\$	\$	\$ 521	\$ 630
Long-term accrued restructuring liability ⁽²⁾	203			725	928
Ending accrual at December 31, 2014	\$ 312	\$	\$	\$ 1,246	\$ 1,558
December 31, 2013					
Short-term accrued restructuring liability ⁽¹⁾	\$ 136	\$ 131	\$ 538	\$ 440	\$ 1,245
Long-term accrued restructuring liability ⁽²⁾	376			1,353	1,729
Ending accrual at December 31, 2013	\$ 512	\$ 131	\$ 538	\$ 1,793	\$ 2,974

⁽¹⁾ Included in Other accrued expenses and current liabilities in the accompanying Consolidated Balance Sheets.

⁽²⁾ Included in Other long-term liabilities in the accompanying Consolidated Balance Sheets.

The remaining restructuring liability relates to future rent obligations to be paid through the remainder of the lease terms, the last of which ends in February 2017.

Table of Contents**Note 5. Fair Value**

The Company's assets and liabilities measured at fair value on a recurring basis subject to the requirements of ASC 820 consist of the following (in thousands):

	Balance at December 31, 2014	Fair Value Measurements at December 31, 2014 Using:		
		Quoted Prices in Active Markets For Identical Assets Level (1)	Significant Other Observable Inputs Level (2)	Significant Unobservable Inputs Level (3)
Assets:				
Money market funds and open-end mutual funds included in Cash and cash equivalents ⁽¹⁾	\$ 100,915	\$ 100,915	\$	\$
Money market funds and open-end mutual funds included in Deferred charges and other assets ⁽¹⁾	10	10		
Foreign currency forward and option contracts included in Other current assets ⁽²⁾	1,489		1,489	
Foreign currency forward contracts included in Deferred charges and other assets ⁽²⁾	4,060		4,060	
Equity investments held in a rabbi trust for the Deferred Compensation Plan ⁽³⁾	5,589	5,589		
Debt investments held in a rabbi trust for the Deferred Compensation Plan ⁽³⁾	1,363	1,363		
Guaranteed investment certificates ⁽⁴⁾	79		79	
	\$ 113,505	\$ 107,877	\$ 5,628	\$
Liabilities:				
Long-term debt ⁽⁵⁾	\$ 75,000	\$	\$ 75,000	\$
Foreign currency forward and option contracts included in Other accrued expenses and current liabilities ⁽²⁾	1,261		1,261	
	\$ 76,261	\$	\$ 76,261	\$

	Balance at December 31, 2013	Fair Value Measurements at December 31, 2013 Using:		
		Quoted Prices in Active Markets For Identical Assets Level (1)	Significant Other Observable Inputs Level (2)	Significant Unobservable Inputs Level (3)
Assets:				
Money market funds and open-end mutual funds included in Cash and cash equivalents ⁽¹⁾	\$ 50,627	\$ 50,627	\$	\$
Money market funds and open-end mutual funds included in Deferred charges and other assets ⁽¹⁾	11	11		
Foreign currency forward and option contracts included in Other current assets ⁽²⁾	2,240		2,240	

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Equity investments held in a rabbi trust for the Deferred Compensation Plan ⁽³⁾	5,251	5,251		
Debt investments held in a rabbi trust for the Deferred Compensation Plan ⁽³⁾	1,170	1,170		
Guaranteed investment certificates ⁽⁴⁾	80		80	
	\$ 59,379	\$ 57,059	\$ 2,320	\$
Liabilities:				
Long-term debt ⁽⁵⁾	\$ 98,000	\$	\$ 98,000	\$
Foreign currency forward and option contracts included in Other accrued expenses and current liabilities ⁽²⁾	5,063		5,063	
	\$ 103,063	\$	\$ 103,063	\$

(1) In the accompanying Consolidated Balance Sheet.

(2) In the accompanying Consolidated Balance Sheet. See Note 12, Financial Derivatives.

(3) Included in Other current assets in the accompanying Consolidated Balance Sheet. See Note 13, Investments Held in Rabbi Trust.

(4) Included in Deferred charges and other assets in the accompanying Consolidated Balance Sheet.

(5) The carrying value of long-term debt approximates its estimated fair value as it re-prices at varying interest rates. See Note 20, Borrowings.

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Certain assets, under certain conditions, are measured at fair value on a nonrecurring basis utilizing Level 3 inputs as described in Note 1, Overview and Summary of Significant Accounting Policies, like those associated with acquired businesses, including goodwill, other intangible assets and other long-lived assets. For these assets, measurement at fair value in periods subsequent to their initial recognition would be applicable if these assets were determined to be impaired. The adjusted carrying values for assets measured at fair value on a nonrecurring basis (no liabilities) subject to the requirements of ASC 820 were not material at December 31, 2014 and 2013.

The table below summarizes impairment losses resulting from nonrecurring fair value measurements of certain assets (no liabilities), primarily long-lived assets that the Company determined were no longer being used and were disposed of, as follows (in thousands):

	Total Impairment (Loss)		
	Years Ended December 31,		
	2014	2013	2012
Americas:			
Property and equipment, net ⁽¹⁾	\$ (89)	\$	\$ (355)
EMEA:			
Property and equipment, net ⁽¹⁾			
	\$ (89)	\$	\$ (355)

⁽¹⁾ See Note 1, Overview and Summary of Significant Accounting Policies, for additional information regarding the fair value measurement as outlined in Property and Equipment.

Note 6. Goodwill and Intangible Assets

The following table presents the Company's purchased intangible assets as of December 31, 2014 (in thousands):

	Gross Intangibles	Accumulated Amortization	Net Intangibles	Weighted Average Amortization Period (years)
Customer relationships	\$ 100,719	\$ (47,571)	\$ 53,148	8
Trade name	11,600	(4,128)	7,472	8
Non-compete agreements	1,209	(1,209)		2
Proprietary software	850	(850)		2
Favorable lease agreement	449	(449)		2
	\$ 114,827	\$ (54,207)	\$ 60,620	8

The following table presents the Company's purchased intangible assets as of December 31, 2013 (in thousands):

	Gross Intangibles	Accumulated Amortization	Net Intangibles	Weighted Average Amortization Period (years)
Customer relationships	\$ 102,774	\$ (35,873)	\$ 66,901	8
Trade name	11,600	(2,803)	8,797	8

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Non-compete agreements	1,220	(1,009)	211	2
Proprietary software	850	(847)	3	2
Favorable lease agreement	449	(306)	143	2
	\$ 116,893	\$ (40,838)	\$ 76,055	8

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The Company's estimated future amortization expense for the succeeding years relating to the purchased intangible assets resulting from acquisitions completed prior to December 31, 2014, is as follows (in thousands):

Years Ending December 31,	Amount
2015	\$ 13,884
2016	13,884
2017	13,884
2018	7,565
2019	6,961
2020 and thereafter	4,442

Changes in goodwill for the year ended December 31, 2014 consist of the following (in thousands):

	January 1, 2014	Acquisitions	Impairments	Effect of Foreign Currency	December 31, 2014
Americas	\$ 199,802	\$	\$	\$ (5,971)	\$ 193,831
EMEA					
	\$ 199,802	\$	\$	\$ (5,971)	\$ 193,831

Changes in goodwill for the year ended December 31, 2013 consist of the following (in thousands):

	January 1, 2013	Acquisitions	Impairments	Effect of Foreign Currency	December 31, 2013
Americas	\$ 204,231	\$	\$	\$ (4,429)	\$ 199,802
EMEA					
	\$ 204,231	\$	\$	\$ (4,429)	\$ 199,802

Note 7. Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of trade receivables. The Company's credit concentrations are limited due to the wide variety of customers and markets in which the Company's services are sold. See Note 12, Financial Derivatives, for a discussion of the Company's credit risk relating to financial derivative instruments, and Note 27, Segments and Geographic Information, for a discussion of the Company's customer concentration.

Note 8. Receivables, Net

Receivables, net consist of the following (in thousands):

	December 31,	
	2014	2013
Trade accounts receivable	\$ 290,711	\$ 266,048
Income taxes receivable	993	1,377
Other	3,354	2,478
	295,058	269,903
Less: Allowance for doubtful accounts	4,661	4,987

\$ 290,397 \$ 264,916

Allowance for doubtful accounts as a percent of trade receivables	1.6%	1.9%
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Table of Contents**Note 9. Prepaid Expenses**

Prepaid expenses consist of the following (in thousands):

	December 31,	
	2014	2013
Prepaid maintenance	\$ 5,315	\$ 5,852
Prepaid rent	3,147	3,009
Prepaid insurance	3,112	2,631
Prepaid other	3,322	4,218
	\$ 14,896	\$ 15,710

Note 10. Other Current Assets

Other current assets consist of the following (in thousands):

	December 31,	
	2014	2013
Deferred tax assets (Note 22)	\$ 13,703	\$ 7,961
Financial derivatives (Note 12)	1,489	2,240
Investments held in rabbi trust (Note 13)	6,952	6,421
Value added tax certificates (Note 11)	6,303	2,066
Other current assets	1,209	1,984
	\$ 29,656	\$ 20,672

Note 11. Value Added Tax Receivables

The VAT receivables balances, and the respective locations in the accompanying Consolidated Balance Sheets, are presented below (in thousands):

	December 31,	
	2014	2013
VAT included in:		
Other current assets (Note 10)	\$ 6,303	\$ 2,066
Deferred charges and other assets (Note 15)	856	5,406
	\$ 7,159	\$ 7,472

During the years ended December 31, 2014, 2013 and 2012, the Company wrote down the VAT receivables balances by the following amounts, which are reflected in the accompanying Consolidated Statements of Operations (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Write-downs (recoveries) of value added tax receivables	\$ (638)	\$ 143	\$ 546

Table of Contents**Note 12. Financial Derivatives**

Cash Flow Hedges The Company has derivative assets and liabilities relating to outstanding forward contracts and options, designated as cash flow hedges, as defined under ASC 815 *Derivatives and Hedging* (ASC 815), consisting of Philippine Peso, Costa Rican Colon, Hungarian Forint and Romanian Leu contracts. These contracts are entered into to protect against the risk that the eventual cash flows resulting from such transactions will be adversely affected by changes in exchange rates.

The deferred gains (losses) and related taxes on the Company's cash flow hedges recorded in Accumulated other comprehensive income (loss) in the accompanying Consolidated Balance Sheets are as follows (in thousands):

	December 31,	
	2014	2013
Deferred gains (losses) in AOCI	\$ (157)	\$ (2,704)
Tax on deferred gains (losses) in AOCI	46	169
Deferred gains (losses) in AOCI, net of taxes	\$ (111)	\$ (2,535)
Deferred gains (losses) expected to be reclassified to Revenues from AOCI during the next twelve months	\$ (157)	

Deferred gains (losses) and other future reclassifications from AOCI will fluctuate with movements in the underlying market price of the forward contracts and options.

Net Investment Hedge During 2014 and 2013, the Company entered into foreign exchange forward contracts to hedge its net investment in a foreign operation, as defined under ASC 815. The Company did not hedge net investments in foreign operations during 2012. The purpose of these derivative instruments is to protect the Company's interests against the risk that the net assets of certain foreign subsidiaries will be adversely affected by changes in exchange rates and economic exposures related to the Company's foreign currency-based investments in these subsidiaries.

Non-Designated Hedges The Company also periodically enters into foreign currency hedge contracts that are not designated as hedges as defined under ASC 815. The purpose of these derivative instruments is to protect the Company's interests against adverse foreign currency moves pertaining to intercompany receivables and payables, and other assets and liabilities that are denominated in currencies other than the Company's subsidiaries' functional currencies. These contracts generally do not exceed 180 days in duration.

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The Company had the following outstanding foreign currency forward contracts and options (in thousands):

Contract Type	As of December 31, 2014		As of December 31, 2013	
	Notional Amount in USD	Settle Through Date	Notional Amount in USD	Settle Through Date
Cash flow hedges: ⁽¹⁾				
Options:				
Philippine Pesos	\$ 73,000	December 2015	\$ 59,000	December 2014
Forwards:				
Philippine Pesos	9,000	March 2015	63,300	July 2014
Costa Rican Colones	51,600	October 2015	41,600	October 2014
Hungarian Forints			550	January 2014
Romanian Leis	10,414	December 2015	619	January 2014
Net investment hedges: ⁽²⁾				
Forwards:				
Euros	51,648	March 2016	32,657	September 2014
Non-designated hedges: ⁽³⁾				
Forwards	64,541	March 2015	59,207	June 2014

⁽¹⁾ Cash flow hedge as defined under ASC 815. Purpose is to protect against the risk that eventual cash flows resulting from such transactions will be adversely affected by changes in exchange rates.

⁽²⁾ Net investment hedge as defined under ASC 815. Purpose is to protect against the risk that the net assets of certain of our international subsidiaries will be adversely affected by changes in exchange rates and economic exposures related to our foreign currency-based investments in these subsidiaries.

⁽³⁾ Foreign currency hedge contract not designated as a hedge as defined under ASC 815. Purpose is to reduce the effects on the Company's operating results and cash flows from fluctuations caused by volatility in currency exchange rates, primarily related to intercompany loan payments and cash held in non-functional currencies. See Note 1, Overview and Summary of Significant Accounting Policies, for additional information on the Company's purpose for entering into derivatives not designated as hedging instruments and its overall risk management strategies.

Master netting agreements exist with each respective counterparty to reduce credit risk by permitting net settlement of derivative positions. In the event of default by the Company or one of its counterparties, these agreements include a set-off clause that provides the non-defaulting party the right to net settle all derivative transactions, regardless of the currency and settlement date. The maximum amount of loss due to credit risk that, based on gross fair value, the Company would incur if parties to the derivative transactions that make up the concentration failed to perform according to the terms of the contracts was \$5.5 million and \$2.2 million as of December 31, 2014 and 2013, respectively. After consideration of these netting arrangements and offsetting positions by counterparty, the total net settlement amount as it relates to these positions are asset positions of \$4.4 million and \$0.4 million, and liability positions of \$0.1 million and \$3.3 million as of December 31, 2014 and 2013, respectively.

Although legally enforceable master netting arrangements exist between the Company and each counterparty, the Company has elected to present the derivative assets and derivative liabilities on a gross basis in the accompanying Consolidated Balance Sheets. Additionally, the Company is not required to pledge, nor is it entitled to receive, cash collateral related to these derivative transactions.

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The following tables present the fair value of the Company's derivative instruments included in the accompanying Consolidated Balance Sheets (in thousands):

	Derivative Assets	
	December 31, 2014 Fair Value	December 31, 2013 Fair Value
Derivatives designated as cash flow hedging instruments under ASC 815:		
Foreign currency forward and option contracts ⁽¹⁾	\$ 974	\$ 862
Derivatives designated as net investment hedging instruments under ASC 815:		
Foreign currency forward contracts ⁽²⁾	4,060	
	5,034	862
Derivatives not designated as hedging instruments under ASC 815:		
Foreign currency forward contracts ⁽¹⁾	515	1,378
Total derivative assets	\$ 5,549	\$ 2,240

	Derivative Liabilities	
	December 31, 2014 Fair Value	December 31, 2013 Fair Value
Derivatives designated as cash flow hedging instruments under ASC 815:		
Foreign currency forward and option contracts ⁽³⁾	\$ 406	\$ 2,997
Derivatives designated as net investment hedging instruments under ASC 815:		
Foreign currency forward contracts ⁽³⁾		1,720
	406	4,717
Derivatives not designated as hedging instruments under ASC 815:		
Foreign currency forward contracts ⁽³⁾	855	346
Total derivative liabilities	\$ 1,261	\$ 5,063

⁽¹⁾ Included in Other current assets in the accompanying Consolidated Balance Sheets.

⁽²⁾ Included in Deferred charges and other assets in the accompanying Consolidated Balance Sheets.

⁽³⁾ Included in Other accrued expenses and current liabilities in the accompanying Consolidated Balance Sheets.

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The following tables present the effect of the Company's derivative instruments included in the accompanying Consolidated Financial Statements for the years ended December 31, 2014, 2013 and 2012 (in thousands):

	Gain (Loss) Recognized in AOCI on Derivatives (Effective Portion) December 31,			Gain (Loss) Reclassified From Accumulated AOCI Into Revenues (Effective Portion) December 31,			Gain (Loss) Recognized in Revenues on Derivatives (Ineffective Portion) December 31,		
	2014	2013	2012	2014	2013	2012	2014	2013	2012
	Derivatives designated as cash flow hedging instruments under ASC 815:								
Foreign currency forward and option contracts	\$ (2,787)	\$ (2,823)	\$ 4,400	\$ (5,339)	\$ (666)	\$ 4,156	\$ (3)	\$ 119	\$ 17
Derivatives designated as net investment hedging instruments under ASC 815:									
Foreign currency forward contracts	6,344	(1,720)							
Foreign currency forward and option contracts	\$ 3,557	\$ (4,543)	\$ 4,400	\$ (5,339)	\$ (666)	\$ 4,156	\$ (3)	\$ 119	\$ 17

	Gain (Loss) Recognized in Other income and (expense) on Derivatives December 31,		
	2014	2013	2012
	Derivatives not designated as hedging instruments under ASC 815:		
Foreign currency forward contracts	\$ (44)	\$ 4,216	\$ (295)

Note 13. Investments Held in Rabbi Trust

The Company's investments held in rabbi trust, classified as trading securities and included in Other current assets in the accompanying Consolidated Balance Sheets, at fair value, consist of the following (in thousands):

	December 31, 2014		December 31, 2013	
	Cost	Fair Value	Cost	Fair Value
Mutual funds	\$ 5,160	\$ 6,952	\$ 4,749	\$ 6,421

The mutual funds held in the rabbi trust were 80% equity-based and 20% debt-based as of December 31, 2014. Net investment income (losses), included in Other income (expense) in the accompanying Consolidated Statements of Operations consists of the following (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Gross realized gains from sale of trading securities	\$ 586	\$ 160	\$ 163
Gross realized (losses) from sale of trading securities		(10)	(1)
Dividend and interest income	58	279	129
Net unrealized holding gains (losses)	(276)	568	312

Net investment income (losses)	\$ 368	\$ 997	\$ 603
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Table of Contents**Note 14. Property and Equipment**

Property and equipment consist of the following (in thousands):

	December 31,	
	2014	2013
Land	\$ 3,600	\$ 4,144
Buildings and leasehold improvements	94,786	92,652
Equipment, furniture and fixtures	293,857	287,728
Capitalized internally developed software costs	7,963	7,752
Transportation equipment	531	624
Construction in progress	8,071	1,909
	408,808	394,809
Less: Accumulated depreciation	298,928	277,260
	\$ 109,880	\$ 117,549

Capitalized internally developed software, net of depreciation, included in Property and equipment, net in the accompanying Consolidated Balance Sheets as of December 31, 2014 and 2013 was as follows (in thousands):

	December 31,	
	2014	2013
Capitalized internally developed software costs, net	\$ 1,270	\$ 2,599

Sale of Fixed Assets, Land and Building Located in Bismarck, North Dakota

In November 2014, the Company sold the fixed assets, land and building located in Bismarck, North Dakota for cash of \$3.1 million (net of selling costs of \$0.2 million) resulting in a net gain on disposal of property and equipment of \$2.6 million, which is included in Net gain (loss) on disposal of property and equipment in the accompanying Consolidated Statement of Operations for the year ended December 31, 2014. These assets, with a carrying value of \$0.9 million, were included in Property and equipment in the accompanying Consolidated Balance Sheet as of December 31, 2013. Related to these assets were deferred property grants of \$0.4 million, which were included in Deferred grants in the accompanying Consolidated Balance Sheet as of December 31, 2013.

Note 15. Deferred Charges and Other Assets

Deferred charges and other assets consist of the following (in thousands):

	December 31,	
	2014	2013
Non-current deferred tax assets (Note 22)	\$ 1,681	\$ 13,048
Non-current mandatory tax security deposits (Note 22)	15,906	17,317
Non-current value added tax certificates (Note 11)	856	5,406
Foreign currency forward contracts (Note 12)	4,060	
Rent and other deposits	3,215	3,169
Other	4,365	4,632
	\$ 30,083	\$ 43,572

Table of Contents**Note 16. Accrued Employee Compensation and Benefits**

Accrued employee compensation and benefits consist of the following (in thousands):

	December 31,	
	2014	2013
Accrued compensation	\$ 32,786	\$ 32,003
Accrued bonus and commissions	18,590	14,265
Accrued vacation	16,613	17,055
Accrued employment taxes	9,362	12,448
Other	4,721	5,293
	\$ 82,072	\$ 81,064

Note 17. Deferred Revenue

The components of deferred revenue consist of the following (in thousands):

	December 31,	
	2014	2013
Future service	\$ 25,222	\$ 25,102
Estimated potential penalties and holdbacks	9,023	9,923
	\$ 34,245	\$ 35,025

Note 18. Other Accrued Expenses and Current Liabilities

Other accrued expenses and current liabilities consist of the following (in thousands):

	December 31,	
	2014	2013
Accrued legal and professional fees	\$ 4,508	\$ 3,220
Accrued equipment and software	2,196	1,779
Accrued roadside assistance claim costs	1,878	2,341
Accrued utilities	1,329	1,425
Foreign currency forward and option contracts (Note 12)	1,261	5,063
Accrued telephone charges	1,068	1,475
Customer deposits	793	2,418
Accrued rent	640	2,057
Accrued restructuring (Note 4)	630	1,245
Other	7,913	9,370
	\$ 22,216	\$ 30,393

Table of Contents**Note 19. Deferred Grants**

The components of deferred grants consist of the following (in thousands):

	December 31,	
	2014	2013
Property grants	\$ 5,110	\$ 6,643
Employment grants	207	146
Total deferred grants	5,317	6,789
Less: Property grants short-term ⁽¹⁾		(6)
Less: Employment grants short-term ⁽¹⁾	(207)	(146)
Total long-term deferred grants⁽²⁾	\$ 5,110	\$ 6,637

⁽¹⁾ Included in Other accrued expenses and current liabilities in the accompanying Consolidated Balance Sheets.

⁽²⁾ Included in Deferred grants in the accompanying Consolidated Balance Sheets.

Note 20. Borrowings

On May 3, 2012, the Company entered into a \$245 million revolving credit facility (the 2012 Credit Agreement) with a group of lenders and KeyBank National Association, as Lead Arranger, Sole Book Runner and Administrative Agent (KeyBank). The 2012 Credit Agreement replaced the Company s previous \$75 million revolving credit facility dated February 2, 2010, as amended, which agreement was terminated simultaneous with entering into the 2012 Credit Agreement. The 2012 Credit Agreement is subject to certain borrowing limitations and includes certain customary financial and restrictive covenants.

The 2012 Credit Agreement includes a \$184 million alternate-currency sub-facility, a \$10 million swingline sub-facility and a \$35 million letter of credit sub-facility, and may be used for general corporate purposes including acquisitions, share repurchases, working capital support and letters of credit, subject to certain limitations. The Company is not currently aware of any inability of its lenders to provide access to the full commitment of funds that exist under the revolving credit facility, if necessary. However, there can be no assurance that such facility will be available to the Company, even though it is a binding commitment of the financial institutions.

Borrowings consist of the following (in thousands):

	December 31,	
	2014	2013
Revolving credit facility	\$ 75,000	\$ 98,000
Less: Current portion		
Total long-term debt	\$ 75,000	\$ 98,000

The 2012 Credit Agreement matures on May 2, 2017 and has no varying installments due.

Borrowings under the 2012 Credit Agreement will bear interest at the rates set forth in the Credit Agreement. In addition, the Company is required to pay certain customary fees, including a commitment fee of 0.175%, which is due quarterly in arrears and calculated on the average unused amount of the 2012 Credit Agreement.

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The 2012 Credit Agreement is guaranteed by all of the Company's existing and future direct and indirect material U.S. subsidiaries and secured by a pledge of 100% of the non-voting and 65% of the voting capital stock of all the direct foreign subsidiaries of the Company and those of the guarantors.

In May 2012, the Company paid an underwriting fee of \$0.9 million for the 2012 Credit Agreement, which is deferred and amortized over the term of the loan. The 2012 Credit Agreement had an average daily utilization of \$85.9 million and \$102.5 million during the years ended December 31, 2014 and 2013, respectively, and \$96.8 million for the period outstanding during the year ended December 31, 2012. During the years ended December 31, 2014, 2013 and 2012, the related interest expense, excluding amortization of deferred loan fees, under our credit agreements was \$1.1 million, \$1.5 million and \$0.5 million, respectively, which represented weighted average interest rates of 1.3%, 1.5% and 1.5%, respectively.

Table of Contents**Note 21. Accumulated Other Comprehensive Income (Loss)**

The Company presents data in the Consolidated Statements of Changes in Shareholders' Equity in accordance with ASC 220 *Comprehensive Income* (ASC 220). ASC 220 establishes rules for the reporting of comprehensive income (loss) and its components. The components of accumulated other comprehensive income (loss) consist of the following (in thousands):

	Foreign Currency Translation Gain (Loss)	Unrealized Gain (Loss) on Net Investment Hedges	Unrealized Actuarial Gain (Loss) Related to Pension Liability	Unrealized Gain (Loss) on Cash Flow Hedging Instruments	Unrealized Gain (Loss) on Post Retirement Obligation	Total
Balance at January 1, 2012	\$ 5,995	\$ (2,565)	\$ 985	\$ (438)	\$ 459	\$ 4,436
Pre-tax amount	9,516		499	4,417	92	14,524
Tax (provision) benefit			(90)	(306)		(396)
Reclassification of (gain) loss to net income	570		(48)	(4,174)	(56)	(3,708)
Foreign currency translation	2		67	(69)		
Balance at December 31, 2012	16,083	(2,565)	1,413	(570)	495	14,856
Pre-tax amount	(3,465)	(1,720)	(136)	(2,704)	(127)	(8,152)
Tax (provision) benefit		602	16	449		1,067
Reclassification of (gain) loss to net income			(41)	321	(54)	226
Foreign currency translation	133		(102)	(31)		
Balance at December 31, 2013	12,751	(3,683)	1,150	(2,535)	314	7,997
Pre-tax amount	(34,947)	6,344	(50)	(2,790)	77	(31,366)
Tax (provision) benefit		(2,385)	57	(17)		(2,345)
Reclassification of (gain) loss to net income			(35)	5,237	(49)	5,153
Foreign currency translation	120		(114)	(6)		
Balance at December 31, 2014	\$ (22,076)	\$ 276	\$ 1,008	\$ (111)	\$ 342	\$ (20,561)

The following table summarizes the amounts reclassified to net income from accumulated other comprehensive income (loss) and the associated line item in the accompanying Consolidated Statement of Operations (in thousands):

	Years Ended December 31,		Statements of Operations Location
	2014	2013	
Actuarial Gain (Loss) Related to Pension Liability: ⁽¹⁾			
Pre-tax amount	\$ 50	\$ 60	Direct salaries and related costs
Tax (provision) benefit	(15)	(19)	Income taxes
Reclassification to net income	35	41	
Gain (Loss) on Cash Flow Hedging Instruments: ⁽²⁾			
Pre-tax amount	(5,342)	(547)	Revenues
Tax (provision) benefit	105	226	Income taxes
Reclassification to net income	(5,237)	(321)	
Gain (Loss) on Post Retirement Obligation: ⁽¹⁾			
Pre-tax amount	49	54	General and administrative

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Tax (provision) benefit	Income taxes	
Reclassification to net income	49	54
Total reclassification of gain (loss) to net income	\$ (5,153)	\$ (226)

(1) See Note 25, Defined Benefit Pension Plan and Postretirement Benefits, for further information.

(2) See Note 12, Financial Derivatives, for further information.

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Except as discussed in Note 22, Income Taxes, earnings associated with the Company's investments in its foreign subsidiaries are considered to be indefinitely reinvested and no provision for income taxes on those earnings or translation adjustments have been provided.

Note 22. Income Taxes

The income from continuing operations before income taxes includes the following components (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Domestic (U.S., state and local)	\$ 28,563	\$ 5,544	\$ (10,430)
Foreign	48,596	45,781	55,587
Total income from continuing operations before income taxes	\$ 77,159	\$ 51,325	\$ 45,157

Significant components of the income tax provision are as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Current:			
U.S. federal	\$ 2,579	\$ 881	\$ 236
State and local	542	82	(61)
Foreign	11,382	13,464	9,899
Total current provision for income taxes	14,503	14,427	10,074
Deferred:			
U.S. federal	5,437	866	(2,846)
State and local	(446)		
Foreign	(126)	(1,228)	(2,021)
Total deferred provision (benefit) for income taxes	4,865	(362)	(4,867)
Total provision for income taxes	\$ 19,368	\$ 14,065	\$ 5,207

The temporary differences that give rise to significant portions of the deferred income tax provision (benefit) are as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Net operating loss and tax credit carryforwards	\$ 19,335	\$ 8,029	\$ (4,113)
Depreciation and amortization	(6,220)	(5,030)	(5,684)
Accrued expenses/liabilities	(4,505)	954	(1,274)
Valuation allowance	(3,706)	(1,887)	4,120
Deferred statutory income	(29)	(2,425)	2,084
Other	(10)	(3)	
Total deferred provision (benefit) for income taxes	\$ 4,865	\$ (362)	\$ (4,867)

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The reconciliation of the income tax provision computed at the U.S. federal statutory tax rate to the Company's effective income tax provision is as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Tax at U.S. federal statutory tax rate	\$ 27,005	\$ 17,964	\$ 15,805
State income taxes, net of federal tax benefit	934	82	(61)
Foreign rate differential	(13,164)	(9,319)	(7,078)
Tax holidays	(2,749)	(4,686)	(6,450)
Permanent differences	10,170	9,051	3,531
Tax credits	(4,894)	(5,020)	(699)
Foreign withholding and other taxes	2,541	4,643	1,263
Change in valuation allowance, net of related adjustments	(7)	1,354	(538)
Changes in uncertain tax positions	(468)	(4)	(613)
Change of assertion related to foreign earnings distribution			47
Total provision for income taxes	\$ 19,368	\$ 14,065	\$ 5,207

Withholding taxes on offshore cash movements assessed by certain foreign governments of \$1.8 million, \$4.1 million and \$0.8 million were included in the provision for income taxes in the accompanying Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012, respectively.

Earnings associated with the investments in the Company's foreign subsidiaries of \$380.8 million at December 31, 2014 are considered to be indefinitely reinvested outside of the U.S. Therefore, a U.S. provision for income taxes on those earnings or translation adjustments has not been recorded, as permitted by criterion outlined in ASC 740 - Income Taxes. Determination of any unrecognized deferred tax liability for temporary differences related to investments in foreign subsidiaries that are essentially permanent in duration is not practicable due to the inherent complexity of the multi-national tax environment in which the Company operates.

The Company has been granted tax holidays in The Philippines, Colombia, Costa Rica and El Salvador. The tax holidays have various expiration dates ranging from 2015 through 2028. In some cases, the tax holidays expire without possibility of renewal. In other cases, the Company expects to renew these tax holidays, but there are no assurances from the respective foreign governments that they will renew them. This could potentially result in future adverse tax consequences in the local jurisdiction, the impact of which is not practicable to estimate due to the inherent complexity of estimating critical variables such as long-term future profitability, tax regulations and rates in the multi-national tax environment in which the Company operates. The Company's tax holidays decreased the provision for income taxes by \$2.7 million (\$0.06 per diluted share), \$4.7 million (\$0.11 per diluted share) and \$6.5 million (\$0.15 per diluted share) for the years ended December 31, 2014, 2013 and 2012, respectively.

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income taxes. The temporary differences that give rise to significant portions of the deferred tax assets and liabilities are presented below (in thousands):

	December 31,	
	2014	2013
Deferred tax assets:		
Net operating loss and tax credit carryforwards	\$ 35,400	\$ 61,626
Valuation allowance	(34,146)	(42,664)
Accrued expenses	25,694	21,305
Deferred revenue	3,757	4,045
Depreciation and amortization	835	559
Other		104
	31,540	44,975
Deferred tax liabilities:		
Depreciation and amortization	(20,172)	(26,379)
Deferred statutory income	(772)	(241)
Accrued liabilities	(141)	(79)
Other	(1)	(114)
	(21,086)	(26,813)
Net deferred tax assets	\$ 10,454	\$ 18,162

	December 31,	
	2014	2013
Classified as follows:		
Other current assets (Note 10)	\$ 13,703	\$ 7,961
Other long-term liabilities	(4,786)	(2,763)
Deferred charges and other assets (Note 15)	1,681	13,048
Current deferred income tax liabilities	(144)	(84)
Net deferred tax assets	\$ 10,454	\$ 18,162

There are approximately \$185.0 million of income tax loss carryforwards as of December 31, 2014, with varying expiration dates, approximately \$131.4 million relating to foreign operations and \$53.6 million relating to U.S. state operations. For U.S. federal purposes, \$2.7 million of tax credits are available for carryforward as of December 31, 2014, with the latest expiration date ending December 2035. With respect to foreign operations, \$109.0 million of the net operating loss carryforwards have an indefinite expiration date and the remaining \$22.4 million net operating loss carryforwards have varying expiration dates through December 2035. Regarding the U.S. state and foreign aforementioned tax loss carryforwards, no benefit has been recognized for \$50.3 million and \$123.5 million, respectively, as it is more likely than not that these losses will expire without realization of tax benefits.

The Company has accrued \$13.3 million and \$15.0 million as of December 31, 2014 and 2013, respectively, excluding penalties and interest, for the liability for unrecognized tax benefits. As of December 31, 2014, \$2.7 million of unrecognized tax benefits have been recorded to Deferred charges and other assets in the accompanying Consolidated Balance Sheet in accordance with ASU 2013-11. The remaining \$10.6 million of the unrecognized tax benefits at December 31, 2014 and the \$15.0 million at December 31, 2013 are recorded in Long-term income tax liabilities in the accompanying Consolidated Balance Sheets. Had the Company recognized these tax benefits, approximately \$13.3 million and \$15.0 million, and the related interest and penalties, would have favorably impacted the effective tax rate in 2014 and 2013, respectively. The Company anticipates that approximately \$2.2 million of the unrecognized tax benefits will be recognized in the next twelve months due to a lapse in the applicable statute of limitations.

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The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company had \$10.1 million and \$10.5 million accrued for interest and penalties as of December 31, 2014 and 2013, respectively. Of the accrued interest and penalties at December 31, 2014 and 2013, \$3.3 million and \$3.8 million, respectively, relate to statutory penalties. The amount of interest and penalties, net, included in the provision for income taxes in the accompanying Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012 was \$(0.5) million, \$0.4 million and \$(0.1) million, respectively.

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The tabular reconciliation of the amounts of unrecognized net tax benefits is presented below (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Gross unrecognized tax benefits as of January 1,	\$ 14,991	\$ 16,897	\$ 17,136
Prior period tax position increases (decreases) ⁽¹⁾			321
Decreases from settlements with tax authorities			(426)
Decreases due to lapse in applicable statute of limitations		(390)	(561)
Foreign currency translation increases (decreases)	(1,706)	(1,516)	427
Gross unrecognized tax benefits as of December 31,	\$ 13,285	\$ 14,991	\$ 16,897

⁽¹⁾ Includes amounts assumed upon acquisition of Alpine on August 20, 2012.

The Company is currently under audit in several tax jurisdictions. The Company received assessments for the Canadian 2003-2009 audit. Requests for Competent Authority Assistance were filed with both the Canadian Revenue Agency and the U.S. Internal Revenue Service and the Company paid mandatory security deposits to Canada as part of this process. The total amount of deposits, net of fluctuations in the foreign exchange rate, are \$15.9 million and \$17.3 million as of December 31, 2014 and 2013, respectively, and are included in Deferred charges and other assets in the accompanying Consolidated Balance Sheets. Although the outcome of examinations by taxing authorities is always uncertain, the Company believes it is adequately reserved for these audits and that resolution is not expected to have a material impact on its financial condition and results of operations.

The significant tax jurisdictions currently under audit are as follows:

Tax Jurisdiction	Tax Year Ended
Canada	2003 to 2009
The Philippines	2009 and 2010

The Company and its subsidiaries file federal, state and local income tax returns as required in the U.S. and in various foreign tax jurisdictions. The following table presents the major tax jurisdictions and tax years that are open and subject to examination by the respective tax authorities as of December 31, 2014:

Tax Jurisdiction	Tax Year Ended
Canada	2003 to present
The Philippines	2009 to present
United States	2002 to 2010 ⁽¹⁾ and 2011 to present

⁽¹⁾ These tax years are open to the extent of the net operating loss and tax credit carryforward amounts.

Table of Contents**Note 23. Earnings Per Share**

Basic earnings per share are based on the weighted average number of common shares outstanding during the periods. Diluted earnings per share includes the weighted average number of common shares outstanding during the respective periods and the further dilutive effect, if any, from stock appreciation rights, restricted stock, restricted stock units and shares held in a rabbi trust using the treasury stock method.

The numbers of shares used in the earnings per share computation are as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Basic:			
Weighted average common shares outstanding	42,609	42,877	43,105
Diluted:			
Dilutive effect of stock appreciation rights, restricted stock, restricted stock units and shares held in a rabbi trust	205	48	43
Total weighted average diluted shares outstanding	42,814	42,925	43,148
Anti-dilutive shares excluded from the diluted earnings per share calculation	37	42	

On August 18, 2011, the Company's Board authorized the Company to purchase up to 5.0 million shares of its outstanding common stock (the 2011 Share Repurchase Program). A total of 4.0 million shares have been repurchased under the 2011 Share Repurchase Program since inception. The shares are purchased, from time to time, through open market purchases or in negotiated private transactions, and the purchases are based on factors, including but not limited to, the stock price, management discretion and general market conditions. The 2011 Share Repurchase Program has no expiration date.

The shares repurchased under the Company's share repurchase programs were as follows (in thousands, except per share amounts):

For the Years Ended	Total Number of Shares Repurchased	Range of Prices Paid Per Share		Total Cost of Shares Repurchased
		Low	High	
December 31, 2014	630	\$ 19.80	\$ 20.00	\$ 12,581
December 31, 2013	341	\$ 15.61	\$ 16.99	\$ 5,479
December 31, 2012	537	\$ 13.85	\$ 15.00	\$ 7,908

Table of Contents**Note 24. Commitments and Loss Contingency*****Lease and Purchase Commitments***

The Company leases certain equipment and buildings under operating leases having original terms ranging from one to twenty years, many with options to cancel at varying points during the lease. The building leases can contain up to three five-year renewal options. Rental expense under operating leases was as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Rental expense	\$ 44,916	\$ 47,365	\$ 43,626

The following is a schedule of future minimum rental payments required under operating leases that have noncancelable lease terms as of December 31, 2014 (in thousands):

	Amount
2015	\$ 33,287
2016	24,907
2017	21,586
2018	20,325
2019	15,617
2020 and thereafter	35,801
Total minimum payments required	\$ 151,523

The Company enters into agreements with third-party vendors in the ordinary course of business whereby the Company commits to purchase goods and services used in its normal operations. These agreements, which are not cancelable, generally range from one to five year periods and contain fixed or minimum annual commitments. Certain of these agreements allow for renegotiation of the minimum annual commitments based on certain conditions.

The following is a schedule of future minimum purchases remaining under the agreements as of December 31, 2014 (in thousands):

	Amount
2015	\$ 33,039
2016	21,025
2017	10,448
2018	1,485
2019	1,483
2020 and thereafter	1,600
Total minimum payments required	\$ 69,080

Indemnities, Commitments and Guarantees

From time to time, during the normal course of business, the Company may make certain indemnities, commitments and guarantees under which it may be required to make payments in relation to certain transactions. These include, but are not limited to: (i) indemnities to clients, vendors and service providers pertaining to claims based on negligence or willful misconduct of the Company and (ii) indemnities involving breach of contract, the accuracy of representations and warranties of the Company, or other liabilities assumed by the Company in certain contracts. In addition, the Company has agreements whereby it will indemnify certain officers and directors for certain events or occurrences while the officer

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or director is, or was, serving at the Company's request in such capacity. The indemnification period covers all pertinent events and occurrences during the officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has director and officer insurance coverage that limits its exposure and enables it to recover a portion of any future amounts paid. The Company believes the applicable insurance

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coverage is generally adequate to cover any estimated potential liability under these indemnification agreements. The majority of these indemnities, commitments and guarantees do not provide for any limitation of the maximum potential for future payments the Company could be obligated to make. The Company has not recorded any liability for these indemnities, commitments and guarantees in the accompanying Consolidated Balance Sheets. In addition, the Company has some client contracts that do not contain contractual provisions for the limitation of liability, and other client contracts that contain agreed upon exceptions to limitation of liability. The Company has not recorded any liability in the accompanying Consolidated Balance Sheets with respect to any client contracts under which the Company has or may have unlimited liability.

Loss Contingency

The Company from time to time is involved in legal actions arising in the ordinary course of business. With respect to these matters, management believes that it has adequate legal defenses and/or when possible and appropriate, provided adequate accruals related to those matters such that the ultimate outcome will not have a material adverse effect on the Company's financial position or results of operations.

Note 25. Defined Benefit Pension Plan and Postretirement Benefits**Defined Benefit Pension Plans**

The Company sponsors non-contributory defined benefit pension plans (the Pension Plans) for its covered employees in The Philippines. The Pension Plans provide defined benefits based on years of service and final salary. All permanent employees meeting the minimum service requirement are eligible to participate in the Pension Plans. As of December 31, 2014, the Pension Plans were unfunded. The Company expects to make no cash contributions to its Pension Plans during 2015.

The following table provides a reconciliation of the change in the benefit obligation for the Pension Plans and the net amount recognized, included in Other long-term liabilities, in the accompanying Consolidated Balance Sheets (in thousands):

	December 31,	
	2014	2013
Beginning benefit obligation	\$ 2,481	\$ 1,997
Service cost	387	392
Interest cost	104	137
Actuarial (gains) losses	50	136
Effect of foreign currency translation	78	(181)
Ending benefit obligation	\$ 3,100	\$ 2,481
Unfunded status	\$ (3,100)	\$ (2,481)
Net amount recognized	\$ (3,100)	\$ (2,481)

The actuarial assumptions used to determine the benefit obligations and net periodic benefit cost for the Pension Plans were as follows:

	Years Ended December 31,		
	2014	2013	2012
Discount rate	4.5% - 4.9%	4.3% - 5.2%	5.9%
Rate of compensation increase	2.0%	2.0%	2.0%

The Company evaluates these assumptions on a periodic basis taking into consideration current market conditions and historical market data. The discount rate is used to calculate expected future cash flows at a present value on the measurement date, which is December 31. This rate represents the market rate for high-quality fixed income investments. A lower discount rate would increase the present value of benefit obligations. Other assumptions include demographic factors such as retirement, mortality and turnover.

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The following table provides information about the net periodic benefit cost and other accumulated comprehensive income for the Pension Plans (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Service cost	\$ 387	\$ 392	\$ 372
Interest cost	104	137	120
Recognized actuarial (gains)	(50)	(60)	(46)
Net periodic benefit cost	441	469	446
Unrealized net actuarial (gains), net of tax	(1,008)	(1,150)	(1,413)
Total amount recognized in net periodic benefit cost and other accumulated comprehensive income (loss)	\$ (567)	\$ (681)	\$ (967)

The estimated future benefit payments, which reflect expected future service, as appropriate, are as follows (in thousands):

Years Ending December 31,	Amount
2015	\$ 28
2016	133
2017	77
2018	58
2019	303
2020 - 2024	963

The Company expects to recognize less than \$0.1 million of net actuarial gains as a component of net periodic benefit cost in 2015.

Employee Retirement Savings Plans

The Company maintains a 401(k) plan covering defined employees who meet established eligibility requirements. Under the plan provisions, the Company matches 50% of participant contributions to a maximum matching amount of 2% of participant compensation. The Company's contributions included in the accompanying Consolidated Statements of Operations were as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
401(k) plan contributions	\$ 870	\$ 895	\$ 1,221

Split-Dollar Life Insurance Arrangement

In 1996, the Company entered into a split-dollar life insurance arrangement to benefit the former Chairman and Chief Executive Officer of the Company. Under the terms of the arrangement, the Company retained a collateral interest in the policy to the extent of the premiums paid by the Company. The postretirement benefit obligation included in Other long-term liabilities and the unrealized gains (losses) included in Accumulated other comprehensive income in the accompanying Consolidated Balance Sheets were as follows (in thousands):

	December 31,	
	2014	2013
Postretirement benefit obligation	\$ 46	\$ 81
Unrealized gains (losses) in AOCI ⁽¹⁾	342	314

(1) Unrealized gains (losses) are due to changes in discount rates related to the postretirement obligation.

Table of Contents**Post-Retirement Defined Contribution Healthcare Plan**

On January 1, 2005, the Company established a Post-Retirement Defined Contribution Healthcare Plan for eligible employees meeting certain service and age requirements. The plan is fully funded by the participants and accordingly, the Company does not recognize expense relating to the plan.

Note 26. Stock-Based Compensation

The Company's stock-based compensation plans include the 2011 Equity Incentive Plan, the 2004 Non-Employee Director Fee Plan and the Deferred Compensation Plan. The following table summarizes the stock-based compensation expense (primarily in the Americas), income tax benefits related to the stock-based compensation and excess tax benefits (deficiencies) (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Stock-based compensation (expense) ⁽¹⁾	\$ (6,381)	\$ (4,873)	\$ (3,467)
Income tax benefit ⁽²⁾	2,233	1,706	1,213
Excess tax benefit (deficiency) from stock-based compensation ⁽³⁾	(82)	(187)	(292)

⁽¹⁾ Included in General and administrative costs in the accompanying Consolidated Statements of Operations.

⁽²⁾ Included in Income taxes in the accompanying Consolidated Statements of Operations.

⁽³⁾ Included in Additional paid-in capital in the accompanying Consolidated Statements of Changes in Shareholders' Equity. There were no capitalized stock-based compensation costs at December 31, 2014, 2013 and 2012.

2011 Equity Incentive Plan The Company's Board adopted the Sykes Enterprises, Incorporated 2011 Equity Incentive Plan (the 2011 Plan) on March 23, 2011, as amended on May 11, 2011 to reduce the number of shares of common stock available to 4.0 million shares. The 2011 Plan was approved by the shareholders at the May 2011 annual shareholders meeting. The 2011 Plan replaced and superseded the Company's 2001 Equity Incentive Plan (the 2001 Plan), which expired on March 14, 2011. The outstanding awards granted under the 2001 Plan will remain in effect until their exercise, expiration or termination. The 2011 Plan permits the grant of restricted stock, stock appreciation rights, stock options and other stock-based awards to certain employees of the Company, and certain non-employees who provide services to the Company in order to encourage them to remain in the employment of, or to faithfully provide services to, the Company and to increase their interest in the Company's success.

Stock Appreciation Rights The Board, at the recommendation of the Compensation and Human Resource Development Committee (the Committee), has approved in the past, and may approve in the future, awards of stock-settled stock appreciation rights (SARs) for eligible participants. SARs represent the right to receive, without payment to the Company, a certain number of shares of common stock, as determined by the Committee, equal to the amount by which the fair market value of a share of common stock at the time of exercise exceeds the grant price.

SARs are granted at the fair market value of the Company's common stock on the date of the grant and vest one-third on each of the first three anniversaries of the date of grant, provided the participant is employed by the Company on such date. The SARs have a term of 10 years from the date of grant. In the event of a change in control, the SARs will vest on the date of the change in control, provided that the participant is employed by the Company on the date of the change in control.

All currently outstanding SARs are exercisable within three months after the death, disability, retirement or termination of the participant's employment with the Company, if and to the extent the SARs were exercisable immediately prior to such termination. If the participant's employment is terminated for cause, or the participant terminates his or her own employment with the Company, any portion of the SARs not yet exercised (whether or not vested) terminates immediately on the date of termination of employment.

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The fair value of each SAR is estimated on the date of grant using the Black-Scholes valuation model that uses various assumptions. The fair value of the SARs is expensed on a straight-line basis over the requisite service period. Expected volatility is based on the historical volatility of the Company's stock. The risk-free rate for periods within the contractual life of the award is based on the yield curve of a zero-coupon U.S. Treasury bond on the date the award is granted with a maturity equal to the expected term of the award. Exercises and forfeitures are estimated within the valuation model using employee termination and other historical data. The expected term of the SARs granted represents the period of time the SARs are expected to be outstanding.

The following table summarizes the assumptions used to estimate the fair value of SARs granted:

	Years Ended December 31,		
	2014	2013	2012
Expected volatility	38.9%	45.2%	47.1%
Weighted-average volatility	38.9%	45.2%	47.1%
Expected dividend rate	0.0%	0.0%	0.0%
Expected term (in years)	5.0	5.0	4.7
Risk-free rate	1.7%	0.8%	0.8%

The following table summarizes SARs activity as of December 31, 2014 and for the year then ended:

Stock Appreciation Rights	Shares (000s)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (000s)
Outstanding at January 1, 2014	963	\$		
Granted	246	\$		
Exercised	(77)	\$		
Forfeited or expired	(173)	\$		
Outstanding at December 31, 2014	959	\$	7.0	\$ 5,171
Vested or expected to vest at December 31, 2014	959	\$	7.0	\$ 5,171
Exercisable at December 31, 2014	548	\$	5.8	\$ 2,700

The following table summarizes information regarding SARs granted and exercised (in thousands, except per SAR amounts):

	Years Ended December 31,		
	2014	2013	2012
Number of SARs granted	246	318	259
Weighted average grant-date fair value per SAR	\$ 7.20	\$ 6.08	\$ 5.97
Intrinsic value of SARs exercised	\$ 391	\$ 488	\$
Fair value of SARs vested	\$ 1,553	\$ 1,298	\$ 1,388

The following table summarizes nonvested SARs activity as of December 31, 2014 and for the year then ended:

<u>Nonvested Stock Appreciation Rights</u>	Shares (000s)	Weighted Average Grant-Date Fair

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			Value
Nonvested at January 1, 2014	535	\$	6.17
Granted	246	\$	7.20
Vested	(246)	\$	6.31
Forfeited or expired	(124)	\$	6.48
Nonvested at December 31, 2014	411	\$	6.61

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As of December 31, 2014, there was \$1.7 million of total unrecognized compensation cost, net of estimated forfeitures, related to nonvested SARs granted under the 2011 Plan and 2001 Plan. This cost is expected to be recognized over a weighted average period of 1.3 years.

Restricted Shares The Board, at the recommendation of the Committee, has approved in the past, and may approve in the future, awards of performance and employment-based restricted shares (restricted shares) for eligible participants. In some instances, where the issuance of restricted shares has adverse tax consequences to the recipient, the Board may instead issue restricted stock units (RSUs). The restricted shares are shares of the Company s common stock (or in the case of RSUs, represent an equivalent number of shares of the Company s common stock) which are issued to the participant subject to (a) restrictions on transfer for a period of time and (b) forfeiture under certain conditions. The performance goals, including revenue growth and income from operations targets, provide a range of vesting possibilities from 0% to 100% and will be measured at the end of the performance period. If the performance conditions are met for the performance period, the shares will vest and all restrictions on the transfer of the restricted shares will lapse (or in the case of RSUs, an equivalent number of shares of the Company s common stock will be issued to the recipient). The Company recognizes compensation cost, net of estimated forfeitures, based on the fair value (which approximates the current market price) of the restricted shares (and RSUs) on the date of grant ratably over the requisite service period based on the probability of achieving the performance goals.

Changes in the probability of achieving the performance goals from period to period will result in corresponding changes in compensation expense. The employment-based restricted shares currently outstanding vest one-third on each of the first three anniversaries of the date of grant, provided the participant is employed by the Company on such date. In the event of a change in control (as defined in the 2011 Plan and 2001 Plan) prior to the date the restricted shares vest, all of the restricted shares will vest and the restrictions on transfer will lapse with respect to such vested shares on the date of the change in control, provided that participant is employed by the Company on the date of the change in control.

If the participant s employment with the Company is terminated for any reason, either by the Company or participant, prior to the date on which the restricted shares have vested and the restrictions have lapsed with respect to such vested shares, any restricted shares remaining subject to the restrictions (together with any dividends paid thereon) will be forfeited, unless there has been a change in control prior to such date.

The following table summarizes nonvested restricted shares/RSUs activity as of December 31, 2014 and for the year then ended:

	Shares (000s)	Weighted Average Grant- Date Fair Value
Nonvested Restricted Shares and RSUs		
Nonvested at January 1, 2014	1,367	\$ 15.96
Granted	500	\$ 19.77
Vested	(57)	\$ 15.67
Forfeited or expired	(616)	\$ 17.45
Nonvested at December 31, 2014	1,194	\$ 16.80

The following table summarizes information regarding restricted shares/RSUs granted and vested (in thousands, except per restricted share/RSU amounts):

	Years Ended December 31,		
	2014	2013	2012
Number of restricted shares/RSUs granted	500	706	420
Weighted average grant-date fair value per restricted share/RSU	\$ 19.77	\$ 15.25	\$ 15.21
Fair value of restricted shares/RSUs vested	\$ 895	\$ 366	\$ 3,845

As of December 31, 2014, based on the probability of achieving the performance goals, there was \$14.1 million of total unrecognized compensation cost, net of estimated forfeitures, related to nonvested restricted shares/RSUs granted under the 2011 Plan and 2001 Plan. This cost is expected to be recognized over a weighted average period of 1.4 years.

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2004 Non-Employee Director Fee Plan The Company's 2004 Non-Employee Director Fee Plan (the "2004 Fee Plan"), as last amended on May 17, 2012, provided that all new non-employee directors joining the Board would receive an initial grant of shares of common stock on the date the new director is elected or appointed, the number of which will be determined by dividing \$60,000 by the closing price of the Company's common stock on the trading day immediately preceding the date a new director is elected or appointed, rounded to the nearest whole number of shares. The initial grant of shares vested in twelve equal quarterly installments, one-twelfth on the date of grant and an additional one-twelfth on each successive third monthly anniversary of the date of grant. The award lapses with respect to all unvested shares in the event the non-employee director ceases to be a director of the Company, and any unvested shares are forfeited.

The 2004 Fee Plan also provided that each non-employee director would receive, on the day after the annual shareholders meeting, an annual retainer for service as a non-employee director (the "Annual Retainer"). Prior to May 17, 2012, the Annual Retainer was \$95,000, of which \$50,000 was payable in cash, and the remainder was paid in stock. The annual grant of cash vested in four equal quarterly installments, one-fourth on the day following the annual meeting of shareholders, and an additional one-fourth on each successive third monthly anniversary of the date of grant. The annual grant of shares paid to non-employee directors prior to May 17, 2012 vests in eight equal quarterly installments, one-eighth on the day following the annual meeting of shareholders, and an additional one-eighth on each successive third monthly anniversary of the date of grant. On May 17, 2012, upon the recommendation of the Compensation and Human Resource Development Committee, the Board adopted the Fifth Amended and Restated Non-Employee Director Fee Plan (the "Amendment"), which increased the common stock component of the Annual Retainer by \$30,000, resulting in a total Annual Retainer of \$125,000, of which \$50,000 was payable in cash and the remainder paid in stock. In addition, the Amendment also changed the vesting period for the annual equity award, from a two-year vesting period, to a one-year vesting period (consisting of four equal quarterly installments, one-fourth on the date of grant and an additional one-fourth on each successive third monthly anniversary of the date of grant). The award lapses with respect to all unpaid cash and unvested shares in the event the non-employee director ceases to be a director of the Company, and any unvested shares and unpaid cash are forfeited.

In addition to the Annual Retainer award, the 2004 Fee Plan also provided for any non-employee Chairman of the Board to receive an additional annual cash award of \$100,000, and each non-employee director serving on a committee of the Board to receive an additional annual cash award. The additional annual cash award for the Chairperson of the Audit Committee is \$20,000 and Audit Committee members are entitled to an annual cash award of \$10,000. Prior to May 20, 2011, the annual cash awards for the Chairpersons of the Compensation and Human Resource Development Committee, Finance Committee and Nominating and Corporate Governance Committee were \$12,500 and the members of such committees were entitled to an annual cash award of \$7,500. On May 20, 2011, the Board increased the additional annual cash award to the Chairperson of the Compensation and Human Resource Development Committee to \$15,000. All other additional cash awards remained unchanged.

The 2004 Fee Plan expired in May 2014, prior to the 2014 Annual Shareholder Meeting. In March 2014, upon the recommendation of the Compensation Committee, the Board determined that, following the expiration of the 2004 Fee Plan, the compensation of non-employee Directors should continue on the same terms as provided in the Fifth Amended and Restated Non-Employee Director Fee Plan, and that the stock portion of such compensation would be issued under the 2011 Plan.

The Board may pay additional cash compensation to any non-employee director for services on behalf of the Board over and above those typically expected of directors, including but not limited to service on a special committee of the Board.

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The following table summarizes nonvested common stock share award activity as of December 31, 2014 and for the year then ended:

Nonvested Common Stock Share Awards	Shares (000s)	Weighted Average Grant- Date Fair Value
Nonvested at January 1, 2014	9	\$ 16.01
Granted	36	\$ 20.15
Vested	(33)	\$ 18.95
Forfeited or expired		\$
Nonvested at December 31, 2014	12	\$ 20.24

The following table summarizes information regarding common stock share awards granted and vested (in thousands, except per share award amounts):

	Years Ended December 31,		
	2014	2013	2012
Number of share awards granted	36	37	42
Weighted average grant-date fair value per share award	\$ 20.15	\$ 16.01	\$ 16.15
Fair value of share awards vested	\$ 630	\$ 669	\$ 771

As of December 31, 2014, there was \$0.2 million of total unrecognized compensation costs, net of estimated forfeitures, related to nonvested common stock share awards granted under the 2004 Fee Plan. This cost is expected to be recognized over a weighted average period of 0.7 years.

Deferred Compensation Plan The Company's non-qualified Deferred Compensation Plan (the "Deferred Compensation Plan"), which is not shareholder-approved, was adopted by the Board effective December 17, 1998. It was last amended and restated on August 20, 2014, effective as of January 1, 2014. It provides certain eligible employees the ability to defer any portion of their compensation until the participant's retirement, termination, disability or death, or a change in control of the Company. Using the Company's common stock, the Company matches 50% of the amounts deferred by certain senior management participants on a quarterly basis up to a total of \$12,000 per year for the president, chief executive officer and executive vice presidents and \$7,500 per year for senior vice presidents, global vice presidents and vice presidents (participants below the level of vice president are not eligible to receive matching contributions from the Company). Matching contributions and the associated earnings vest over a seven year service period. Deferred compensation amounts used to pay benefits, which are held in a rabbi trust, include investments in various mutual funds and shares of the Company's common stock (See Note 13, Investments Held in Rabbi Trust). As of December 31, 2014 and 2013, liabilities of \$7.0 million and \$6.4 million, respectively, of the Deferred Compensation Plan were recorded in "Accrued employee compensation and benefits" in the accompanying Consolidated Balance Sheets.

Additionally, the Company's common stock match associated with the Deferred Compensation Plan, with a carrying value of approximately \$1.5 million and \$1.6 million at December 31, 2014 and 2013, respectively, is included in "Treasury stock" in the accompanying Consolidated Balance Sheets.

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The following table summarizes nonvested common stock activity as of December 31, 2014 and for the year then ended:

	Shares (000s)	Weighted Average Grant- Date Fair Value
Nonvested Common Stock		
Nonvested at January 1, 2014	6	\$ 16.89
Granted	10	\$ 20.54
Vested	(10)	\$ 20.13
Forfeited or expired	(1)	\$ 16.30
Nonvested at December 31, 2014	5	\$ 17.88

The following table summarizes information regarding shares of common stock granted and vested (in thousands, except per common stock amounts):

	Years Ended December 31,		
	2014	2013	2012
Number of shares of common stock granted	10	13	15
Weighted average grant-date fair value per common stock	\$ 20.54	\$ 16.76	\$ 15.27
Fair value of common stock vested	\$ 212	\$ 257	\$ 195
Cash used to settle the obligation	\$ 1,493	\$ 1,014	\$ 459

As of December 31, 2014, there was less than \$0.1 million of total unrecognized compensation cost, net of estimated forfeitures, related to nonvested common stock granted under the Deferred Compensation Plan. This cost is expected to be recognized over a weighted average period of 2.1 years.

Note 27. Segments and Geographic Information

The Company operates within two regions, the Americas and EMEA. Each region represents a reportable segment comprised of aggregated regional operating segments, which portray similar economic characteristics. The Company aligns its business into two segments to effectively manage the business and support the customer care needs of every client and to respond to the demands of the Company's global customers.

The reportable segments consist of (1) the Americas, which includes the United States, Canada, Latin America, Australia and the Asia Pacific Rim, and provides outsourced customer contact management solutions (with an emphasis on technical support and customer service) and technical staffing and (2) EMEA, which includes Europe, the Middle East and Africa, and provides outsourced customer contact management solutions (with an emphasis on technical support and customer service) and fulfillment services. The sites within Latin America, Australia and the Asia Pacific Rim are included in the Americas segment given the nature of the business and client profile, which is primarily made up of U.S.-based companies that are using the Company's services in these locations to support their customer contact management needs.

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Information about the Company's reportable segments was as follows (in thousands):

	Americas	EMEA	Other ⁽¹⁾	Consolidated
Year Ended December 31, 2014:				
Revenues ⁽²⁾	\$ 1,070,824	\$ 256,699		\$ 1,327,523
Percentage of revenues	80.7%	19.3%		100.0%
Depreciation, net ⁽²⁾	\$ 40,557	\$ 4,806		\$ 45,363
Amortization of intangibles ⁽²⁾	\$ 14,396	\$		\$ 14,396
Income (loss) from continuing operations	\$ 113,549	\$ 16,208	\$ (50,202)	\$ 79,555
Other (expense), net			(2,396)	(2,396)
Income taxes			(19,368)	(19,368)
Income from continuing operations, net of taxes				57,791
(Loss) from discontinued operations, net of taxes ⁽³⁾	\$	\$		
Net income				\$ 57,791
Total assets as of December 31, 2014	\$ 1,080,010	\$ 1,373,590	\$ (1,509,100)	\$ 944,500
Year Ended December 31, 2013:				
Revenues ⁽²⁾	\$ 1,050,813	\$ 212,647		\$ 1,263,460
Percentage of revenues	83.2%	16.8%		100.0%
Depreciation, net ⁽²⁾	\$ 37,818	\$ 4,266		\$ 42,084
Amortization of intangibles ⁽²⁾	\$ 14,863	\$		\$ 14,863
Income (loss) from continuing operations	\$ 94,006	\$ 6,052	\$ (46,531)	\$ 53,527
Other (expense), net			(2,202)	(2,202)
Income taxes			(14,065)	(14,065)
Income from continuing operations, net of taxes				37,260
(Loss) from discontinued operations, net of taxes ⁽³⁾	\$	\$		
Net income				\$ 37,260
Total assets as of December 31, 2013	\$ 1,097,788	\$ 1,409,185	\$ (1,556,712)	\$ 950,261
Year Ended December 31, 2012:				

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Revenues ⁽²⁾	\$ 947,147	\$ 180,551		\$ 1,127,698
Percentage of revenues	84.0%	16.0%		100.0%
Depreciation, net ⁽²⁾	\$ 36,494	\$ 3,875		\$ 40,369
Amortization of intangibles ⁽²⁾	\$ 10,479	\$		\$ 10,479
Income (loss) from continuing operations	\$ 93,580	\$ 5,488	\$ (51,289)	\$ 47,779
Other (expense), net			(2,622)	(2,622)
Income taxes			(5,207)	(5,207)
Income from continuing operations, net of taxes				39,950
(Loss) from discontinued operations, net of taxes ⁽³⁾	\$ (10,707)	\$ (820)		(11,527)
Net income				\$ 28,423
Total assets as of December 31, 2012	\$ 1,265,119	\$ 1,100,938	\$ (1,457,368)	\$ 908,689

⁽¹⁾ Other items (including corporate costs, other income and expense, and income taxes) are shown for purposes of reconciling to the Company's consolidated totals as shown in the tables above for the years ended December 31, 2014, 2013 and 2012. The accounting policies of the reportable segments are the same as those described in Note 1 to the accompanying Consolidated Financial Statements. Inter-segment revenues are not material to the Americas and EMEA segment results. The Company evaluates the performance of its geographic segments based on revenues and income (loss) from continuing operations, and does not include segment assets or other income and expense items for management reporting purposes.

⁽²⁾ Revenues, depreciation and amortization include results from continuing operations only.

⁽³⁾ Includes both the (loss) from discontinued operations, net of taxes, and the (loss) on sale of discontinued operations, net of taxes, if any.

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Total revenues by segment from AT&T Corporation, a major provider of communication services for which the Company provides various customer support services, were as follows (in thousands):

	2014		Years Ended December 31, 2013		2012	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$ 212,607	19.9%	\$ 162,888	15.5%	\$ 130,072	13.7%
EMEA	3,519	1.4%	3,513	1.7%	3,018	1.7%
	\$ 216,126	16.3%	\$ 166,401	13.2%	\$ 133,090	11.8%

The Company has multiple distinct contracts with AT&T spread across multiple lines of businesses, which expire at varying dates between 2015 and 2017. The Company has historically renewed most of these contracts. However, there is no assurance that these contracts will be renewed, or if renewed, will be on terms as favorable as the existing contracts. Each line of business is governed by separate business terms, conditions and metrics. Each line of business also has a separate decision maker such that a loss of one line of business would not necessarily impact the Company's relationship with the client and decision makers on other lines of business. The loss of (or the failure to retain a significant amount of business with) any of the Company's key clients, including AT&T, could have a material adverse effect on its performance. Many of the Company's contracts contain penalty provisions for failure to meet minimum service levels and are cancelable by the client at any time or on short notice. Also, clients may unilaterally reduce their use of the Company's services under the contracts without penalty.

Total revenues by segment from the Company's next largest client, which was in the financial services vertical market in each of the years, were as follows (in thousands):

	2014		Years Ended December 31, 2013		2012	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$ 70,255	6.6%	\$ 73,226	7.0%	\$ 70,311	7.4%
EMEA		0.0%		0.0%		0.0%
	\$ 70,255	5.3%	\$ 73,226	5.8%	\$ 70,311	6.2%

The Company's top ten clients accounted for approximately 46.8%, 45.9% and 47.8% of its consolidated revenues during the years ended December 31, 2014, 2013 and 2012, respectively.

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Information about the Company's operations by geographic location was as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Revenues: ⁽¹⁾			
United States	\$ 425,746	\$ 388,775	\$ 302,046
The Philippines	205,332	213,132	225,629
Canada	195,739	210,463	198,585
Costa Rica	97,295	101,888	100,101
El Salvador	52,609	46,301	46,910
Australia	33,126	36,725	24,633
China	32,167	25,478	21,614
Mexico	20,439	23,701	23,315
Other	8,371	4,350	4,314
Total Americas	1,070,824	1,050,813	947,147
Germany	88,887	77,950	73,380
Sweden	68,057	49,953	22,229
United Kingdom	42,328	33,750	35,833
Romania	18,288	14,856	10,773
Hungary	8,723	8,525	7,619
Netherlands	3,126	3,073	6,511
Other	27,290	24,540	24,206
Total EMEA	256,699	212,647	180,551
	\$ 1,327,523	\$ 1,263,460	\$ 1,127,698

⁽¹⁾ Revenues are attributed to countries based on location of customer, except for revenues for Costa Rica, The Philippines, China and India which are primarily comprised of customers located in the U.S., but serviced by centers in those respective geographic locations.

	December 31,	
	2014	2013
Long-Lived Assets: ⁽¹⁾		
United States	\$ 108,030	\$ 120,759
Canada	16,257	23,164
The Philippines	14,656	17,197
Costa Rica	5,625	4,759
El Salvador	3,298	2,552
Australia	2,923	3,799
Mexico	1,575	1,902
Other	6,998	6,695
Total Americas	159,362	180,827
United Kingdom	3,871	4,158
Sweden	2,478	3,676
Germany	2,310	2,097
Romania	682	679

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Slovakia	496	666
Norway	490	603
Hungary	442	564
Other	369	334
Total EMEA	11,138	12,777
	\$ 170,500	\$ 193,604

(1) Long-lived assets include property and equipment, net, and intangibles, net.

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Goodwill by segment was as follows (in thousands):

	December 31,	
	2014	2013
Americas	\$ 193,831	\$ 199,802
EMEA		
	\$ 193,831	\$ 199,802

Revenues for the Company's products and services were as follows (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Outsourced customer contract management services	\$ 1,303,607	\$ 1,240,328	\$ 1,104,442
Fulfillment services	18,392	16,953	16,357
Enterprise support services	5,524	6,179	6,899
	\$ 1,327,523	\$ 1,263,460	\$ 1,127,698

Note 28. Other Income (Expense)

Other income (expense) consists of the following (in thousands):

	Years Ended December 31,		
	2014	2013	2012
Foreign currency transaction gains (losses)	\$ (1,740)	\$ (5,962)	\$ (2,856)
Gains (losses) on foreign currency derivative instruments not designated as hedges	(44)	4,216	(295)
Gains (losses) on liquidation of foreign subsidiaries			(582)
Other miscellaneous income (expense)	441	985	1,200
	\$ (1,343)	\$ (761)	\$ (2,533)

Note 29. Related Party Transactions

In January 2008, the Company entered into a lease for a customer contact management center located in Kingstree, South Carolina. The landlord, Kingstree Office One, LLC, is an entity controlled by John H. Sykes, the founder, former Chairman and Chief Executive Officer of the Company and the father of Charles Sykes, President and Chief Executive Officer of the Company. The lease payments on the 20 year lease were negotiated at or below market rates, and the lease is cancellable at the option of the Company. There are significant penalties for early cancellation which decrease over time. The Company paid \$0.4 million to the landlord during each of the years ended December 31, 2014, 2013 and 2012 under the terms of the lease.

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Years ended December 31, 2014, 2013 and 2012:

(in thousands)	Balance at Beginning of Period	Charged (Credited) to Costs and Expenses	Additions (Deductions) ⁽¹⁾	Balance at End of Period
Allowance for doubtful accounts:				
Year ended December 31, 2014	\$ 4,987	(181)	\$ (145)	\$ 4,661
Year ended December 31, 2013	5,081	483	(577)	4,987
Year ended December 31, 2012	4,304	1,115	(338)	5,081
Valuation allowance for net deferred tax assets:				
Year ended December 31, 2014	\$ 42,664	\$ (8,518)	\$	\$ 34,146
Year ended December 31, 2013	43,298	(634)		42,664
Year ended December 31, 2012	38,544	4,754		43,298
Reserves for value added tax receivables:				
Year ended December 31, 2014	\$ 2,530	\$ (638)	\$ (1,617)	\$ 275
Year ended December 31, 2013	3,076	143	(689)	2,530
Year ended December 31, 2012	2,355	546	175	3,076

⁽¹⁾ Net write-offs and recoveries, including the effect of foreign currency translation.