

DYNAMIC MATERIALS CORP  
Form 10-Q  
April 27, 2007

**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 AND EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.

Commission file number 0-8328

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**DYNAMIC MATERIALS CORPORATION**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation or Organization)

**84-0608431**  
(I.R.S. Employer Identification No.)

**5405 Spine Road, Boulder, Colorado 80301**

(Address of principal executive offices, including zip code)

**(303) 665-5700**

(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.

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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 under the Act). Yes  No

The number of shares of Common Stock outstanding was 12,097,499 as of April 20, 2007.

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CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934. In particular, we direct your attention to Part I, Item 1- Financial Statements, Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 3 - Quantitative and Qualitative Disclosures About Market Risk. We intend the forward-looking statements throughout this quarterly report on Form 10-Q and the information incorporated by reference herein to be covered by the safe harbor provisions for forward-looking statements. Statements contained in this report which are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from projected results. All projections and statements regarding our expected financial position and operating results, our business strategy, our financing plans and the outcome of any contingencies are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as may, believe, plan, anticipate, estimate, expect, intend and other phrases of similar meaning. The forward-looking information is based on information available as of the date of this quarterly report and on numerous assumptions and developments that are not within our control. Although we believe that our expectations as expressed in these forward-looking statements are reasonable, we cannot assure you that our expectations will turn out to be correct. Factors that could cause actual results to differ materially include, but are not limited to, the following: the ability to obtain new contracts at attractive prices; the size and timing of customer orders and shipment; fluctuations in customer demand; competitive factors; the timely completion of contracts; the timing and size of expenditures; the timely receipt of government approvals and permits; the adequacy of local labor supplies at our facilities; current or future limits on manufacturing capacity at our various operations; the availability and cost of funds; and general economic conditions, both domestic and foreign, impacting our business and the business of the end-market users we serve. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. We undertake no obligation to publicly release the results of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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**Part I - FINANCIAL INFORMATION****ITEM 1. Condensed Consolidated Financial Statements****DYNAMIC MATERIALS CORPORATION & SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS  
(Dollars in Thousands)**

| ASSETS   | March 31,<br>2007<br>(unaudited) | December 31,<br>2006 |
|--|----------------------------------|----------------------|
| <b>CURRENT ASSETS:</b>   |                                  |                      |
| Cash and cash equivalents  | \$ 19,779                        | \$ 17,886            |
| Restricted cash  |                                  | 3,059                |
| Accounts receivable, net of allowance for doubtful accounts of \$368 and \$260, respectively | 20,999                           | 21,549               |
| Inventories  | 21,723                           | 19,226               |
| Prepaid expenses and other   | 1,413                            | 1,419                |
| Current deferred tax assets  | 701                              | 708                  |
| <b>Total current assets</b>  | <b>64,615</b>                    | <b>63,847</b>        |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>   |                                  |                      |
| Less - Accumulated depreciation  | (12,108)                         | (11,703)             |
| Property, plant and equipment, net   | 23,145                           | 20,260               |
| <b>GOODWILL, net</b>   | <b>847</b>                       | <b>847</b>           |
| <b>OTHER ASSETS, net</b>   | <b>15</b>                        | <b>19</b>            |
| <b>TOTAL ASSETS</b>  | <b>\$ 88,622</b>                 | <b>\$ 84,973</b>     |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**DYNAMIC MATERIALS CORPORATION & SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands, Except Share Data)

| <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>  | March 31,<br>2007<br>(unaudited) | December 31,<br>2006 |
|--|----------------------------------|----------------------|
| <b>CURRENT LIABILITIES:</b>  |                                  |                      |
| Accounts payable   | \$ 11,552                        | \$ 13,572            |
| Accrued expenses   | 2,179                            | 3,347                |
| Accrued income taxes   | 3,909                            | 1,892                |
| Accrued employee compensation and benefits   | 3,156                            | 3,710                |
| Customer advances  | 2,369                            | 2,394                |
| Current maturities on long-term debt   | 386                              | 382                  |
| <b>Total current liabilities</b>   | <b>23,551</b>                    | <b>25,297</b>        |
| <b>LONG-TERM DEBT</b>  | <b>386</b>                       | <b>382</b>           |
| <b>DEFERRED TAX LIABILITIES</b>  | <b>1,451</b>                     | <b>1,512</b>         |
| <b>OTHER LONG-TERM LIABILITIES</b>   | <b>209</b>                       | <b>202</b>           |
| <b>COMMITMENTS AND CONTINGENT LIABILITIES</b>  |                                  |                      |
| <b>Total liabilities</b>   | <b>25,597</b>                    | <b>27,393</b>        |
| <b>STOCKHOLDERS' EQUITY:</b>   |                                  |                      |
| Preferred stock, \$.05 par value; 4,000,000 shares authorized; no issued and outstanding shares                                    |                                  |                      |
| Common stock, \$.05 par value; 15,000,000 shares authorized; 12,093,999 and 11,981,999 shares issued and outstanding, respectively | 605                              | 599                  |
| Additional paid-in capital   | 22,662                           | 22,166               |
| Retained earnings  | 37,984                           | 33,102               |
| Other cumulative comprehensive income  | 1,774                            | 1,713                |
| <b>Total stockholders' equity</b>  | <b>63,025</b>                    | <b>57,580</b>        |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>  | <b>\$ 88,622</b>                 | <b>\$ 84,973</b>     |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**DYNAMIC MATERIALS CORPORATION & SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006**  
(Dollars in Thousands, Except Share Data)  
(unaudited)

|  | Three months ended<br>March 31, |            |
|--|---------------------------------|------------|
|  | 2007                            | 2006       |
| NET SALES  | \$ 33,094                       | \$ 25,175  |
| COST OF PRODUCTS SOLD                                  | 22,243                          | 15,894     |
| Gross profit   | 10,851                          | 9,281      |
| <b>COSTS AND EXPENSES:</b>                             |                                 |            |
| General and administrative expenses                    | 1,662                           | 1,527      |
| Selling expenses                                       | 1,647                           | 1,324      |
| Total costs and expenses                               | 3,309                           | 2,851      |
| INCOME FROM OPERATIONS OF CONTINUING OPERATIONS        | 7,542                           | 6,430      |
| <b>OTHER INCOME (EXPENSE):</b>                         |                                 |            |
| Interest income, net                                   | 188                             | 94         |
| Other income (expense), net                            | (7 )                            | (6 )       |
| INCOME BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS | 7,723                           | 6,518      |
| INCOME TAX PROVISION                                   | 2,841                           | 2,379      |
| INCOME FROM CONTINUING OPERATIONS                      | 4,882                           | 4,139      |
| INCOME FROM DISCONTINUED OPERATIONS, net of tax        |                                 | 1,357      |
| NET INCOME   | \$ 4,882                        | \$ 5,496   |
| <b>INCOME PER SHARE - BASIC:</b>                       |                                 |            |
| Continuing operations                                  | \$ 0.41                         | \$ 0.35    |
| Discontinued operations                                |                                 | 0.12       |
| Net income   | \$ 0.41                         | \$ 0.47    |
| <b>INCOME PER SHARE - DILUTED:</b>                     |                                 |            |
| Continuing operations                                  | \$ 0.40                         | \$ 0.34    |
| Discontinued operations                                |                                 | 0.11       |
| Net income   | \$ 0.40                         | \$ 0.45    |
| <b>WEIGHTED AVERAGE NUMBER OF SHARES</b>               |                                 |            |
| <b>OUTSTANDING -</b>                                   |                                 |            |
| Basic  | 12,009,577                      | 11,768,098 |
| Diluted  | 12,222,601                      | 12,217,547 |
| ANNUAL DIVIDENDS DECLARED PER COMMON SHARE             | \$                              | \$ 0.15    |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements





**DYNAMIC MATERIALS CORPORATION & SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2007**  
(Amounts in Thousands)  
(unaudited)

|  | Common Stock<br>Shares | Amount | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Other<br>Cumulative<br>Comprehensive<br>Income | Total     | Comprehensive<br>Income<br>for the Period |
|--|------------------------|--------|----------------------------------|----------------------|--|-----------|---|
| Balances, December<br>31, 2006                                     | 11,982                 | \$ 599 | \$ 22,166                        | \$ 33,102            | \$ 1,713                                       | \$ 57,580 |   |
| Shares issued for<br>stock option exercises                        | 112                    | 6      | 272                              |                      |  | 278       |   |
| Stock-based<br>compensation  |                        |        | 224                              |                      |  | 224       |   |
| Net income   |                        |        |                                  | 4,882                |  | 4,882     | 4,882                                     |
| Change in cumulative<br>foreign currency<br>translation adjustment |                        |        |                                  |                      | 61   | 61        | 61  |
| Balances, March 31,<br>2007  | 12,094                 | \$ 605 | \$ 22,662                        | \$ 37,984            | \$ 1,774                                       | \$ 63,025 | \$ 4,943                                  |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**DYNAMIC MATERIALS CORPORATION & SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006**  
**(Dollars in Thousands)**  
**(unaudited)**

|  | 2007     | 2006     |
|--|----------|----------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                       |          |          |
| Net income   | \$ 4,882 | \$ 5,496 |
| Adjustments to reconcile net income to net cash provided by operating activities - |          |          |
| Income from discontinued operations, net of tax                                    |          | (1,357 ) |
| Depreciation   | 395      | 317      |
| Amortization of capitalized debt issuance costs                                    |          | 7        |
| Stock-based compensation   | 224      | 336      |
| Deferred income tax provision (benefit)  | (46 )    | 320      |
| Change in -  |          |          |
| Restricted cash  | 3,059    |          |
| Accounts receivable, net   | 553      | 689      |
| Inventories  | (2,487 ) | (531 )   |
| Prepaid expenses and other   | 6        | (803 )   |
| Accounts payable   | (2,011 ) | 120      |
| Customer advances  | 46       | 124      |
| Accrued expenses and other liabilities   | 212      | 1,775    |
| Net cash provided by operating activities  | 4,833    | 6,493    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                       |          |          |
| Acquisition of property, plant and equipment                                       | (3,257 ) | (469 )   |
| Sale of marketable securities  |          | 1,950    |
| Loan to related party  |          | (1,206 ) |
| Change in other non-current assets   |          | 79       |
| Payment received on other receivables related to discontinued operations           |          | 3        |
| Cash flows provided by investing activities of discontinued operations             |          | 2,197    |
| Net cash flows provided by (used in) investing activities                          | (3,257 ) | 2,554    |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**DYNAMIC MATERIALS CORPORATION & SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006**  
**(Dollars in Thousands)**  
**(unaudited)**

|   | 2007             | 2006             |
|---|------------------|------------------|
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                          |                  |                  |
| Repayments on related party lines of credit, net                      |                  | (45 )            |
| Payment on industrial development revenue bond                        |                  | (45 )            |
| Payment of dividends  |                  | (1,766 )         |
| Change in other long-tem liabilities                                  | 5                | 7                |
| Net proceeds from issuance of common stock to employees and directors | 278              | 74               |
| Tax benefit related to exercise of stock options                      |                  | 54               |
| Net cash flows provided by (used in) financing activities             | 283              | (1,721 )         |
| <b>EFFECTS OF EXCHANGE RATES ON CASH</b>                              | <b>34</b>        | <b>25</b>        |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>                      | <b>1,893</b>     | <b>7,351</b>     |
| <b>CASH AND CASH EQUIVALENTS, beginning of the period</b>             | <b>17,886</b>    | <b>5,763</b>     |
| <b>CASH AND CASH EQUIVALENTS, end of the period</b>                   | <b>\$ 19,779</b> | <b>\$ 13,114</b> |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**DYNAMIC MATERIALS CORPORATION & SUBSIDIARY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Dollars in Thousands, Except Share and Per Share Data)**

**(unaudited)**

**1. BASIS OF PRESENTATION**

The information included in the Condensed Consolidated Financial Statements is unaudited but includes all normal and recurring adjustments which, in the opinion of management, are necessary for a fair presentation of the interim periods presented. These Condensed Consolidated Financial Statements should be read in conjunction with the financial statements that are included in the Company's Annual Report filed on Form 10-K for the year ended December 31, 2006.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation**

**The Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. All significant intercompany accounts, profits and transactions have been eliminated in consolidation.**

**Foreign Operations and Foreign Exchange Rate Risk**

The functional currency for the Company's foreign operations is the applicable local currency for each affiliate company. Assets and liabilities of foreign subsidiaries for which the functional currency is the local currency are translated at exchange rates in effect at period-end, and the statements of operations are translated at the average exchange rates during the period. Exchange rate fluctuations on translating foreign currency financial statements into U.S. dollars that result in unrealized gains or losses are referred to as translation adjustments. Cumulative translation adjustments are recorded as a separate component of stockholders' equity and are included in other cumulative comprehensive income. Transactions denominated in currencies other than the local currency are recorded based on exchange rates at the time such transactions arise. Subsequent changes in exchange rates result in transaction gains and losses which are reflected in income as unrealized (based on period-end translations) or realized upon settlement of the transactions. Cash flows from the Company's operations in foreign countries are translated at actual exchange rates when known, or at the average rate for the period. As a result, amounts related to assets and liabilities reported in the consolidated statements of cash flows will not conform with changes in the corresponding balances in the Consolidated Balance Sheets. The effects of exchange rate changes on cash balances held in foreign currencies are reported as a separate line item below cash flows from financing activities.

**Revenue Recognition**

Sales of clad metal products and welding services are generally based upon customer specifications set forth in customer purchase orders and require the Company to provide certifications relative to metals used, services performed and the results of any non-destructive testing that the customer has requested be performed. All issues of conformity of the product to specifications are resolved before the product is shipped and billed. Revenue is recognized only when all four of the following criteria have been satisfied: persuasive evidence of an arrangement exists; the price is fixed or determinable; delivery has occurred; and collection is reasonably assured. For contracts that require multiple shipments, revenue is recorded only for the units included in each individual shipment. If, as a contract proceeds toward completion, projected total cost on an individual contract indicates a potential loss, the Company recognizes such anticipated loss at such time.

**Loan to Related Party**

Nobelclad Europe, S.A. ( Nobelclad ) had a Euro-denominated cash management agreement with SNPE, the parent company of SNPE, Inc., the Company's former majority stockholder, which provided for loans to or from either party of up to approximately \$3,400, based on the December 31, 2005 exchange rates. Amounts outstanding under this agreement bore interest at EURIBOR plus 1.5% annually. Due to Nobelclad's excess cash position during the first quarter of 2006, it began advancing cash to SNPE through this intercompany cash agreement. At March 31, 2006, these advances to SNPE totaled 1,003 Euros (\$1,211). The interest rate earned on these advances exceeded the interest rate that Nobelclad could earn on excess cash and cash equivalents held at its local bank. The agreement allowed Nobelclad to request repayment on the advances at any time. The balance outstanding at March 31, 2006 was repaid in full in April 2006 and the agreement was terminated upon the sale of our common stock by SNPE.

**Earnings Per Share**

Basic earnings per share ( EPS ) is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted EPS recognizes the potential dilutive effects of dilutive securities. The following represents a reconciliation of the numerator and denominator used in the calculation of basic and diluted EPS:

|   | For the three months ended March 31, 2007 |            |                  |
|---|---|------------|------------------|
|   | Income                                    | Shares     | Per share Amount |
| Basic earnings per share:                           |   |            |                  |
| Net income  | \$ 4,882                                  | 12,009,577 | \$ 0.41          |
| Dilutive effect of options to purchase common stock |   | 209,141    |                  |
| Dilutive effect of restricted stock awards          |   | 3,883      |                  |
| Dilutive earnings per share:                        |   |            |                  |
| Net income  | \$ 4,882                                  | 12,222,601 | \$ 0.40          |

|   | For the three months ended March 31, 2006 |            | Per share<br>Amount |
|---|---|------------|---------------------|
|   | Income                                    | Shares     |                     |
| Basic earnings per share:                           |   |            |                     |
| Net income  | \$ 5,496                                  | 11,768,098 | \$ 0.47             |
| Dilutive effect of options to purchase common stock |   | 449,449    |                     |
| Dilutive earnings per share:                        |   |            |                     |
| Net income  | \$ 5,496                                  | 12,217,547 | \$ 0.45             |

### 3. INCOME TAXES

The Company adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an interpretation of FASB No. 109 (FIN 48) which clarifies the accounting and disclosure for uncertainty in tax positions, on January 1, 2007. FIN 48 seeks to harmonize certain accounting practices associated with the recognition and measurement of income taxes. As a result of the implementation of FIN 48, the Company recognized no material adjustment in the liability for unrecognized income tax benefits. On the adoption date of January 1, 2007, the Company had \$394 of unrecognized tax benefits, all of which would affect our effective tax rate if recognized. At March 31, 2007, the balance of unrecognized tax benefits remains at \$394, and primarily relates to uncertain U.S. Federal tax positions. The Company has identified no uncertain tax position for which it is reasonably possible that the total amount of unrecognized tax benefits will significantly increase or decrease within the 12 months following the date of adoption of FIN 48.

The Company recognizes interest and penalties related to uncertain tax positions in operating expense. As of March 31, 2007, the Company's accrual for interest and penalties related to uncertain tax positions is insignificant.

The Company's U.S. Federal tax returns for the tax years 2003-2006 remain open to examination while most of the Company's state tax returns remain open to examination for the tax years 2002-2006. The Company's foreign tax returns remain open to examination for the tax years 2003-2006 in France and 2001-2006 in Sweden.

**4. INVENTORY**

The components of inventory are as follows at March 31, 2007 and December 31, 2006:

|                 | March 31,<br>2007<br>(unaudited) | December 31,<br>2006 |
|-----------------|----------------------------------|----------------------|
| Raw materials   | \$ 7,353                         | \$ 6,282             |
| Work-in-process | 13,625                           | 12,314               |
| Supplies        | 745                              | 630                  |
|                 | \$ 21,723                        | \$ 19,226            |

**5. DEBT**

Long-term debt consists of the following at March 31, 2007 and December 31, 2006:

|                         | March 31,<br>2007<br>(unaudited) | December 31,<br>2006 |
|-------------------------|----------------------------------|----------------------|
| Term loan - French bank | \$ 772                           | \$ 764               |
| Less current maturities | (386 )                           | (382 )               |
| Long-term debt          | \$ 386                           | \$ 382               |

Loan Covenants and Restrictions

The Company's existing loan agreements include various covenants and restrictions, certain of which relate to the incurrence of additional indebtedness, mortgaging, pledging or disposition of major assets, limits on capital expenditures and maintenance of specified financial ratios. As of March 31, 2007, the Company was in compliance with all financial covenants and other provisions of its debt agreements.

**6. BUSINESS SEGMENTS**

The Company is organized in the following two segments: the Explosive Metalworking segment and AMK Welding. The Explosive Metalworking segment uses explosives to perform metal cladding and shock synthesis of industrial diamonds. The most significant product of this group is clad metal which is used in the fabrication of pressure vessels, heat exchangers and transition joints for various industries, including upstream oil and gas, oil refinery, petrochemicals, hydrometallurgy, aluminum production, shipbuilding, power generation, industrial refrigeration and similar industries. AMK Welding utilizes a number of welding technologies to weld components for manufacturers of jet engines and ground-based turbines.

The accounting policies of both segments are the same as those described in the summary of significant accounting policies. The Company's reportable segments are strategic business units that offer different products and services and are separately managed. Each segment is marketed to different customer types and requires different manufacturing processes and technologies. Segment information is presented for the three months ended March 31, 2007 and 2006 as follows:

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|   | <b>Explosive<br/>Metalworking<br/>Group</b> | <b>AMK<br/>Welding</b> | <b>Total</b> |
|---|---|------------------------|--------------|
| For the three months ended March 31, 2007:      |   |                        |              |
| Net sales                                       | \$ 31,495                                   | \$ 1,599               | \$ 33,094    |
| Depreciation                                    | \$ 335                                      | \$ 60                  | \$ 395       |
| Income from operations of continuing operations | \$ 7,502                                    | \$ 264                 | \$ 7,766     |
| Unallocated amounts:                            |   |                        |              |
| Stock-based compensation                        |   |                        | (224 )       |
| Interest income, net                            |   |                        | 188          |
| Other expense                                   |   |                        | (7 )         |
| Consolidated income before income taxes         |   |                        | \$ 7,723     |

|   | <b>Explosive<br/>Metalworking<br/>Group</b> | <b>AMK<br/>Welding</b> | <b>Total</b> |
|---|---|------------------------|--------------|
| For the three months ended March 31, 2006:      |   |                        |              |
| Net sales                                       | \$ 24,176                                   | \$ 999                 | \$ 25,175    |
| Depreciation                                    | \$ 262                                      | \$ 55                  | \$ 317       |
| Income from operations of continuing operations | \$ 6,658                                    | \$ 108                 | \$ 6,766     |
| Unallocated amounts:                            |   |                        |              |
| Stock-based compensation                        |   |                        | (336 )       |
| Interest income, net                            |   |                        | 94           |
| Other expense                                   |   |                        | (6 )         |
| Consolidated income before income taxes         |   |                        | \$ 6,518     |

**During the three months ended March 31, 2007, sales to one customer represented approximately \$5,417 (16%) of total net sales. During the three months ended March 31, 2006, sales to one customer represented approximately \$3,665 (15%) of total net sales.**



**7. COMPREHENSIVE INCOME**

The Company's comprehensive income for the three months ended March 31, 2007 and 2006 was as follows:

|   | <b>Three Months Ended</b> |             |
|---|---------------------------|-------------|
|   | <b>March 31,</b>          |             |
|   | <b>2007</b>               | <b>2006</b> |
| Net income for the period               | \$ 4,882                  | \$ 5,496    |
| Foreign currency translation adjustment | 61                        | 140         |
| Comprehensive income                    | \$ 4,943                  | \$ 5,636    |

As of March 31, 2007 and December 31, 2006 other cumulative comprehensive income of \$1,774 and \$1,713, respectively, consists entirely of cumulative foreign currency translation adjustment.

**8. DISCONTINUED OPERATIONS**

On September 17, 2004, DMC completed the divestiture of its Spin Forge division under an agreement that involved subleasing the Spin Forge real estate and leasing the manufacturing equipment and tooling to a third party. Under the master agreement relating to this divestiture transaction, the Company sold all inventory, books and records, intangible personal property, business information and technology, customer contracts, and licenses and permits relating to the Spin Forge business to this third party for a sales price of approximately \$1,700. The third party also assumed full responsibility for Spin Forge business activities and operating expenses. Despite the fact that the Company retained ownership of the equipment and continued to carry a capital lease asset of \$2,880 on its books, the Company concluded that the Spin Forge divestiture transaction qualified for treatment as discontinued operations since the Company had completely exited the Spin Forge operating business and had no intent to ever again operate any of the leased assets. In December 2006, the third party purchaser of the Spin Forge business purchased the majority of these leased assets while the remainder of the leased assets was liquidated by the Company. This transaction resulted in a pretax gain of \$228, which was recorded as discontinued operations in the fourth quarter of 2006. The Company had received rent of \$23 per month on these leased assets until the date of their sale.

On January 10, 2006, the Company sold its purchase option on the Spin Forge real estate to the property owner for \$2,300. The completion of this transaction resulted in a pretax gain of \$2,197, which was recorded as discontinued operations in the first quarter of 2006. In connection with the sale of the purchase option, the underlying lease agreement was terminated. Accordingly, the capital lease asset of \$2,880 and the related lease obligation of the same amount were removed from the Company's balance sheet in the first quarter of 2006.

Discontinued operations for the three months ended March 31, 2006 is summarized as follows:

|   | <b>Three Months Ended<br/>March 31, 2006</b> |
|---|--|
| Gain on sale of real estate purchase option     | \$ 2,197                                     |
| Related income tax expense                      | (840 )                                       |
| Income from discontinued operations, net of tax | \$ 1,357                                     |

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

The following discussion should be read in conjunction with our historical consolidated financial statements and notes, as well as the selected historical consolidated financial data that are included in the Company's Annual Report filed on Form 10-K for the year ended December 31, 2006.

Unless stated otherwise, all dollar figures in this discussion are presented in thousands (000's).

**Executive Overview**

Our business is organized into two segments: Explosive Metalworking and AMK Welding. For the three months ended March 31, 2007, Explosive Metalworking accounted for 95% of our net sales and 97% of our income from operations of continuing operations before consideration of stock-based compensation expense, which is not allocated to our business segments.

For the three months ended March 31, 2007, net sales increased by \$7,919 (31.5%) compared to the first three months of 2006, reflecting year-to-year net sales increases of \$7,319 (30.3%) and \$600 (60.1%) for our Explosive Metalworking and AMK Welding segments, respectively. Our operating income from continuing operations increased by 17.3% to \$7,542 in the first three months of 2007 from \$6,430 in the first three months of 2006, reflecting an \$844 improvement in Explosive Metalworking's operating income and a \$156 improvement in AMK Welding's operating income. Income from continuing operations increased by 18.0% to \$4,882 for the three months ended March 31, 2007 from \$4,139 in the same period of 2006. Our net income decreased to \$4,882 in the first three months of 2007 from \$5,496 in the first three months of 2006. For the three months ended March 31, 2006, net income included \$1,357 of income from discontinued operations, net of tax, relating to the sale of the Spin Forge real estate option as further discussed below.

*Net sales*

Explosive Metalworking's net sales are generated principally from sales of clad metal plates and sales of transition joints, which are made from clad plates, to customers that fabricate industrial equipment for various industries, including upstream oil and gas, oil refinery, petrochemicals, hydrometallurgy, aluminum production, shipbuilding, power generation, industrial refrigeration and similar industries. While demand for our clad metal products in the United States is largely driven by new plant construction and large plant expansion projects, maintenance and retrofit projects at existing chemical processing, petrochemical processing and oil refining facilities account for a significant portion of total demand. In contrast to the U.S. market, demand for our clad products in Europe and Asia is more dependent on new construction projects, such as the building of new purified terephthalic acid (PTA) plants in different parts of the world, including China, and on sales of electrical transition joints that are used in the aluminum production industry.

AMK Welding's net sales are generated from welding, heat treatment and inspection services that are provided with respect to customer-supplied parts for customers primarily involved in the power generation industry and aircraft engine markets.

A significant portion of our net sales is derived from a relatively small number of customers; therefore, the failure to complete existing contracts on a timely basis, and to receive payment for such services in a timely manner, or to enter into future contracts at projected volumes

and profitability levels could adversely affect our ability to meet cash requirements exclusively through operating activities. We attempt to minimize the risk of losing customers or specific contracts by continually improving product quality, delivering product on time and competing favorably on the basis of price.

Explosive Metalworking's business is cyclical since it is linked to its customers' end-market activity. For example, the construction cycle for new manufacturing capacity in the chemical industry has historically been one characterized by significant amplitude. It is driven both by global economic demand growth and capacity utilization. As capacity starts to become tight for various chemicals and prices begin to rise, new manufacturing capacity is added in relatively large incremental amounts. Excess capacity drives prices down and capacity utilization drops.

*Gross profit and cost of products sold*

Cost of products sold for Explosive Metalworking include the cost of metals and alloys used to manufacture clad metal plates, the cost of explosives, employee compensation and benefits, freight, outside processing costs, depreciation of manufacturing facilities and equipment, manufacturing supplies and other manufacturing overhead expenses.

AMK Welding's cost of products sold consists principally of employee compensation and benefits, welding supplies (wire and gas), depreciation of manufacturing facilities and equipment, outside services and other manufacturing overhead expenses.

*Discontinued operations*

In September 2004, we completed the sale of our Spin Forge division. On January 10, 2006, we sold our option rights to purchase the Spin Forge real estate to the property owner for \$2,300. We recorded a pre-tax gain of approximately \$2,197 on this transaction, which was reported as discontinued operations, net of related taxes, in the first quarter of 2006.

*Income taxes*

Our effective income tax rate increased to 36.8% for the first three months of 2007 from 36.5% for the first three months of 2006. Income tax provisions on the earnings of Nobelclad and Nitro Metall AB ( Nitro Metall ) have been provided based upon the respective French and Swedish statutory tax rates. Going forward, based upon existing tax regulations and current federal, state and foreign statutory tax rates, we expect our effective tax rate on our consolidated pre-tax income to range between 36% and 38%.

*Backlog*

We use backlog as a primary means of measuring the immediate outlook for our business. We define backlog at any given point in time to consist of all firm, unfulfilled purchase orders and commitments at that time. Generally speaking, we expect to fill most backlog orders within the following 12 months. From experience, most firm purchase orders and commitments are realized. However, since orders may be rescheduled or canceled, and a significant portion of our net sales is derived from a small number of customers, backlog is not necessarily indicative of future sales levels. Moreover, we cannot be sure of when during the future 12-month period we will be able to recognize revenue corresponding to our backlog nor can we be sure that revenues corresponding to our backlog will not fall into periods beyond the 12-month horizon.

Our backlog with respect to the Explosive Metalworking segment decreased slightly to approximately \$67.9 million at March 31, 2007 from approximately \$68.8 million at December 31, 2006.

**Three Months Ended March 31, 2007 Compared to Three Months Ended March 31, 2006***Net sales*

|           | Three Months Ended |           |          | Percentage |   |
|-----------|--------------------|-----------|----------|------------|---|
|           | March 31,          | 2006      | Change   | Change     |   |
|           | 2007               |           |          |            |   |
| Net sales | \$ 33,094          | \$ 25,175 | \$ 7,919 | 31.5       | % |

Net sales for the first quarter of 2007 increased 31.5% to \$33,094 from \$25,175 in the first quarter of 2006. Explosive Metalworking sales increased 30.3% to \$31,495 in the three months ended March 31, 2007 (95% of total sales) from \$24,176 in the same period of 2006 (96% of total sales). The significant increase in Explosive Metalworking sales is principally attributable to the continued economic strength of the industries that this business segment serves.

AMK Welding contributed \$1,599 to first quarter 2007 sales (5% of total sales) which represented a 60.1% increase versus sales of \$999 in the first quarter of 2006 (4% of total sales).

*Gross profit*

|                                       | Three Months Ended |          |          | Percentage |   |
|---------------------------------------|--------------------|----------|----------|------------|---|
|                                       | March 31,          | 2006     | Change   | Change     |   |
|                                       | 2007               |          |          |            |   |
| Gross profit                          | \$ 10,851          | \$ 9,281 | \$ 1,570 | 16.9       | % |
| Consolidated gross profit margin rate | 32.8               | % 36.9   | %        |            |   |

Gross profit increased by 16.9% to \$10,851 for the three months ended March 31, 2007 from \$9,281 for the three months ended March 31, 2006. Our first quarter 2007 consolidated gross profit margin rate decreased to 32.8% from 36.9% in the first quarter of 2006. The gross profit margin for Explosive Metalworking decreased from 37.4% in the first quarter of 2006 to 33.1% in the first quarter of 2007 and the gross profit margin for AMK Welding increased to 28.8% in the first quarter of 2007 from 24.9% in the first quarter of 2006.

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The decreased gross margin rate for Explosive Metalworking relates primarily to changes in product mix during the first quarter of 2007 as compared that for the first quarter of 2006. AMK







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Welding's gross margin improvement relates principally to the sales increase discussed above and the resultant more favorable absorption of fixed manufacturing overhead expenses. Gross profit margins typically fluctuate from one quarter to the next for various reasons, including changes in sales volume and product mix. Our gross margins are likely to continue to fluctuate from quarter-to-quarter.

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*General and administrative expenses*

|                                   | Three Months Ended |          |        | Change | Percentage Change |
|-----------------------------------|--------------------|----------|--------|--------|-------------------|
|                                   | March 31, 2007     | 2006     |        |        |                   |
| General & administrative expenses | \$ 1,662           | \$ 1,527 | \$ 135 | 8.8    | %                 |
| Percentage of net sales           | 5.0                | % 6.1    | %      |        |                   |

General and administrative expenses increased by \$135, or 8.8%, to \$1,662 in the first quarter of 2007 from \$1,527 in the first quarter of 2006. Expense increases reflect an impact of \$138 from annual salary adjustments and staffing changes, a \$46 increase in accrued incentive compensation expense, a \$30 increase in directors and officers insurance premiums and minor net increases of \$91 in a number of other expense categories. These increases were partially offset by a decrease of \$170 in stock-based compensation expense. As a percentage of net sales, general and administrative expenses decreased to 5.0% in the first quarter of 2007 from 6.1% in the first quarter of 2006.

*Selling expenses*

|                         | Three Months Ended |          |        | Change | Percentage Change |
|-------------------------|--------------------|----------|--------|--------|-------------------|
|                         | March 31, 2007     | 2006     |        |        |                   |
| Selling expenses        | \$ 1,647           | \$ 1,324 | \$ 323 | 24.4   | %                 |
| Percentage of net sales | 5.0                | % 5.3    | %      |        |                   |

Selling expenses, which include sales commissions of \$423 in 2007 and \$472 in 2006, increased by 24.4% to \$1,647 in the first quarter of 2007 from \$1,324 in the first quarter of 2006. The \$323 increase in selling expenses reflects an impact of \$105 from annual salary adjustments and staffing changes, an increase of \$81 in the provision for doubtful accounts, a \$53 increase in accrued incentive compensation expense and a \$31 increase in stock-based compensation expense. As a percentage of net sales, selling expenses decreased to 5.0% in the first quarter of 2007 from 5.3% in the first quarter of 2006.

*Income from operations of continuing operations*

|   | Three Months Ended |          |          | Change | Percentage Change |
|---|--------------------|----------|----------|--------|-------------------|
|   | March 31, 2007     | 2006     |          |        |                   |
| Income from operations of continuing operations | \$ 7,542           | \$ 6,430 | \$ 1,112 | 17.3   | %                 |

Income from operations increased by 17.3% to \$7,542 in the first quarter of 2007 from \$6,430 in the first quarter of 2006. Explosive Metalworking reported income from operations of \$7,502 in the first quarter of 2007 as compared to \$6,658 in the first quarter of 2006. This 12.7%

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increase is largely attributable to the 30.3% sales increase discussed above. AMK Welding reported income from operations of \$264 for the three months ended March 31, 2007 as compared to \$108 for the same period of 2006.

Income from operations of continuing operations for the three months ended March 31, 2007 and 2006 includes \$224 and \$336, respectively, of stock-based compensation expense. This expense is not allocated to our two business segments and thus is not included in the above first quarter operating income totals for Explosive Metalworking and AMK Welding.

*Interest income (expense), net*

|                                | Three Months Ended |       | Change | Percentage Change |
|--------------------------------|--------------------|-------|--------|-------------------|
|                                | March 31, 2007     | 2006  |        |                   |
| Interest income (expense), net | \$ 188             | \$ 94 | \$ 94  | NM                |

Net interest income (expense) improved by \$94, to a net of \$188 in interest income for the first quarter 2007 from a net of \$94 in interest income in the first quarter of 2006. This change in net interest income (expense) reflects investment earnings on the large cash balances that we are currently carrying.

*Income tax provision*

|                      | Three Months Ended |          | Change | Percentage Change |
|----------------------|--------------------|----------|--------|-------------------|
|                      | March 31, 2007     | 2006     |        |                   |
| Income tax provision | \$ 2,841           | \$ 2,379 | \$ 462 | 19.4 %            |
| Effective tax rate   | 36.8               | % 36.5   | %      |                   |

We recorded an income tax provision of \$2,841 in the first quarter of 2007 compared to \$2,379 in the first quarter of 2006. The effective tax rate increased to 36.8% in the first quarter of 2007 from 36.5% in the first quarter of 2006. The income tax provisions for the three months ended March 31, 2007 and 2006 include \$2,102 and \$1,844, respectively, related to U.S. taxes, with the remainder relating to foreign taxes associated with the operations of Nobelclad and its Swedish subsidiary, Nitro Metall. We expect our full year 2007 effective tax rate on consolidated pre-tax income to be in the 36% to 38% range.

*Income from discontinued operations*

|                                     | Three Months Ended |          | Change     | Percentage Change |
|-------------------------------------|--------------------|----------|------------|-------------------|
|                                     | March 31, 2007     | 2006     |            |                   |
| Income from discontinued operations | \$                 | \$ 1,357 | \$ (1,357) | ) NA              |

We completed the divestiture of our Spin Forge division in September 2004. Under the principal divestiture agreement, we sold the assets of the Spin Forge division to a third party, excluding certain equipment and real estate which were leased or subleased to the buyer. We held a purchase option on the Spin Forge real estate that allowed us to purchase the real estate for

\$2,880, a price that was below the real estate's appraised value. On January 10, 2006, we sold our purchase option on the Spin Forge real estate to the property owner for \$2,300. We recorded a pre-tax gain of approximately \$2,197 on this transaction, which was reported in discontinued operations, net of related taxes.

### **Liquidity and Capital Resources**

We have historically financed our operations from a combination of internally generated cash flow, revolving credit borrowings, various long-term debt arrangements and the issuance of common stock. We believe that cash flow from operations and funds available under our current credit facilities and any future replacement thereof will be sufficient to fund the working capital, debt service and capital expenditure requirements of our current business operations for the foreseeable future. Nevertheless, our ability to generate sufficient cash flows from operations will depend upon our success in executing our strategies, including our ability to secure new customer orders at our operating divisions, and to continue to implement cost-effective internal processes.

#### *Debt and other contractual obligations and commitments*

**We have a \$10,000 credit facility with Wells Fargo Bank, N.A.** Any restriction on the availability of borrowing under this credit facility could negatively affect our ability to meet future cash requirements. Our existing loan agreements include various covenants and restrictions, certain of which relate to the payment of dividends or other distributions to stockholders, redemption of capital stock, incurrence of additional indebtedness, mortgaging, pledging or disposition of major assets and maintenance of specified financial ratios. As of March 31, 2007, we were in compliance with all financial covenants and other provisions of our debt agreements.

The Company's principal cash flows related to debt obligations and other contractual obligations and commitments have not materially changed since December 31, 2006.

#### *Cash flows from operating activities*

Net cash flows provided by operating activities for the first quarter of 2007 totaled \$4,833. Significant sources of operating cash flow included net income of \$4,882, non-cash depreciation and amortization expense of \$395 and stock-based compensation of \$224. These sources of operating cash flow were partially offset by net negative changes in various components of working capital in the amount of \$622. Net negative changes in working capital included increases in inventories of \$2,487 and decreases in accounts payable of \$2,011. These negative changes in working capital were largely offset by decreases in restricted cash and accounts receivable of \$3,059 and \$553, respectively.

Net cash flows provided by operating activities for the first quarter 2006 totaled \$6,493. Significant sources of operating cash flow included net income from continuing operations of \$4,139, non-cash depreciation and amortization expense of \$324, stock-based compensation of \$336, \$320 from provision for deferred income taxes and positive net changes in various components of working capital in the amount of \$1,374. Net positive changes in working capital included a decrease in accounts receivable of \$689 and increases in accounts payable and accrued expenses and other liabilities of \$120 and \$1,899, respectively. These positive changes in working capital were partially offset by an increase in inventories and prepaid expenses of \$531 and \$803 respectively.

*Cash flows from investing activities*

Net cash flows used by investing activities for the first quarter of 2007 totaled \$3,257 and consisted entirely of capital expenditures.

Net cash flows provided by investing activities for the first quarter of 2006 were \$2,554 and consisted primarily of \$1,950 from the sale of marketable securities and \$2,197 for investment activities of discontinued operations that consisted of the sale of the Spin Forge real estate purchase option. These cash inflows were partially offset by \$469 in capital expenditures and \$1,206 for a loan to a related party.

*Cash flows from financing activities*

Net cash flows provided by financing activities for the first quarter of 2007 were \$283, which consisted primarily of net proceeds from the issuance of common stock relating to the exercise of stock options.

Net cash flows used in financing activities for the first quarter of 2006 were \$1,721. Significant uses of cash for financing activities included a \$1,766 payment of annual dividends, \$45 repayment on related party line of credit and industrial development revenue bond principal payments of \$45. Sources of cash flow from financing activities include \$74 in net proceeds from the issuance of common stock relating to the exercise of stock options and \$54 for an excess tax benefit related to the exercise of stock options.

*Payment of Dividends*

We may pay annual dividends subject to capital availability and periodic determinations that cash dividends are in the best interests of our stockholders, but we cannot assure you that such payments will continue. Future dividends may be affected by, among other items, our views on potential future capital requirements, future business prospects, changes in federal income tax law and any other factors that our board of directors deems relevant. Any decision to pay cash dividends is and will continue to be at the discretion of the board of directors.

**Critical Accounting Policies**

Our historical consolidated financial statements and notes to our historical consolidated financial statements contain information that is pertinent to our management's discussion and analysis of financial condition and results of operations. Preparation of financial statements in conformity with accounting principles generally accepted in the United States requires that our management make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. However, the accounting principles used by us generally do not change our reported cash flows or liquidity. Interpretation of the existing rules must be done and judgments made on how the specifics of a given rule apply to us.

In management's opinion, the more significant reporting areas impacted by management's judgments and estimates are revenue recognition, asset impairments, inventory valuation and impact of foreign currency exchange rate risks. Management's judgments and estimates in these areas are based on information available from both internal and external sources, and actual results could differ from the estimates, as additional information becomes known. We believe the following to be our most critical accounting policies.

*Revenue recognition*

Sales of clad metal products and welding services are generally based upon customer specifications set forth in customer purchase orders and require us to provide certifications relative to metals used, services performed and the results of any non-destructive testing that the customer has requested be performed. All issues of conformity of the product to specifications are resolved before the product is shipped and billed. Revenue is recognized only when all four of the following criteria have been satisfied: persuasive evidence of an arrangement exists; the price is fixed or determinable; delivery has occurred; and collection is reasonably assured. For contracts that require multiple shipments, revenue is recorded only for the units included in each individual shipment. If, as a contract proceeds toward completion, projected total cost on an individual contract indicates a potential loss, we provide currently for such anticipated loss.

*Asset impairments*

We review our long-lived assets held and used by us for impairment whenever events or changes in circumstances indicate their carrying amount may not be recoverable. In so doing, we estimate the future net cash flows expected to result from the use of the asset and its eventual disposition. If the sum of the expected future net cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized to reduce the asset to its estimated fair value. Otherwise, an impairment loss is not recognized. Long-lived assets to be disposed of, if any, are reported at the lower of carrying amount or fair value less cost to sell.

*Goodwill*

Goodwill is tested for impairment at least annually on reporting units one level below the segment level and any impairment is based on the reporting unit's estimated fair value. Fair value can be determined based on discounted cash flows, comparable sales or valuations of similar businesses. Impairment occurs when the carrying amount of goodwill exceeds its estimated fair value. Our policy is to test goodwill for impairment in the fourth quarter of each year unless an indicator of impairment arises earlier.

The entire amount of goodwill, which had a carrying value of \$847 on our balance sheet as of March 31, 2007, relates to our Explosive Metalworking segment. Based on the analysis performed in the fourth quarter of 2006, no impairment was recorded to the carrying value of goodwill.

*Impact of foreign currency exchange rate risks*

The functional currency for our foreign operations is the applicable local currency for each affiliate company. Assets and liabilities of foreign subsidiaries for which the functional currency is the local currency are translated at exchange rates in effect at period-end, and the statements of operations are translated at the average exchange rates during the period. Exchange rate fluctuations on translating foreign currency financial statements into U.S. dollars that result in unrealized gains or losses are referred to as translation adjustments. Cumulative translation adjustments are recorded as a separate component of stockholders' equity and are included in other cumulative comprehensive income (loss). Transactions denominated in currencies other than the local currency are recorded based on exchange rates at the time such transactions arise. Subsequent changes in exchange rates result in transaction gains and losses, which are reflected in income as unrealized (based on period-end translations) or realized upon settlement of the transactions. Cash flows from our operations in foreign countries are translated at actual exchange rates when known, or at the average rate for the period. As a result, amounts related to assets and liabilities reported in

the consolidated statements of cash flows will not conform with changes in the corresponding balances in the consolidated balance sheets. The effects of exchange rate changes on cash balances held in foreign currencies are reported as a separate line item below cash flows from financing activities.

#### *Income taxes*

We account for income taxes in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes ( SFAS 109 ), which requires the recognition of deferred tax assets and deferred tax liabilities for the expected future income tax consequences of transactions that have been included in our financial statements but not our tax returns. Deferred tax assets and liabilities are determined based on the temporary differences between the Consolidated Financial Statement basis and the tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. We routinely evaluate deferred tax assets to determine if they will more likely than not be recovered from future projected taxable income and, if not, we record an appropriate valuation allowance.

During 2005, we completed an analysis of prior year tax credits and related items. As a result of the analysis, we filed amended federal and state income tax returns. The amended state returns reported additional net operating losses and credits above the amounts we had previously recorded in our books and records. In assessing these additional losses and credits, we determined that the utilization of a portion of these did not meet the more likely than not criteria, due to potential changes in the states in which we have income tax nexus. Thus, we recorded a net valuation allowance of approximately \$177 against the deferred tax assets during 2005. As of March 31, 2007, the balance of this allowance is \$143.

#### *Stock-Based Compensation Expense*

We account for stock-based compensation in accordance with the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment ( SFAS 123R ). Under the fair value recognition provisions of SFAS 123R, stock-based compensation cost is estimated at the grant date based on the value of the award and is recognized as expense ratably over the requisite service period of the award. Determining the appropriate fair value model and calculating the fair value of stock options at the grant date requires judgment, including estimating stock price volatility, forfeiture rates and expected option life.

#### **Recent Accounting Pronouncements**

We adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of SFAS 109 ( FIN 48 ), which clarifies the accounting and disclosure for uncertainty in tax positions, on January 1, 2007. FIN 48 seeks to harmonize certain accounting practices associated with the recognition and measurement of income taxes. As a result of the implementation of FIN 48, we recognized no material adjustment in the liability for unrecognized income tax benefits. On the adoption date of January 1, 2007, we had \$394 of unrecognized tax benefits, all of which would affect our effective tax rate if recognized. At March 31, 2007, the balance of unrecognized tax benefits remains at \$394, and primarily relate to uncertain U.S. Federal tax positions.

We recognize interest and penalties related to uncertain tax positions in operating expense. As of March 31, 2007, our accrual for interest and penalties related to uncertain tax positions is insignificant.

**Our U.S. Federal tax returns for the tax years 2003-2006 remain open to examination while most of our state tax returns remain open to examination for the tax years 2002-2006. Our foreign tax returns remain open to examination for the tax years 2003-2006 in France and 2001-2006 in Sweden.**

**ITEM 3. Quantitative and Qualitative Disclosure about Market Risk**

There have been no events that materially affect our quantitative and qualitative disclosure about market risk from that reported in our Annual Report on Form 10-K for the year ended December 31, 2006.

**ITEM 4. Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is accurately recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily applied its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of March 31, 2007, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)). Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date the Company completed its evaluation.

The Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls or its internal controls will prevent all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. As a result of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. As a result of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Accordingly, the Company's disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the disclosure controls and procedures are met.



**Part II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

Our 2006 Annual Report on Form 10-K includes a detailed discussion of our risk factors. The information presented below updates and should be read in conjunction with the risk factors and information disclosed in our Form 10-K.

**Our backlog figures may not accurately predict future sales.**

We define backlog at any given point in time to consist of all firm, unfulfilled purchase orders and commitments at that time. Generally speaking, we expect to fill most items of backlog within the following 12 months. However, since orders may be rescheduled or canceled, and a significant portion of our net sales is derived from a small number of customers, backlog is not necessarily indicative of future sales levels. Moreover, we cannot be sure of when during the future 12-month period we will be able to recognize revenue corresponding to our backlog; nor can we be sure that revenues corresponding to our backlog will not fall into periods beyond the 12-month horizon.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None

**Item 5. Other Information**

None.

**Item 6.**

**Exhibits**

- 31.1 Certification of the President and Chief Executive Officer pursuant to 17 CFR 240.13a-14(a) or 17 CFR 240.15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Vice President and Chief Financial Officer pursuant to 17 CFR 240.13a-14(a) or 17 CFR 240.15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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- 32.1 Certification of the President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of the Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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**SIGNATURES**

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

**DYNAMIC MATERIALS CORPORATION**  
(Registrant)

Date: April 27, 2007

/s/ Richard A. Santa  
Richard A. Santa, Vice President and Chief Financial  
Officer (Duly Authorized Officer and Principal  
Financial and Accounting Officer)

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