EASTERN CO
Form 10-Q
April 29, 2016

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED April 2, 2016

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: 0599

THE EASTERN COMPANY
(Exact name of registrant as specified in its charter)

Connecticut (State or other jurisdiction of incorporation or organization)	06-0330020 (I.R.S. Employer Identification No.)
112 Bridge Street, Naugatuck, Connecticut (Address of principal executive offices)	06770 (Zip Code)

(203) 729-2255
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No [ ]

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

Large accelerated filer [ ]	Accelerated filer [X]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of April 27, 2016
Common Stock, No par value	6,250,207

PART 1 – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

THE EASTERN COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

ASSETS	April 2, 2016	January 2, 2016
Current Assets		
Cash and cash equivalents	$ 16,728,086	$ 17,814,986
Accounts receivable, less allowances: $461,000 - 2016; $450,000 - 2015	17,864,495	17,502,445
Inventories	35,684,938	36,842,413
Prepaid expenses and other assets	2,250,755	2,122,215
Deferred income taxes	986,167	986,167
Total Current Assets	73,514,441	75,268,226
Property, Plant and Equipment	63,813,669	63,438,241
Accumulated depreciation	(37,466,820)	(36,636,775)
	26,346,849	26,801,466
Goodwill	14,848,095	14,790,793
Trademarks	169,845	164,957
Patents, technology, and other intangibles net of accumulated amortization	2,032,599	2,113,576
Deferred income taxes	2,366,374	2,599,541
	19,416,913	19,668,867
TOTAL ASSETS	$ 119,278,203	$ 121,738,559

LIABILITIES AND SHAREHOLDERS’ EQUITY	April 2, 2016	January 2, 2016
Current Liabilities		
Accounts payable	$ 7,792,497	$ 9,109,394
Accrued compensation	1,809,148	2,873,871
Other accrued expenses	1,589,817	1,751,052
Current portion of long-term debt	1,250,000	1,428,571
Total Current Liabilities	12,441,462	15,162,888
Other long-term liabilities	286,920	286,920
Long-term debt, less current portion	1,250,000	1,785,714
Accrued postretirement benefits	744,473	793,055
Accrued pension cost	24,547,739	24,304,926
Shareholders’ Equity		
Voting Preferred Stock, no par value:		
Authorized and unissued: 1,000,000 shares		
Nonvoting Preferred Stock, no par value:		
Authorized and unissued: 1,000,000 shares		
Common Stock, no par value:		
Authorized: 50,000,000 shares		
Issued: 8,944,936 shares in 2016 and 8,942,461 shares in 2015	29,036,652	28,997,050
Treasury Stock: 2,694,729 shares in 2016 and 2015	(19,105,723)	(19,105,723)
Retained earnings	90,557,674	90,597,041
Accumulated other comprehensive income (loss):		
Foreign currency translation	(976,311)	(1,154,098)
Unrecognized net pension and postretirement benefit costs, net of tax	(19,504,683)	(19,929,214)
Accumulated other comprehensive loss	(20,480,994)	(21,083,312)
Total Shareholders’ Equity	80,007,609	79,405,056
TOTAL LIABILITIES AND SHAREHOLDERS’ EQUITY	$ 119,278,203	$ 121,738,559

See accompanying notes.

THE EASTERN COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended	
	April 2, 2016	April 4, 2015
Net sales	$ 33,101,657	$ 36,876,842
Cost of products sold	(26,681,211)	(29,541,664)
Gross margin	6,420,446	7,335,178
Selling and administrative expenses	(5,459,582)	(5,963,695)
Operating profit	960,864	1,371,483
Interest expense	(36,285)	(52,825)
Other income	21,374	7,007
Income before income taxes	945,953	1,325,665
Income taxes	297,880	451,714
Net income	$ 648,073	$ 873,951
Earnings per share:		
Basic	$ .10	$ .14
Diluted	$ .10	$ .14
Cash dividends per share:	$ .11	$ .11

See accompanying notes.

THE EASTERN COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

	Three Months Ended	
	April 2, 2016	April 4, 2015
Net income	$ 648,073	$ 873,951
Other comprehensive (loss) income:		
Change in foreign currency translation	177,787	(594,332)
Change in pension and postretirement benefit costs, net of taxes of:	424,531	339,590

2016 – $233,167				
2015 – $186,514				
Total other comprehensive (loss) income		602,318		(254,742)
Comprehensive income	$	1,250,391	$	619,209

See accompanying notes.

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THE EASTERN COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Three Months Ended	
	April 2, 2016	April 4, 2015
Operating Activities		
Net income	$ 648,073	$ 873,951
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	928,136	959,857
Unrecognized pension and postretirement benefits	851,929	848,173
Loss on sale of equipment and other assets	19,780	--
Issuance of Common Stock for directors' fees	39,601	7,498
Changes in operating assets and liabilities:		
Accounts receivable	(339,041)	(2,317,994)
Inventories	1,254,683	33,403
Prepaid expenses and other	(127,991)	(140,975)
Recoverable income taxes receivable	--	380,000
Other assets	(19,977)	57,208
Accounts payable	(1,336,219)	(14,302)
Accrued compensation	(1,099,262)	(1,349,334)
Other accrued expenses	(161,982)	989,385
Net cash provided by operating activities	657,730	326,870
Investing Activities		
Purchases of property, plant and equipment	(338,270)	(820,161)
Net cash used in investing activities	(338,270)	(820,161)
Financing Activities		
Principal payments on long-term debt	(714,285)	(357,142)
Dividends paid	(687,439)	(686,841)
Net cash used in financing activities	(1,401,724)	(1,043,983)
Effect of exchange rate changes on cash	(4,636)	(161,879)
Net change in cash and cash equivalents	(1,086,900)	(1,699,153)
Cash and cash equivalents at beginning of period	17,814,986	15,834,444
Cash and cash equivalents at end of period	$ 16,728,086	$ 14,135,291

See accompanying notes.

THE EASTERN COMPANY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
April 2, 2016

Note A – Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by generally accepted accounting principles in the United States for complete financial statements. Refer to the Company's consolidated financial statements and notes thereto included in its Form 10-K for the year ended January 2, 2016 for additional information.

The accompanying condensed consolidated financial statements are unaudited. However, in the opinion of management, all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for interim periods have been reflected therein. All intercompany accounts and transactions are eliminated. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year.

The condensed consolidated balance sheet as of January 2, 2016 has been derived from the audited consolidated balance sheet at that date.

Note B – Earnings Per Share

The denominators used in the earnings per share computations follow:

	Three Months Ended	
	April 2, 2016	April 4, 2015
Basic:		
Weighted average shares outstanding	6,247,760	6,244,088
Diluted:		
Weighted average shares outstanding	6,247,760	6,244,088
Dilutive stock options	-	-
Denominator for diluted earnings per share	6,247,760	6,244,088

Note C – Inventories

The components of inventories follow:

	April 2, 2016	January 2, 2016
Raw material and component parts	$ 10,598,427	$ 10,913,827
Work in process	7,422,467	7,681,576
Finished goods	17,664,044	18,247,010
	$ 35,684,938	$ 36,842,413

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Note D – Segment Information

Segment financial information follows:

	Three Months Ended			
		April 2, 2016		April 4, 2015
Revenues:				
Sales to unaffiliated customers:				
Industrial Hardware	$	14,591,513	$	14,786,666
Security Products		14,197,217		14,100,916
Metal Products		4,312,927		7,989,260
	$	33,101,657	$	36,876,842
Income before income taxes:				
Industrial Hardware	$	697,196	$	731,545
Security Products		1,128,196		786,291
Metal Products		(864,528		(146,353)
Operating Profit		960,864		1,371,483
Interest expense		(36,285		(52,825)
Other income		21,374		7,007
Income before income taxes	$	945,953	$	1,325,665

Note E – Recent Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases. ASU 2016-02 requires lessees to present right-of-use assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. The guidance is to be applied using a modified retrospective approach at the beginning of the earliest comparative period in the financial statements and is effective for years beginning after December 15, 2019. Early adoption is permitted. The Company is still in the process of determining the effect that the adoption of ASU 2016-02 will have on the accompanying financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that could impact its consolidated financial statements and does not believe that there are any other new accounting pronouncements that have been issued, but are not yet effective, that might have a material impact on the consolidated financial statements of the Company.

Note F – Debt

On January 29, 2010, the Company signed a secured Loan Agreement (the “Loan Agreement”) with People’s United Bank (“People’s”) which included a $5,000,000 term portion (the “Original Term Loan”) and a $10,000,000 revolving credit portion. On January 25, 2012, the Company amended the loan agreement by taking an additional $5,000,000 term loan (the “2012 Term Loan”). Interest on the Original Term Loan portion of the Loan Agreement is fixed at 4.98%. Interest on the 2012 Term Loan is fixed at 3.90%. The interest rate on the revolving credit portion of the Loan Agreement varied based on the LIBOR rate or People’s Prime rate plus a margin spread of 2.25%, with a floor rate of 3.25% and a maturity date of January 31, 2014. On January 23, 2014, the Company signed an amendment to its secured Loan Agreement with People’s which extended the maturity date of the $10,000,000 revolver portion of the

Loan Agreement to July 1, 2016 and changed the interest rate to LIBOR plus 2.25%, eliminating the floor previously in place. The Company did not utilize the revolving credit facility during Fiscal 2015 or during the first three months of 2016.

The Company has loan covenants under the Loan Agreement which required the Company to maintain a fixed charge coverage ratio of at least 1.1 to 1, and minimum tangible net worth of $55 million. In addition, the Company has restrictions on, among other things, new capital leases, purchases or redemptions of its capital stock, mergers and divestitures, and new borrowing. The Company was in compliance with all covenants in 2015 and for the three month period ended April 2, 2016.

Note G – Goodwill

The following is a roll-forward of goodwill from year-end 2015 to the end of the first quarter 2016:

	Industrial Hardware Segment	Security Products Segment	Metal Products Segment	Total
Beginning balance	$ 1,731,751	$ 13,059,042	$ —	$ 14,790,793
Foreign exchange	57,302	—	—	57,302
Ending balance	$ 1,789,053	$ 13,059,042	$ —	$ 14,848,095

Note H – Intangibles

The gross carrying amount and accumulated amortization of amortizable intangible assets:

	Industrial Hardware Segment	Security Products Segment	Metal Products Segment	Total	Weighted-Average Amortization Period (Years)
2016 Gross Amount					
Patents and developed technology	$ 2,262,367	$ 1,030,701	$ --	$ 3,293,068	15.9
Customer relationships	--	449,706	--	449,706	5.0
Non-compete agreements	--	407,000	--	407,000	5.0
Intellectual property	--	307,370	--	307,370	5.0
Total Gross Intangibles	$ 2,262,367	$ 2,194,777	$ --	$ 4,457,144	12.6
2016 Accumulated Amortization					
Patents and developed technology	$ 1,543,456	$ 590,070	$ --	$ 2,133,526	
Customer relationships	--	112,426	--	112,426	
Non-compete agreements	--	101,750	--	101,750	
Intellectual property	--	76,843	--	76,843	
Accumulated Amortization	$ 1,543,456	$ 881,089	$ --	$ 2,424,545	
	$ 718,911	$ 1,313,688	$ --	$ 2,032,599	

Net April 2, 2016 per
Balance Sheet

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2015 Gross Amount					
Patents and developed technology	$ 2,206,852	$ 1,029,181	$ --	$ 3,236,033	15.9
Customer relationships	--	449,706	--	449,706	5.0
Non-compete agreements	--	407,000	--	407,000	5.0
Intellectual property	--	307,370	--	307,370	5.0
Total Gross Intangibles	$ 2,206,852	$ 2,193,257	$ --	$ 4,400,109	12.6
2015 Accumulated Amortization					
Patents and developed technology	$ 1,478,692	$ 575,026	$ --	$ 2,053,718	
Customer relationships	--	89,941	--	89,941	
Non-compete agreements	--	81,400	--	81,400	
Intellectual property	--	61,474	--	61,474	
Accumulated Amortization	$ 1,478,692	$ 807,841	$ --	$ 2,286,533	
Net January 2, 2016 per Balance Sheet	$ 728,160	$ 1,385,416	$ --	$ 2,113,576	

Note I – Retirement Benefit Plans

The Company has non-contributory defined benefit pension plans covering certain U.S. employees. Plan benefits are generally based upon age at retirement, years of service and, for its salaried plan, the level of compensation. The Company also sponsors unfunded nonqualified supplemental retirement plans that provide certain current and former officers with benefits in excess of limits imposed by federal tax law.

The Company also provides health care and life insurance for retired salaried employees in the United States who meet specific eligibility requirements.

Significant disclosures relating to these benefit plans for the first quarter of fiscal 2016 and 2015 follow:

	Pension Benefits Three Months Ended		Postretirement Benefits Three Months Ended	
	April 2, 2016	April 4, 2015	April 2, 2016	April 4, 2015
Service cost	$ 813,005	$ 964,987	$ 10,750	$ 54,393
Interest cost	766,580	859,259	20,500	38,729
Expected return on plan assets	(1,243,941)	(1,287,914)	(11,750)	(22,984)
Amortization of prior service cost	50,143	54,647	(6,000)	(5,972)
Amortization of the net loss	627,055	472,728	(13,500)	4,701
Net periodic benefit cost	$ 1,012,842	$ 1,063,707	$ --	$ 68,867

The Company’s funding policy with respect to its qualified plans is to contribute at least the minimum amount required by applicable laws and regulations. In 2016, the Company expects to contribute $3.1 million into its pension plans and $118,000 into its postretirement plan. As of April 2, 2016, the Company has not made contributions into its pension plans and has contributed $46,000 to its postretirement plan and will make the remaining contributions as required during the remainder of the year.

On April 5, 2016 the Board of Directors passed a resolution freezing the benefits of The Salaried Employees Retirement Plan of The Eastern Company effective as of May 31, 2016. The Board also approved several enhancements to The Eastern Company Savings and Investment Plan effective June 1, 2016.

The Company has a contributory savings plan under Section 401(k) of the Internal Revenue Code covering substantially all U.S. non-union employees. The plan allows participants to make voluntary contributions of up to 100% of their annual compensation on a pretax basis, subject to IRS limitations. The plan provides for contributions by the Company at its discretion. The Company made contributions of $56,231 and $52,266 in the first quarter of 2016 and 2015, respectively.

Note J – Stock Based Compensation and Stock Options

As of April 2, 2016, the Company had one stock option plan, the 2010 plan, for officers, other key employees, and non-employee directors. Incentive stock options granted under the 2010 plan must have exercise prices that are not less than 100% of the fair market value of the stock on the dates the options are granted. Restricted stock awards may also be granted to participants under the 2010 plan with restrictions determined by the Compensation Committee of the Company's Board of Directors. Under the 2010 plan, non-qualified stock options granted to participants will have exercise prices determined by the Compensation Committee of the Company's Board of Directors. No options or restricted stock were granted in the first quarter of 2016 or 2015.

As of April 2, 2016, there were 500,000 shares of common stock reserved and available for future grant under the above noted 2010 plan.

Note K – Income Taxes

The Company files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2012 and non-U.S. income tax examinations by tax authorities prior to 2009.

The total amount of unrecognized tax benefits could increase or decrease within the next twelve months for a number of reasons, including the closure of federal, state and foreign tax years by expiration of the statute of limitations and the recognition and measurement considerations under FASB Accounting Standards Codification ("ASC") 740. There have been no significant changes to the amount of unrecognized tax benefits during the three months ended April 2, 2016. The Company believes that it is reasonably possible that the total amount of unrecognized tax benefits will not increase or decrease significantly over the next twelve months.

Note L - Financial Instruments and Fair Value Measurements

Financial Risk Management Objectives and Policies

The Company is exposed primarily to credit, interest rate and currency exchange rate risks which arise in the normal course of business.

Credit Risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company, as and when they become due. The primary credit risk for the Company is its receivable accounts with customers. The Company has established credit limits for customers and monitors their balances to mitigate the risk of loss. At April 2, 2016 and January 2, 2016, there were no significant concentrations of credit risk. No one customer represented more than 10% of the Company's net trade receivables at April 2, 2016 or at January 2, 2016. The maximum exposure to credit risk is primarily represented by the carrying amount of the Company's accounts receivable.

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Interest Rate Risk

On April 2, 2016, the Company has no exposure to the risk of changes in market interest rates as the interest rate on the outstanding debt is fixed at 4.98% and 3.90%.

Fair Value Measurements

Assets and liabilities that require fair value measurement are recorded at fair value using market and income valuation approaches and considering the Company's and counterparty's credit risk. The Company uses the market approach and the income approach to value assets and liabilities as appropriate. There are no assets or liabilities requiring fair value measurements on April 2, 2016 or January 2, 2016.

Note M – Subsequent Event

On April 5, 2016 the Board of Directors passed a resolution freezing the benefits of The Salaried Employees Retirement Plan of The Eastern Company as of May 31, 2016. The Board also approved several enhancements to The Eastern Company Savings and Investment Plan effective June 1, 2016.

ITEM 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to highlight significant changes in the Company's financial position and results of operations for the thirteen weeks ended April 2, 2016. The interim financial statements and this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Consolidated Financial Statements and Notes thereto for the fiscal year ended January 2, 2016 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016.

Certain statements set forth in this discussion and analysis of financial condition and results of operations are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. They use such words as "may," "will," "expect," "believe," "plan" and other similar terminology. These statements reflect manageme current expectations regarding future events and operating performance and speak only as of the date of this release. These forward-looking statements involve a number of risks and uncertainties, and actual future results and trends may differ materially depending on a variety of factors, including changing customer preferences, lack of success of new products, loss of customers, competition, increased raw material prices, problems associated with foreign sourcing of parts and products, changes within our industry segments and in the overall economy, litigation and legislation. In addition, terrorist threats and the possible responses by the U.S. and foreign governments, the effects on consumer demand, the financial markets, the travel industry, the trucking industry and other conditions increase the uncertainty inherent in forward-looking statements. Forward-looking statements reflect the expectations of the Company at the time they are made, and investors should rely on them only as expressions of opinion about what may happen in the future and only at the time they are made. The Company undertakes no obligation to update any forward-looking statement. Although the Company believes it has an appropriate business strategy and the resources necessary for its operations, future revenue and margin trends cannot be reliably predicted and the Company may alter its business strategies to address changing conditions.

In addition, the Company makes estimates and assumptions that may materially affect reported amounts and disclosures. These relate to valuation allowances for accounts receivable and for excess and obsolete inventories, accruals for pensions and other postretirement benefits (including forecasted future cost increases and returns on plan assets), provisions for depreciation (estimating useful lives), uncertain tax positions, and, on occasion, accruals for contingent losses.

Overview

Sales in the first quarter of 2016 decreased 10% when compared to the first quarter of 2015. The decrease in sales is primarily the result of a 46% decrease in sales in the Metal Products Segment. Sales of our mining products were down 46% due to the sharp decline in the U. S. coal industry. Sales in the Industrial Hardware and Security Products segment were comparable to the first quarter of 2015. Consolidated sales volume of existing products decreased in 2016 by 14% compared to the first quarter of 2015. The first quarter of 2016 was favorably affected by the introduction of new products which increased sales by 4%.

For the three months ended April 2, 2016, gross margin as a percentage of sales was 19% compared to 20% in the comparable period of 2015. This decrease was primarily the result of decreased sales volume of mining products in the Metal Products segment causing lower utilization of the Company's production capacity in the 2016 period.

Selling and administration costs decreased $0.5 million or 8% in the first quarter of 2016 compared to the prior year period. The decrease is the result of cost incurred in the first quarter of 2015 totaling approximately $0.6 million related to the proxy contest.

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Gross margin

$
3,786

$
464

$
1,739

$
5,989

28.0
%

4.1
%

72.5
%

21.9
%

Selling and administrative expenses

$
1,132

$
(242
)
$
260

$
1,150

13.1
%

-3.0
%

12.9
%

6.2
%

Operating profit

$
2,654

$
706

$
1,479

$
4,839

54.0
%

20.7
%

377.8
%

55.5
%

Industrial Hardware Segment

Net sales in the Industrial Hardware segment increased 9% in 2012 from the 2011 level. The higher sales in 2012 reflected an increase in sales of existing products to the distribution, service body, truck accessory, military and Class 8 truck markets compared to the same period in 2011, selective price increases to customers and the introduction of new products. All of the new products were developed internally and included rotary latches and a venting line of products for the Class 8 truck market; an escape hatch for the military market; a door latch for the recreational vehicle market; as well as a variety of locking and latching products for the many markets we serve.

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Cost of products sold for the Industrial Hardware segment increased $2.4 million or 5% from 2011 to 2012. The most significant factors resulting in changes in cost of products sold in 2012 compared to 2011 included:

- § an increase of $1.1 million or 3% in raw materials;
- § an increase of $1.0 million or 7% in costs for payroll and payroll related charges;
- § an increase of $0.2 million or 18% in costs for supplies and tools;
- § an increase of $0.2 million or 28% from the sale of scrap;
- § an increase of $0.1 million or 22% related to costs for maintenance and repairs;
- § an increase of $0.1 million or 72% in engineering expenses;
- § an increase of $0.1 million or 24% for fire and liability insurance;
- § a decrease of $0.4 million or 209% in foreign exchange;
- § and a decrease of $0.1 million or 67% for research and development.

Gross margin as a percentage of net sales for the Industrial Hardware segment increased from 20% in 2011 to 24% in 2012. The increase in gross margin for the 2012 period reflects the higher volume of sales in 2012, the mix of products produced and the changes in cost of products sold discussed above.

Selling and administrative expenses in the Industrial Hardware segment increased $1.1 million or 13% from 2011 to 2012. The most significant factors resulting in changes in selling and administrative expenses in the Industrial Hardware segment in 2012 compared to 2011 included:

- § an increase of $1.1 million or 18% in payroll and payroll related charges;
- § a increase of $0.1 million or 99% in commission payments;
- § and a decrease of $0.1 million or 19% in travel expenses.

Security Products Segment

Net sales in the Security Products segment increased 5% from 2011 to 2012. The increase in sales in 2012 in the Security Products segment is a combination of increased sales of existing products, selective price increases to customers and sales of new products. The increase in sales of existing products in 2012 in the Security Products segment resulted from sales to the many markets served by this segment, including: storage, cash management and commercial laundry. Sales of new products included new lock products for the storage, original equipment manufacturer, locksmith, cash management and commercial laundry markets. The new products included locker locks and end brackets for the electronic enclosure market; a mailbox lock and a mini “D” ring handle assembly for the storage market; a puck lock for the OEM market; as well as a variety of other lock products for various markets. Sales of new products for the commercial laundry industry included the new “Flash Cash” advanced, contactless and wireless cash payment system, Pinmate and Digicoin.

Cost of products sold for the Security Products segment increased $1.7 million or 5% from 2011 to 2012. The most significant factors resulting in changes in cost of products sold in 2012 compared to 2011 included:

- § an increase of $1.4 million or 5% in raw materials;
- § an increase of $0.2 million or 178% in foreign exchange;
- § an increase of $0.1 million or 14% in costs for supplies and tools;
- § an increase of $0.l million or 8% for engineering expenses;
- § and a decrease of $0.1 million or 49% for outbound freight.

Gross margin for 2012 of 24% was comparable to the 2011 period as a percentage of net sales for the Security Products segment.

Selling and administrative expenses in the Security Products segment decreased $0.2 million or 3% from 2011 to 2012. The most significant factors resulting in changes in selling and administrative expenses in the Security Products segment in 2012 compared to 2011 included:

§ an increase of $0.2 million or 34% in other administrative expenses;
§ an increase of $0.1 million or 1% in payroll and payroll related charges;
§ an increase of $0.1 million or 283% in bad debt expenses;
§ a decrease of $0.3 million or 83% in amortization expense;
§ a decrease of $0.1 million or 10% in commission payments;
§ a decrease of $0.1 million or 27% in advertising expenses;
§ and a decrease of $0.1 million or 15% in travel expenses.

Metal Products Segment

Net sales in the Metal Products segment increased 22% from 2011 to 2012. Sales of mine products increased 11% in 2012 compared to 2011. The increase in sales of mining products was driven by continued strong demand in 2012 in both the U.S. and Canadian mining markets compared to the prior year periods and the introduction of new mining products. New mining products included hexnuts, square cableheads, truss shoes, splice tubes, bearing blocks and steel mine anchor shells. The Company was not impacted during 2012 by the coal mining industry forecast of softening demand for coal beginning during the second half of 2012 resulting from new clean air rules enacted by the U.S. Environmental Protection Agency ("EPA"). The Company is actively trying to develop additional new products to replace any softening in future sales volume of mining products that may result from the new EPA clean air regulations. Sales of contract casting products increased 131% from 2011 levels. The increase in sales of contract castings in 2012 was primarily the result of new products which included: a tie plate for the railroad industry and kicker clips and rail clamps for a solar panel application.

Cost of products sold for the Metal Products segment increased $4.6 million or 17% from 2011 to 2012. The most significant factors resulting in changes in cost of products sold in 2012 compared to 2011 included:

§ an increase of $1.1 million or 16% in raw materials;
§ an increase of $1.2 million or 11% in costs for payroll and payroll related charges;
§ an increase of $1.5 million or 48% in costs for supplies and tools;
§ an increase of $0.3 million or 13% related to costs for maintenance and repairs;
§ an increase of $0.1 million or 9% in costs for depreciation;
§ and a decrease of $0.1 million or 8% for utility costs, resulting primarily from lower natural gas prices in 2012.

Gross margin as a percentage of sales in the Metal Products segment increased from 8% in 2011 to 12% in 2012. The improvement in gross margin compared to the prior year is due to increased sales volume, the mix of products produced, elimination of products with unacceptable profit margins, price increases to customers, and cost reductions related to improved production efficiency.

Selling and administrative expenses in the Metal Products segment increased $0.3 million or 13% from 2011 to 2012. The most significant factor resulting in changes in selling and administrative expenses in the Metal Products segment in 2012 compared to 2011 was:

§ an increase of $0.2 million or 17% in payroll and payroll related charges.

Other Items

The following table shows the amount of change from 2011 to 2012 in other items (dollars in thousands):

	Total	
Interest expense	$	138
		60%
Other income	$	16
		62%

Income taxes	$ 1,597	
		53%

Interest expense increased from 2011 to 2012 due to the increased level of debt in 2012.

Other income which is not material to the financial statements increased from 2011 to 2012 due to higher cash balances in the Company's cash management program in 2012.

Income taxes – the effective tax rate for 2012 was 35% and was comparable to the 2011 rate.

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Fiscal 2011 Compared to Fiscal 2010

The following table shows, for 2011 and 2010, selected line items from the consolidated statements of income as a percentage of net sales, by segment.

	Industrial Hardware	Security Products	Metal Products	Total
		2011		
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	79.6%	76.2%	91.6%	80.9%
Gross margin	20.4%	23.8%	8.4%	19.1%
Selling and administrative expense	13.0%	16.7%	7.0%	13.0%
Operating profit	7.4%	7.1%	1.4%	6.1%
		2010		
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	76.4%	75.6%	92.8%	79.5%
Gross margin	23.6%	24.4%	7.2%	20.5%
Selling and administrative expense	14.6%	17.0%	7.3%	14.0%
Operating profit	9.0%	7.4%	-0.1%	6.5%

The following table shows the amount of change from 2010 to 2011 in sales, cost of products sold, gross margin, selling and administrative expenses, and operating profit, by segment (dollars in thousands):

	Industrial Hardware	Security Products	Metal Products	Total
Net sales	$ 8,591	$ 2,099	$ 2,036	$ 12,726
Volume	12.3%	3.0%	4.4%	7.4%
Prices	0.4%	0.9%	3.0%	1.1%
New Products	2.2%	0.7%	0.2%	1.3%
	14.9%	4.6%	7.6%	9.8%
Cost of products sold	$ 8,612	$ 1,864	$ 1,571	$ 12,047
	19.6%	5.4%	6.3%	11.6%
Gross margin	$ (21)	$ 235	$ 465	$ 679
	-0.1%	2.1%	24.0%	2.5%
Selling and administrative expenses	$ 216	$ 205	$ 58	$ 479
	2.6%	2.6%	3.0%	2.6%
Operating profit	$ (237)	$ 30	$ 407	$ 200
	-4.6%	0.9%	2,730.9%	2.4%

Industrial Hardware Segment

Net sales in the Industrial Hardware segment increased 15% in 2011 from the 2010 level. The increased sales reflected an increase in sales of existing products, primarily to the vehicular markets in 2011 compared to 2010, as well as the introduction of new products. The increase was partially offset by lower sales to the military market as a result of the completion of certain military projects. All of the new products were developed internally and offered to the many markets we service, including: military, Class 8 truck, vehicular accessories and recreational vehicles. New products included a spacer for the military market, rotary latches and a line of vent products for the Class 8 truck market, a push button and a slam latch assembly for the vehicular accessory market, door latches for the recreational vehicle market, and an assortment of handles and latches used in many of the markets to which we sell. The Industrial Hardware segment continues to develop new latching systems for the military and continues to actively pursue expansion of hardware sales to the military markets.

Cost of products sold for the Industrial Hardware segment increased $8.6 million or 20% from 2010 to 2011. The most significant factors resulting in changes in cost of products sold in 2011 compared to 2010 included:

§ an increase of $6.2 million or 23% in raw materials;
§ an increase of $1.6 million or 13% in costs for payroll and payroll related charges;
§ an increase of $0.3 million or 65% for shipping expenses;
§ an increase of $0.2 million or 47% for equipment rental;
§ an increase of $0.2 million or 596% in foreign exchange;
§ and an increase of $0.1 million or 15% in costs for supplies and tools.

Gross margin as a percentage of net sales for the Industrial Hardware segment decreased to 20% in 2011 from the 2010 level of 24%. The decrease in gross margin is due to the mix of products produced and the increased cost of products sold noted in the above paragraph.

Selling and administrative expenses in the Industrial Hardware segment increased $0.2 million or 3% from 2010 to 2011. The most significant factor resulting in changes in selling and administrative expenses in the Industrial Hardware segment in 2011 compared to 2010 was:

§ an increase of $0.2 million or 5% in payroll and payroll related charges.

Security Products Segment

Net sales in the Security Products segment increased 5% from 2010 to 2011. The increase in sales in 2011 in the Security Products segment is primarily the result of increased sales of lock products to the travel, computer, and electronic enclosure markets. The current economic conditions continue to have a negative impact on sales to the vehicle market. Sales of products to the commercial laundry markets were comparable with the prior year. Sales of new products included new lock products for the electronic enclosure, storage and commercial laundry markets. The new products included a lock sleeve, a toggle switch cover and locker locks for the electronic enclosure market; a mailbox lock and a push button lock with a clutch knob for the storage market; as well as a variety of other lock products for various markets. Sales of new products for the commercial laundry industry included the new “Flash Cash” advanced, contactless and wireless cash payment system, Pinmate and Digicoin.

Cost of products sold for the Security Products segment increased $1.9 million or 5% from 2010 to 2011. The most significant factors resulting in changes in cost of products sold in 2011 compared to 2010 included:

§ an increase of $2.7 million or 11% in raw materials;
§ an increase of $0.1 million or 17% for engineering expenses;
§ a decrease of $0.3 million or 158% in foreign exchange;
§ a decrease of $0.3 million or 1424% in miscellaneous income;
§ a decrease of $0.2 million or 28% in depreciation expenses;
§ and a decrease of $0.1 million or 23% for outbound freight.

Gross margin for 2011 of 24% was comparable to the 2010 period as a percentage of net sales for the Security Products segment.

Selling and administrative expenses in the Security Products segment increased $0.2 million or 3% from 2010 to 2011. The most significant factors resulting in changes in selling and administrative expenses in the Security Products segment in 2011 compared to 2010 included:

§ an increase of $0.4 million or 13% in payroll and payroll related charges;
§ an increase of $0.1 million or 31% in travel expenses;
§ a decrease of $0.1 million or 85% in bad debt expenses;
§ a decrease of $0.1 million or 21% in amortization expense;
§ and a decrease of $0.1 million or 15% in advertising expenses.

Metal Products Segment

Net sales in the Metal Products segment increased 8% from 2010 to 2011. Sales of mine products increased 12% in 2011 compared to 2010. The increase in sales of mining products was driven by continued strong demand in both the U.S. and Canadian mining markets compared to the prior year period. Sales of contract casting products decreased 31% from 2010 levels. The decrease in sales of contract castings in 2011 was primarily because our 2010 period benefited from a temporary shutdown of production at a competing foundry. Sales of new products in 2011 were new steel shells for the mining industry.

Cost of products sold for the Metal Products segment increased $1.6 million or 6% from 2010 to 2011. The most significant factors resulting in changes in cost of products sold in 2011 compared to 2010 included:

§ an increase of $2.0 million or 43% in raw materials;
§ an increase of $0.2 million or 3% in costs for payroll and payroll related charges;
§ an increase of $0.1 million or 6% for utility costs;
§ a decrease of $0.5 million or 14% in costs for supplies and tools;
§ and a decrease of $0.2 million or 12% related to costs for maintenance and repairs.

Gross margin as a percentage of sales in the Metal Products segment increased from 7% in 2010 to 8% in 2011. The improvement in gross margin is due to the mix of products produced, elimination of products with unacceptable profit margins, price increases to customers, and improvement in manufacturing processes resulting from the $2.5 million capital expenditure program in 2010.

Selling and administrative expenses in the Metal Products segment increased $0.1 million or 3% from 2010 to 2011. The most significant factor resulting in changes in selling and administrative expenses in the Metal Products segment in 2011 compared to 2010 was:

§ an increase of $0.1 million or 8% in payroll and payroll related charges.

Other Items

The following table shows the amount of change from 2010 to 2011 in other items (dollars in thousands):

	Total
Interest expense	$ (35) -13%
Other income	$ 23 776%
Income taxes	$ 297 11%

Interest expense decreased from 2010 to 2011 due to a lower average amount of debt during 2011 compared to the prior year.

Other income increased from 2010 to 2011 due to higher interest income earned on cash balances in the Company's cash management program in 2011.

Income taxes – the effective tax rate increased in 2011 to 35% from the 33% rate in 2010. The 2011 effective tax rate was higher primarily as a result of a discretionary contribution to one of the Company's pension plans which resulted in a reduced manufacturing tax deduction.

Liquidity and Sources of Capital

The Company's financial position remained strong in 2012. The primary source of the Company's cash is earnings from operating activities adjusted for cash generated from or used for net working capital. The most significant recurring non-cash items included in net income are depreciation and amortization expense. Changes in working capital fluctuate with the changes in operating activities. As sales increase, there generally is an increased need for working capital. Since increases in working capital reduce the Company's cash, management attempts to keep the Company's investment in net working capital at a reasonable level by closely monitoring inventory levels and matching production to expected market demand, keeping tight control over the collection of receivables, and optimizing payment terms on its trade and other payables.

The Company is dependent on the continued demand for its products and subsequent collection of accounts receivable from its customers. The Company serves a broad base of customers and industries with a variety of products. As a result, any fluctuations in demand or payment from a particular industry or customer should not have a material impact on the Company's sales and collection of receivables. Management expects that the Company's foreseeable cash needs for operations, capital expenditures, debt service and dividend payments will continue to be met by the Company's operating cash flows and available credit facility.

The following table shows key financial ratios at the end of each year:

	2012	2011	2010
Current ratio	4.8	4.0	4.9
Average days' sales in accounts receivable	47	45	47
Inventory turnover	4.2	3.9	3.7
Ratio of working capital to sales	36.1%	34.5%	37.1%
Total debt to shareholders' equity	10.5%	9.8%	6.4%

The following table shows important liquidity measures as of the fiscal year end balance sheet date for each of the preceding three years (in millions):

	2012	2011	2010
Cash and cash equivalents			
- Held in the United States	$ 10.4	$ 5.2	$ 6.9
- Held by foreign subsidiary	8.1	5.9	5.3
	18.5	11.1	12.2
Working capital	56.9	48.6	48.3
Net cash provided by operating activities	13.6	1.4	9.5
Change in working capital impact on net cash (used)/provided by operating activities	0.3	(9.7)	(0.8)
Net cash used in investing activities	(4.2)	(3.4)	(4.7)
Net cash provided by/(used in) financing activities	(2.3)	0.8	(9.4)

U.S. income taxes have not been provided on the undistributed earnings of the Company's foreign subsidiaries except where required under U.S. tax laws. The Company would be required to accrue and pay United States income taxes to repatriate the funds held by foreign subsidiaries not otherwise provided. The Company intends to reinvest these earnings outside the United States indefinitely.

All cash held by foreign subsidiaries is readily convertible into other currencies, including the U.S. Dollar.

The $12.2 million increase in net cash provided by operating activities is a result of the increased earnings level and the Company's ability to control inventory and account receivable levels during the year. The $8.1 million decrease in net cash provided by operating activities from 2010 to 2011 was primarily related to the $5 million discretionary contribution made to the Company's salaried pension plan in December 2011. The major reasons for the contribution were to reduce 2011 cash payments for federal income taxes, to reduce future years' pension expense, and to attempt to take advantage of the spread between borrowing rates and expected investment return. The remaining changes were related to the reasonable increases in accounts receivable and inventory given the Company's increase in revenues during the year.

In Fiscal 2012, the impact on cash from the net change in working capital was $0.3 million. In Fiscal 2011, the impact on cash from the net change in working capital was ($9.7) million resulting mainly from the $5 million discretionary pension payment described above as well as the increases in accounts receivable and inventory which were anticipated given the increased revenue. In Fiscal 2010, the impact on cash from the net change in working capital was ($0.8) million resulting from cash used for changes in accounts receivable, inventory, prepaid expenses, other assets and other accrued expenses of $5.5 million, offset by cash provided by changes in accounts payable, pension and accrued compensation of $4.7 million.

Virtually the entire amount of cash used in investing activities in Fiscal 2012, 2011 and 2010 was for the purchase of fixed assets. Capital expenditures in Fiscal 2013 are expected to be in the range of $4 million.

In Fiscal 2012, the Company used approximately $2.3 million of cash for financing activities. In January 2012, the Company obtained a second term note in the amount of $5 million, and paid off the $3 million revolver that was in place at the end of Fiscal 2011. In addition, the Company paid approximately $1.3 million of the term balance in regular quarterly payments. The Company paid dividends during the year totaling approximately $3.1 million.

In Fiscal 2011, financing activities provided approximately $800,000. Approximately $2.3 million was provided from the utilization of $3 million from a line of credit reduced by $714,000 of repayments on the term loan. The Company also received approximately $758,000 from the issuance of new shares of its Common Stock (as a result of the exercise of qualified and non-qualified stock options) and related tax benefit from the disqualifying disposition of qualified stock options and the exercise of non-qualified stock options during the period. These items were offset by approximately $2.2 million in dividends paid during the period.

In Fiscal 2010, the Company used approximately $9.4 million of cash for financing activities. A net of approximately $7 million was used for debt repayments and the related refinancing that was completed on January 29, 2010. The Company also issued a one-time extra dividend in December 2010 which increased dividend payments to $3.2 million for Fiscal 2010 from approximately $2.2 million in Fiscal 2009. This use of cash was partially offset by $726,000 in net cash proceeds related to the exercise of stock options during 2010 ($1.3 million for new shares issued and a $108,000 tax benefit related to the exercise of stock options, less $730,000 for shares purchased by the treasury as payment for some of the new shares issued).

The Company leases certain equipment and buildings under cancelable and non-cancelable operating leases expiring at various dates up to five years. Rent expense amounted to approximately $1.2 million in 2012 and 2011, respectively and $1.0 million in 2010.

On September 22, 2006 the Company signed an unsecured loan agreement ("Prior Loan Agreement"), which included a $20,000,000 term loan and a revolving line of credit, with its former lender, Bank of America, N.A. The term portion of the loan required quarterly payments of $714,286 for a period of seven (7) years, maturing on September 22, 2013. Prior to April 21, 2009, the revolving credit portion allowed the Company to borrow up to $12,000,000 with a maturity date of September 22, 2009. The revolving credit portion had a variable quarterly commitment fee ranging from 0.10% to 0.25% based on operating results. Effective April 21, 2009, the Company agreed to a reduction in the amount available on the revolving credit portion to $3,000,000. Effective June 19, 2009, the quarterly commitment fee was fixed at 0.5%. The Prior Loan Agreement was settled in January 2010 when the Company refinanced all of its debt with People's United Bank.

The interest rates on the term and the revolving credit portions of the Prior Loan Agreement varied. Prior to June 19, 2009, the interest rates varied based on the LIBOR rate plus a margin spread of 1.0% to 1.65% for the term portion and 1.0% to 1.6% for the revolving credit portion. The margin rate spread was based on operating results calculated on a rolling-four-quarter basis. Effective June 19, 2009, the margin spread was fixed at a rate of 2.25%. The Company was also able to borrow funds at the lender's prime rate.

On November 13, 2009, the Company amended its Prior Loan Agreement with Bank of America, N.A. The amendment extended the term of the revolving credit portion of the Prior Loan Agreement to May 31, 2010 and permanently reduced the amount available to borrow to $3,000,000. In addition, the margin rate spread was fixed at two and one quarter percent (2.25%); the unused line fee was increased to one half of one percent (0.50%); and the fixed coverage ratio covenant was modified such that it would be calculated on a fiscal year to date basis (instead of a rolling four quarter basis) commencing with the second quarter of Fiscal 2009, provided that if the Company failed to comply with such fixed coverage ratio covenant for any quarter, then such ratio would be re-calculated to add back the amount of permitted dividends declared and actually paid during the period to meet the required 1.1 to 1.0 ratio, so long as the payment of such dividends did not result in the amount of consolidated cash to be below $10,000,000 on the date of determination. The testing period returned to a rolling 4 quarter period effective with the end of the first quarter of 2010. The amendment also required the Company to secure all of the present and future indebtedness of the Company and its subsidiaries with a continuing first priority security interest in all present and future assets of the Company and its consolidated subsidiaries.

On November 2, 2006, the Company entered into an interest rate swap contract with its former lender with an original notional amount of $20,000,000, which was equal to 100% of the outstanding balance of the term loan on that date. The notional amount began decreasing on a quarterly basis on January 2, 2007 following the principal repayment schedule of the term loan. The Company had a fixed interest rate of 5.25% on the swap contract and paid the difference between the fixed rate and LIBOR when LIBOR was below 5.25% and received interest when the LIBOR rate exceeded 5.25%. This remained in effect until

December 22, 2009 when the Company terminated the interest rate swap contract at a cost of $967,350, which was accounted for as a charge to interest expense. After terminating the contract, the Company commenced a refinancing plan of all of the Company's outstanding debt.

On January 29, 2010, the Company signed a new secured Loan Agreement (the "Loan Agreement") with People's United Bank ("People's") which included a $5,000,000 term portion and a $10,000,000 revolving credit portion. The term portion of the loan requires quarterly principal payments of $178,571 for a period of seven (7) years, maturing on January 31, 2017. The revolving credit portion has a quarterly commitment fee of one quarter of one percent (0.25%), and a maturity date of January 31, 2012. The proceeds of the term portion along with the Company's available cash were used to retire the remaining portion of the debt with Bank of America, N.A., which on January 29, 2010 totaled $10,714,286.

On January 25, 2012 the Company amended the Loan Agreement by taking an additional $5,000,000 term loan (the "2012 Term Loan"). The 2012 Term Loan requires quarterly principal payments of $178,571 for a period of seven (7) years, maturing on January 31, 2019.

Interest on the original term portion of the Loan Agreement is fixed at 4.98%. Interest on the 2012 Term Loan is fixed at 3.90%. For the period from January 29, 2010 to January 25, 2012, the interest rate on the revolving credit portion of the Loan Agreement varied based on the LIBOR rate or People's Prime rate plus a margin spread of 2.25%, with a floor rate of 4.0%. As part of the amendment signed on January 25, 2012, this was changed to the LIBOR rate or People's Prime rate plus 2.25%, with a floor of 3.25%; additionally the maturity date was extended to January 31, 2014. During December 2011, the Company used $3,000,000 of the line of credit, the proceeds of which, along with existing cash, were used to fund a discretionary pension payment made in December, 2011. The Company did not utilize the revolving credit portion of the Loan Agreement at any other time during 2011 or 2012.

The Company's loan covenants under the Loan Agreement require the Company to maintain a fixed charge coverage ratio of at least 1.1 to 1, a leverage ratio of no more than 1.75 to 1, and minimum tangible net worth of $43 million increasing each year by 50% of consolidated net income. This amount was approximately $48.5 million and $45.8 million as of December 29, 2012 and December 31, 2011, respectively. In addition, the Company has restrictions on, among other things, new capital leases, purchases or redemptions of its capital stock, mergers and divestitures, and new borrowing. The Company was in compliance with all covenants in 2011 and 2012.

Tabular Disclosure of Contractual Obligations

The Company's known contractual obligations as of December 29, 2012, are shown below (in thousands):

	Payments due by period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt obligations	$ 7,500	$ 1,429	$ 2,857	$ 2,321	$ 893
Estimated interest on long-term debt	865	296	396	152	21
Operating lease obligations	2,242	849	1,375	18	--
Estimated contributions to pension plans	20,182	1,937	5,924	5,924	6,397
Estimated post retirement benefits other than pensions	2,508	155	347	386	1,620
Total	$ 33,297	$ 4,666	$ 10,899	$ 8,801	$ 8,931

The amounts shown in the above table for estimated contributions to pension plans and estimated postretirement benefits other than pensions are based on the assumptions in Note 9 to the consolidated financial statements, as well as the assumption that participant counts will remain stable.

The Company does not have any non-cancellable open purchase orders.

In January 2010, the Company used a portion of its cash on hand to pay-down and refinance the balance of its long-term debt. In December 2011, the Company made a $5 million discretionary contribution to its salaried pension plan. As a result of this contribution, at the end of 2011 the Company was utilizing $3 million from its revolving credit facility. This amount was repaid in January 2012 when the Company took an additional $5 million term loan from its lender, People's United Bank. The Company believes it has sufficient cash on hand and credit resources available to it to sustain itself though the next fiscal year.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's foreign manufacturing facilities account for approximately 23% of total sales and 18% of total assets. Its U.S. operations buy from and sell to these foreign affiliates, and also make limited sales (approximately 17% of total sales) to nonaffiliated foreign customers. This trade activity could be affected by fluctuations in foreign currency exchange or by weak economic conditions. The Company's currency exposure is concentrated in the Canadian dollar, Mexican peso, New Taiwan dollar, Chinese RMB and Hong Kong dollar. Because of the Company's limited exposure to any single foreign market, any exchange gains or losses have not been material and are not expected to be material in the future. Had the exchange rate as of December 29, 2012 for all of the listed currencies changed by 1%, the total change in reported earnings would have been approximately $40,000. As a result, the Company does not attempt to mitigate its foreign currency exposure through the acquisition of any speculative or leveraged financial instruments. In 2012, a 10% increase/decrease in exchange rates would have resulted in a translation increase/decrease to sales of approximately $3.6 million, and to equity of approximately $2.5 million.

The Company has been able to recover cost increases in raw materials through either price increases to our customers or cost reductions in other areas of the business. Therefore, the Company has not entered into any contracts to address commodity price risk.

On January 29, 2010, the Company eliminated its interest rate risk by refinancing its long-term debt at a fixed rate of 4.98%. See Note 4 of the Company's financial statements included at Item 8 of this Annual Report on Form 10-K.

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

To the Board of Directors of
The Eastern Company
Naugatuck, Connecticut

We have audited the accompanying consolidated balance sheets of The Eastern Company (the Company) as of December 29, 2012 and December 31, 2011, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the years in the three-year period ended December 29, 2012. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements 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 audits 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, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 29, 2012 and December 31, 2011, and the results of its operations and its cash flows for each of the years in the three-year period ended December 29, 2012 in conformity with accounting principles generally accepted in the United States of America.

We also have 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 29, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 13, 2013 expressed an unqualified opinion.

/s/Fiondella, Milone & LaSaracina LLP

Glastonbury, Connecticut
March 13, 2013

The Eastern Company

Consolidated Balance Sheets

		December 29 2012		December 31 2011
ASSETS				
Current Assets				
Cash and cash equivalents	$	18,482,144	$	11,147,297
Accounts receivable, less allowances of $487,000 in 2012 and $423,000 in 2011		18,368,774		18,633,088
Inventories:				
Raw materials and component parts		8,473,007		11,863,199
Work in process		6,160,578		6,425,914
Finished goods		14,751,195		11,504,321
		29,384,780		29,793,434
Prepaid expenses and other assets		3,365,904		3,313,186
Recoverable income taxes receivable		1,158,632		647,950
Deferred income taxes		1,064,202		1,332,663
Total Current Assets		71,824,436		64,867,618
Property, Plant and Equipment				
Land		1,152,970		1,152,804
Buildings		14,490,407		14,181,502
Machinery and equipment		42,486,647		39,528,714
Accumulated depreciation		(32,469,281)		(30,228,924)
		25,660,743		24,634,096
Other Assets				
Goodwill		13,933,599		13,905,209
Trademarks		170,512		152,446
Patents, technology and other intangibles net of accumulated amortization		1,653,957		1,770,008
Deferred income taxes		2,610,903		1,370,597
		18,368,971		17,198,260
TOTAL ASSETS	$	115,854,150	$	106,699,974

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Consolidated Balance Sheets

	December 29 2012	December 31 2011
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 7,607,658	$ 8,412,245
Accrued compensation	3,453,709	2,999,478
Other accrued expenses	2,414,135	1,060,143
Current portion of long-term debt	1,428,571	3,714,286
Total Current Liabilities	14,904,073	16,186,152
Other long-term liabilities	607,463	655,001
Long-term debt, less current portion	6,071,428	3,035,714
Accrued postretirement benefits	2,507,726	1,853,157
Accrued pension cost	20,181,361	15,811,622
Commitments and contingencies (See Note 3)		
Shareholders' Equity		
Voting Preferred Stock, no par value:		
Authorized and unissued: 1,000,000 shares		
Nonvoting Preferred Stock, no par value:		
Authorized and unissued: 1,000,000 shares		
Common Stock, no par value:		
Authorized: 50,000,000 shares		
Issued: 8,914,478 shares in 2012 and 8,908,607 shares in 2011	28,585,498	28,499,779
Treasury Stock: 2,694,729 shares in 2012 and 2011	(19,105,723)	(19,105,723)
Retained earnings	78,717,589	73,200,362
Accumulated other comprehensive income (loss):		
Foreign currency translation	2,640,478	2,107,187
Unrecognized net pension and postretirement benefit costs, net of taxes	(19,255,743)	(15,543,277)
Accumulated other comprehensive loss	(16,615,265)	(13,436,090)
Total Shareholders' Equity	71,582,099	69,158,328
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 115,854,150	$ 106,699,974

See accompanying notes.

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Consolidated Statements of Income

	Year ended December 29 2012	December 31 2011	January 1 2011
Net sales	$ 157,509,185	$ 142,856,049	$ 130,130,360
Cost of products sold	(124,156,707)	(115,504,443)	(103,458,137)
Gross margin	33,352,478	27,351,606	26,672,223
Selling and administrative expenses	(19,801,055)	(18,639,426)	(18,160,504)
Operating profit	13,551,423	8,712,180	8,511,719
Interest expense	(369,357)	(231,481)	(266,297)
Other income	42,452	26,230	2,996
Income before income taxes	13,224,518	8,506,929	8,248,418
Income taxes	4,598,718	3,001,999	2,705,413
Net income	$ 8,625,800	$ 5,504,930	$ 5,543,005
Earnings per Share:			
Basic	$ 1.39	$ 0.89	$ 0.91
Diluted	$ 1.38	$ 0.89	$ 0.90

See accompanying notes.

Consolidated Statements of Comprehensive Income

	Year ended December 29 2012	December 31 2011	January 1 2011
Net income	$ 8,625,800	$ 5,504,930	$ 5,543,005
Other comprehensive (loss)/income -			
Change in foreign currency translation	533,291	(341,488)	752,662
Change in pension and postretirement benefit costs, net of income taxes benefit of $2,053,255 in 2012, $2,507,762 in 2011 and $227,018 in 2010	(3,712,466)	(4,607,131)	(418,175)
Total other comprehensive (loss)/income	(3,179,175)	(4,948,619)	334,487
Comprehensive income	$ 5,446,625	$ 556,311	$ 5,877,492

See accompanying notes.

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Consolidated Statements of Shareholders' Equity

	Common Shares	Common Stock	Treasury Shares	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Shareholders' Equity
Balances at January 2, 2010	8,709,384	$ 26,236,477	(2,644,215)	$ (18,375,416)	$ 67,558,201	$ (8,821,958)	$ 66,597,304
Net income					5,543,005		5,543,005
Cash dividends declared, $.52 per share					(3,181,587)		(3,181,587)
Currency translation adjustment						752,662	752,662
Change in pension and postretirement benefit costs, net of tax						(418,175)	(418,175)
Purchase of Common Stock for treasury			(50,514)	(730,307)			(730,307)
Issuance of Common Stock upon the exercise of stock options	141,750	1,348,585					1,348,585
Tax benefit from exercise of non-qualified stock options and disqualifying dispositions of incentive stock options		107,662					107,662
Issuance of Common Stock for directors' fees	1,628	24,594					24,594
Balances at January 1, 2011	8,852,762	27,717,318	(2,694,729)	(19,105,723)	69,919,619	(8,487,471)	70,043,743
Net income					5,504,930		5,504,930
Cash dividends declared, $.36 per share					(2,224,187)		(2,224,187)

Currency translation adjustment						(341,488)	(341,488)
Change in pension and postretirement benefit costs, net of tax						(4,607,131)	(4,607,131)
Issuance of Common Stock upon the exercise of stock options	54,500	651,390					651,390
Tax benefit from exercise of non-qualified stock options and disqualifying dispositions of incentive stock options		106,471					106,471
Issuance of Common Stock for directors' fees	1,345	24,600					24,600
Balances at December 31, 2011	8,908,607	28,499,779	(2,694,729)	(19,105,723)	73,200,362	(13,436,090)	69,158,328

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Consolidated Statements of Shareholders' Equity (continued)

	Common Shares		Common Stock	Treasury Shares		Treasury Stock		Retained Earnings		Accumulated Other Comprehensive Income (Loss)		Shareholders' Equity
Net income								8,625,800				8,625,800
Cash dividends declared, $.50 per share								(3,108,577)				(3,108,577)
Miscellaneous								4				4
Currency translation adjustment										533,291		533,291
Change in pension and postretirement benefit costs, net of tax										(3,712,466)		(3,712,466)
Issuance of Common Stock upon the exercise of stock options	4,500		61,110									61,110
Issuance of Common Stock for directors' fees	1,371		24,609									24,609
Balances at December 29, 2012	8,914,478	$	28,585,498	(2,694,729)	$	(19,105,723)	$	78,717,589	$	(16,615,265)	$	71,582,099

See accompanying notes.
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Consolidated Statements of Cash Flows

		Year ended	
	December 29 2012	December 31 2011	January 1 2011
Operating Activities			
Net income	$ 8,625,800	$ 5,504,930	$ 5,543,005
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,439,800	3,707,216	3,942,639
(Gain)/loss on sale of equipment and other assets	(1,500)	(1,602)	113,026
Provision for doubtful accounts	147,313	44,502	177,186
Deferred income taxes	1,101,701	1,847,272	526,173
Issuance of Common Stock for directors' fees	24,609	24,600	24,594
Changes in operating assets and liabilities:			
Accounts receivable	307,524	(2,470,834)	(1,047,724)
Inventories	586,576	(1,825,171)	(3,400,662)
Prepaid expenses and other	(24,741)	10,870	(534,465)
Prepaid pension cost	(865,831)	(4,924,402)	1,491,944
Recoverable taxes receivable	(510,683)	(647,949)	—
Other assets	(124,598)	(81,750)	(140,918)
Accounts payable	(889,663)	960,205	2,061,171
Accrued compensation	439,537	14,802	1,146,355
Other accrued expenses	1,389,988	(716,233)	(401,052)
Net cash provided by operating activities	13,645,832	1,446,456	9,501,272
Investing Activities			
Purchases of property, plant and equipment	(4,216,970)	(3,394,726)	(4,733,244)
Proceeds from sale of equipment and other assets	44,184	4,000	275
Net cash used in investing activities	(4,172,786)	(3,390,726)	(4,732,969)
Financing Activities			
Principal payments on long-term debt	(1,250,000)	(714,286)	(11,964,286)
Proceeds from issuance of long-term debt	5,000,000	—	5,000,000
Principal payments on revolving credit loan	(3,000,000)		
Proceeds from revolving credit loan	—	3,000,000	—
Proceeds from sales of Common Stock	61,110	651,390	1,348,585
Tax benefit from disqualifying disposition of incentive stock options and exercise of non-qualified stock options	—	106,471	107,662
Purchases of Common Stock for treasury	—	—	(730,307)
Dividends paid	(3,108,577)	(2,224,187)	(3,181,587)
Net cash (used in) provided by financing activities	(2,297,467)	819,388	(9,419,933)
Effect of exchange rate changes on cash	159,268	47,571	129,565
Net change in cash and cash equivalents	7,334,847	(1,077,311)	(4,522,065)

Cash and cash equivalents at beginning of year		11,147,297		12,224,608		16,746,673
Cash and cash equivalents at end of year	$	18,482,144	$	11,147,297	$	12,224,608

See accompanying notes.

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The Eastern Company

Notes to Consolidated Financial Statements

1. Description of Business

The operations of The Eastern Company (the “Company”) consist of three business segments: industrial hardware, security products, and metal products. The industrial hardware segment produces latching devices for use on industrial equipment and instrumentation, composite panels used primarily in the transportation and electronic white board industries, as well as a broad line of proprietary hardware designed for truck bodies and other vehicular type equipment. The security products segment manufactures and markets a broad range of locks for traditional general purpose security applications as well as specialized locks for soft luggage, coin-operated vending and gaming equipment, and electric and computer peripheral components. This segment also manufactures and markets coin acceptors and metering systems to secure cash used in the commercial laundry industry and produces cashless payment systems utilizing advanced smart card technology. The metal products segment produces anchoring devices used in supporting the roofs of underground coal mines and specialty products, which serve the construction, automotive, railroad and electrical industries.

Sales are made to customers primarily in North America.

2. Accounting Policies

Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates 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, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fiscal Year

The Company’s year ends on the Saturday nearest to December 31.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. All intercompany accounts and transactions are eliminated.

Cash Equivalents and Concentrations of Credit Risk

Highly liquid investments purchased with a maturity of three months or less are considered cash equivalents. The Company has deposits that exceed amounts insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000, but the Company does not consider this a significant concentration of credit risk based on the strength of the financial institution.

Foreign Currency Translation

For foreign operations balance sheet accounts are translated at the current year-end exchange rate; income statement accounts are translated at the average exchange rate for the year. Resulting translation adjustments are made directly to a separate component of shareholders' equity – "Accumulated other comprehensive income (loss) – Foreign currency translation". Foreign currency exchange transaction gains and losses are not material in any year.

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

2. Accounting Policies (continued)

Recognition of Revenue and Accounts Receivable

Revenue and accounts receivable are recognized when persuasive evidence of an arrangement exists, the price is fixed and determinable, delivery has occurred, and there is a reasonable assurance of collection of the sales proceeds. The Company obtains written purchase authorizations from its customers for a specified amount of product at a specified price and delivery occurs at the time of shipment. Credit is extended based on an evaluation of each customer's financial condition; collateral is not required. Accounts receivable are recorded net of applicable allowances. No customer exceeded 10% of total accounts receivable at year end 2012. At year end of 2011 only one customer had an outstanding accounts receivable balance that exceeded 10% of total accounts receivable.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The Company reviews the collectibility of its receivables on an ongoing basis taking into account a combination of factors. The Company reviews potential problems, such as past due accounts, a bankruptcy filing or deterioration in the customer's financial condition, to ensure the Company is adequately accrued for potential loss. Accounts are considered past due based on when payment was originally due. If a customer's situation changes, such as a bankruptcy or creditworthiness, or there is a change in the current economic climate, the Company may modify its estimate of the allowance for doubtful accounts. The Company will write off accounts receivable after reasonable collection efforts have been made and the accounts are deemed uncollectible. Write-offs have been within management's estimates.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined by the last-in, first-out (LIFO) method in the U.S. ($21,580,351 for U.S. inventories at December 29, 2012) and by the first-in, first-out (FIFO) method for inventories outside the U.S. ($7,804,429 for inventories outside the U.S. at December 29, 2012). Current cost exceeds the LIFO carrying value by approximately $6,302,000 at December 29, 2012 and $6,281,000 at December 31, 2011. There was no material LIFO quantity liquidation in 2012, 2011 or 2010.

Property, Plant and Equipment and Related Depreciation

Property, plant and equipment (including equipment under capital lease) are stated at cost. Depreciation ($3,210,324 in 2012, $3,155,717 in 2011 and $3,265,832 in 2010) is computed generally using the straight-line method based on the following estimated useful lives of the assets: Buildings 10 to 39.5 years; Machinery and equipment 3 to 10 years.

Goodwill, Intangibles and Impairment of Long-Lived Assets

Patents are recorded at cost and are amortized using the straight-line method over the lives of the patents. Technology and licenses are recorded at cost and are generally amortized on a straight-line basis over periods ranging from 5 to 17 years. Non-compete agreements and customer relationships are being amortized using the straight-line method over a period of 5 years. Amortization expense in 2012, 2011 and 2010 was $229,476, $551,499 and $676,807, respectively. Total amortization expense for each of the next five years is estimated to be as follows: 2013 - $215,000; 2014 - $215,000; 2015 - $215,000; 2016 - $215,000; and 2017 - $215,000. Trademarks are not amortized as their lives are deemed to be indefinite.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

2. Accounting Policies (continued)

The gross carrying amount and accumulated amortization of amortizable intangible assets:

	Industrial Hardware Segment	Security Products Segment	Metal Products Segment	Total	Weighted-Average Amortization Period (Years)
2012 Patents and developed technology					
Gross Amount:	$ 2,732,307	$ 1,021,409	$ 5,839	$ 3,759,555	15.8
Accumulated amortization:	1,652,199	447,732	5,667	2,105,598	
Net 2012 per Balance Sheet	$ 1,080,108	$ 573,677	$ 172	$ 1,653,957	
2011 Gross Amount:					
Patents and developed technology	$ 2,714,900	$ 1,062,652	$ 5,839	$ 3,783,391	15.5
Customer relationships	45,825	1,921,811	—	1,967,636	5.0
Non-compete agreements	30,000	90,735	—	120,735	5.0
Total Gross Intangibles	$ 2,790,725	$ 3,075,198	$ 5,839	$ 5,871,762	11.7
2011 Accumulated Amortization:					
Patents and developed technology	$ 1,528,007	$ 495,218	$ 5,323	$ 2,028,548	
Customer relationships	36,660	1,921,811	—	1,958,471	
Non-compete agreements	24,000	90,735	—	114,735	
Total Gross Amortization	$ 1,588,667	$ 2,507,764	$ 5,323	$ 4,101,754	
Net 2011 per Balance Sheet	$ 1,202,058	$ 567,434	$ 516	$ 1,770,008	

In the event that facts and circumstances indicate that the carrying value of long-lived assets, including definite life intangible assets, may be impaired, an evaluation is performed to determine if a write-down is required. No events or changes in circumstances have occurred to indicate that the carrying amount of such long-lived assets held and used may not be recovered.

During the third quarter of 2012 the Company elected to change its annual impairment testing of goodwill and trademarks from the second quarter of its fiscal year to the fourth quarter of its fiscal year. The Company discussed this change in accounting principle with its Independent Registered Public Accounting Firm and attached their Preference Letter as an exhibit to the Form 10-Q for the quarter ending September 29, 2012. The Company completed a qualitative assessment in the second quarter of 2012 and determined it is more likely than not that no impairment of goodwill existed at that time. The Company performed another qualitative assessment as of the end of fiscal 2012 and determined it is more likely than not that no impairment of goodwill existed at the end of 2012. The Company will perform annual qualitative assessments in subsequent years as of the end of each fiscal year. Additionally, the Company will perform interim analysis whenever conditions warrant.

Goodwill or trademarks would be considered impaired whenever our historical carrying amount exceeds the fair value. Goodwill and trademarks were not impaired in 2012, 2011 or 2010. Should we reach a different conclusion in the future, additional work would be performed to determine the amount of the non-cash impairment charge to be recognized. The maximum future impairment of goodwill or trademarks that could occur is the amount recognized on our balance sheet.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

2. Accounting Policies (continued)

The following is a roll-forward of goodwill for 2012 and 2011:

	Industrial Hardware Segment	Security Products Segment	Metal Products Segment	Total
2012				
Beginning balance	$ 2,071,393	$ 11,833,816	$ —	$ 13,905,209
Foreign exchange	28,390	—	—	28,390
Ending balance	$ 2,099,783	$ 11,833,816	$ —	$ 13,933,599
2011				
Beginning balance	$ 2,100,174	$ 11,833,816	$ —	$ 13,933,990
Foreign exchange	(28,781)	—	—	(28,781)
Ending balance	$ 2,071,393	$ 11,833,816	$ —	$ 13,905,209

Cost of Goods Sold

Cost of goods sold reflects the cost of purchasing, manufacturing and preparing a product for sale. These costs generally represent the expenses to acquire or manufacture products for sale (including an allocation of depreciation and amortization) and are primarily comprised of direct materials, direct labor as well as overhead which includes indirect labor, facility and equipment costs, inbound freight, receiving, inspection, purchasing, warehousing and any other costs related to the purchasing, manufacturing or preparation of a product for sale.

Shipping and Handling Costs

Shipping and handling costs are included in cost of goods sold.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include all operating costs of the Company that are not directly related to the cost of purchasing, manufacturing and preparing a product for sale. These expenses generally represent the cost of selling or distributing the product once it is available for sale as well as administrative expenses for support functions and related overhead.

Product Development Costs

Product development costs, charged to expense as incurred, were $814,096 in 2012, $825,778 in 2011 and $739,251 in 2010.

Advertising Costs

The Company expenses advertising costs as incurred. Advertising costs were $442,300 in 2012, $386,908 in 2011 and $446,899 in 2010.

Income Taxes

The Company accounts for uncertain tax positions pursuant to the provisions of FASB Accounting Standards Codification ("ASC") 740 which clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements. These provisions detail how companies should recognize, measure, present and disclose uncertain tax positions that have or are expected to be taken. As such, the financial statements will reflect expected future tax consequences of uncertain tax positions presuming the taxing authorities' full knowledge of the position and all relevant facts. See Note 7 Income Taxes.

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

2. Accounting Policies (continued)

The Company and its U.S. subsidiaries file a consolidated federal income tax return.

Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Earnings per Share

The denominators used in the earnings per share computations follow:

	2012	2011	2010
Basic:			
Weighted average shares outstanding	6,216,931	6,178,664	6,104,711
Diluted:			
Weighted average shares outstanding	6,216,931	6,178,664	6,104,711
Dilutive stock options	16,444	37,529	87,308
Denominator for diluted earnings per share	6,233,375	6,216,193	6,192,019

There were no anti-dilutive stock options in 2012, 2011 or 2010.

Derivatives

The Company does not maintain any derivatives as of the date of this report.

Stock Based Compensation

The Company accounts for stock based compensation pursuant to the fair value recognition provisions of ASC 718. No stock options were granted in 2012, 2011 or 2010, and, since all outstanding options were fully vested in each year presented, there was no impact on the financial statements.

Fair Value of Financial Instruments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The company utilizes a fair value hierarchy, which maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The fair value hierarchy has three levels of inputs that may be used to measure fair value:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 Quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

The carrying amounts of financial instruments (cash and cash equivalents, accounts receivable, accounts payable and debt) as of December 29, 2012 and December 31, 2011, approximate fair value. Fair value was based on expected cash flows and current market conditions.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

2. Accounting Policies (continued)

Reclassification

Certain prior year amounts have been reclassified to conform to the current year presentation.

3. Contingencies

The Company is party to various legal proceedings and claims related to its normal business operations. In the opinion of management, the Company has substantial and meritorious defenses for these claims and proceedings in which it is a defendant, and believes these matters will ultimately be resolved without a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company. The aggregate provision for losses related to contingencies arising in the ordinary course of business was not material to operating results for any year presented.

During the fourth quarter of 2010, the Company was contacted by the State of Illinois regarding potential ground contamination at our plant in Wheeling, Illinois. The Company signed up with a voluntary remediation program in Illinois and has engaged an environmental clean-up company to perform testing and develop a remediation plan, if needed. No estimate for the cost of remediation was available when this Form 10-K was filed with the SEC.

Approximately 38% of the total workforce is subject to negotiated union contracts, and approximately 19% of the total workforce is covered by such agreements that expire during 2013.

4. Debt

On September 22, 2006 the Company signed an unsecured loan agreement (“Prior Loan Agreement”), which included a $20,000,000 term loan and a revolving line of credit, with its former lender, Bank of America, N.A. The term portion of the loan required quarterly payments of $714,286 for a period of seven (7) years, maturing on September 22, 2013. Prior to April 21, 2009, the revolving credit portion allowed the Company to borrow up to $12,000,000 with a maturity date of September 22, 2009. The revolving credit portion had a variable quarterly commitment fee ranging from 0.10% to 0.25% based on operating results. Effective April 21, 2009, the Company agreed to a reduction in the amount available on the revolving credit portion to $3,000,000. Effective June 19, 2009, the quarterly commitment fee was fixed at 0.5%. The Prior Loan Agreement was settled in January 2010 when the Company refinanced all of its debt with People’s United Bank.

The interest rates on the term and the revolving credit portions of the Prior Loan Agreement varied. Prior to June 19, 2009, the interest rates varied based on the LIBOR rate plus a margin spread of 1.0% to 1.65% for the term portion and 1.0% to 1.6% for the revolving credit portion. The margin rate spread was based on operating results calculated on a rolling-four-quarter basis. Effective June 19, 2009, the margin spread was fixed at a rate of 2.25%. The Company was also able to borrow funds at the lender’s prime rate.

On November 13, 2009, the Company amended its Prior Loan Agreement with Bank of America, N.A. The amendment extended the term of the revolving credit portion of the Prior Loan Agreement to May 31, 2010 and permanently reduced the amount available to borrow to $3,000,000. In addition, the margin rate spread was fixed at two and one quarter percent (2.25%); the unused line fee was increased to one half of one percent (0.50%); and the fixed coverage ratio covenant was modified such that it would be calculated on a fiscal year to date basis (instead of a rolling four quarter basis) commencing with the second quarter of Fiscal 2009, provided that if the Company failed to comply with such fixed coverage ratio covenant for any quarter, then such ratio would be re-calculated to add back the amount of permitted dividends declared and actually paid during the period to meet the required 1.1 to 1.0 ratio, so long as the payment of such dividends did not result in the amount of consolidated cash to be below $10,000,000 on the date of determination. The testing period returned to a rolling 4 quarter period effective with the end of the first quarter of 2010. The amendment

The Eastern Company

Notes to Consolidated Financial Statements (continued)

4. Debt (continued)

also required the Company to secure all of the present and future indebtedness of the Company and its subsidiaries with a continuing first priority security interest in all present and future assets of the Company and its consolidated subsidiaries.

On November 2, 2006, the Company entered into an interest rate swap contract with its former lender with an original notional amount of $20,000,000, which was equal to 100% of the outstanding balance of the term loan on that date. The notional amount began decreasing on a quarterly basis on January 2, 2007 following the principal repayment schedule of the term loan. The Company had a fixed interest rate of 5.25% on the swap contract and paid the difference between the fixed rate and LIBOR when LIBOR was below 5.25% and received interest when the LIBOR rate exceeded 5.25%. This remained in effect until December 22, 2009 when the Company terminated the interest rate swap contract at a cost of $967,350, which was accounted for as a charge to interest expense. After terminating the contract, the Company commenced a refinancing plan of all of the Company's outstanding debt.

On January 29, 2010, the Company signed a new secured Loan Agreement (the "Loan Agreement") with People's United Bank ("People's") which included a $5,000,000 term portion and a $10,000,000 revolving credit portion. The term portion of the loan requires quarterly principal payments of $178,571 for a period of seven (7) years, maturing on January 31, 2017. The revolving credit portion has a quarterly commitment fee of one quarter of one percent (0.25%), and a maturity date of January 31, 2012. The proceeds of the term portion along with the Company's available cash were used to retire the remaining portion of the debt with Bank of America, N.A., which on January 29, 2010 totaled $10,714,286.

On January 25, 2012 the Company amended the Loan Agreement by taking an additional $5,000,000 term loan (the "2012 Term Loan"). The 2012 Term Loan requires quarterly principal payments of $178,571 for a period of seven (7) years, maturing on January 31, 2019.

Interest on the original term portion of the Loan Agreement is fixed at 4.98%. Interest on the 2012 Term Loan is fixed at 3.90%. For the period from January 29, 2010 to January 25, 2012, the interest rate on the revolving credit portion of the Loan Agreement varied based on the LIBOR rate or People's Prime rate plus a margin spread of 2.25%, with a floor rate of 4.0%. As part of the amendment signed on January 25, 2012, this was changed to the LIBOR rate or People's Prime rate plus 2.25%, with a floor of 3.25%; additionally the maturity date was extended to January 31, 2014. During December 2011, the Company used $3,000,000 of the line of credit, the proceeds of which, along with existing cash, were used to fund a discretionary pension payment made in December, 2011. The Company did not utilize the revolving credit portion of the Loan Agreement at any other time during 2011 or 2012.

Debt consists of:

	2012	2011
Term loan	$ 7,499,999	$ 3,750,000
Revolving credit loan	-	3,000,000
	7,499,999	6,750,000
Less current portion	1,428,571	3,714,286
	$ 6,071,428	$ 3,035,714

The Company paid interest of $349,972 in 2012, $240,635 in 2011, and $317,269 in 2010.

The Company's loan covenants under the Loan Agreement require the Company to maintain a fixed charge coverage ratio of at least 1.1 to 1, a leverage ratio of no more than 1.75 to 1, and minimum tangible net worth of $43 million increasing each year by 50% of consolidated net income. This amount was approximately $48.5 million and $45.8 million as of December 29, 2012 and December 31, 2011, respectively. In addition, the Company has restrictions on, among other things, new capital leases, purchases or redemptions of its capital stock, mergers and divestitures, and new borrowing. The Company was in compliance with all covenants in 2011 and 2012.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

4. Debt (continued)

As of December 29, 2012, scheduled annual principal maturities of long-term debt for each of the next five years follow:

2013	$	1,428,571
2014		1,785,714
2015		1,071,429
2016		1,428,571
2017		892,857
Thereafter		892,857
	$	7,499,999

5. Stock Rights

The Company has a stock rights plan. At December 29, 2012, there were 6,219,749 stock rights outstanding under the plan. Each right may be exercised to purchase one share of the Company's common stock at an exercise price of $80.00, subject to adjustment to prevent dilution.

The rights generally become exercisable ten days after an individual or group acquires 10% or more of the Company's outstanding common stock, or after the commencement or announcement of an offer to acquire 10% or more of the Company's common stock. The stock rights, which do not have voting privileges, expire on July 23, 2018, and may be redeemed by the Company at a price of $0.01 per right at any time prior to their expiration at the discretion of the Board of Directors. In the event that the Company were acquired in a merger or other business combination transaction, provision shall be made so that each holder of a right shall have the right to receive, upon exercise of the right at its then current exercise price, that number of shares of common stock of the surviving company which at the time of such transaction would have a market value of two times the exercise price of the right.

6. Stock Options and Awards

Stock Options

The Company has stock option plans for officers, other key employees, and non-employee directors. At the end of 2012 two plans have shares reserved for future issuance, the 1995 and 2010 plans. Incentive stock options granted under the 1995 and 2010 plans must have exercise prices that are not less than 100% of the fair market value of the stock on the dates the options are granted. Restricted stock awards may also be granted to participants under the 1995 and 2010 plans with restrictions determined by the Compensation Committee of the Company's Board of Directors. Under the 1995 and 2010 plans, non-qualified stock options granted to participants will have exercise prices determined by the Compensation Committee of the Company's Board of Directors. No options or restricted stock were granted in 2012, 2011 or 2010.

As of December 29, 2012, there were 500,000 shares available for future grant under the above noted 2010 plan and there were no shares available for grant under the 1995 plan. As of December 29, 2012, there were 521,000 shares of common stock reserved under all option plans for future issuance.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

6. Stock Options and Awards (continued)

Information with respect to the Company's stock option plans is summarized below:

	Shares	Weighted Average Exercise Price
Outstanding at January 2, 2010	221,750	$ 10.581
Exercised	(141,750)	9.514
Outstanding at January 1, 2011	80,000	12.471
Exercised	(54,500)	11.952
Outstanding at December 31, 2011	25,500	13.580
Exercised	(4,500)	13.580
Outstanding at December 29, 2012	21,000	13.580

Options Outstanding and Exercisable			
Range of Exercise Prices	Outstanding and Exercisable as of December 29, 2012	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$13.58	21,000	2.0	$ 13.580

At December 29, 2012, outstanding and exercisable options had an intrinsic value of $51,030. The total intrinsic value of stock options exercised in 2012 was $12,150.

7. Income Taxes

Deferred income taxes are provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and those for income tax reporting purposes. Deferred income tax (assets) liabilities relate to:

	2012	2011	2010
Property, plant and equipment	$ 5,942,048	$ 5,480,102	$ 4,546,941
Total deferred income tax liabilities	5,942,048	5,480,102	4,546,941
Other postretirement benefits	(885,729)	(653,238)	(515,133)

Inventories		(761,613)		(1,005,134)		(747,397)
Allowance for doubtful accounts		(104,903)		(94,120)		(126,593)
Intangible assets		(422,443)		(472,243)		(429,749)
Accrued compensation		(197,582)		(224,155)		(258,631)
Pensions		(7,128,057)		(5,573,596)		(4,338,664)
Other		(116,826)		(160,876)		(184,561)
Total deferred income tax assets		(9,617,153)		(8,183,362)		(6,600,728)
Net deferred income tax assets	$	(3,675,105)	$	(2,703,260)	$	(2,053,787)

The Eastern Company

Notes to Consolidated Financial Statements (continued)

7. Income Taxes (continued)

Income before income taxes consists of:

	2012	2011	2010
Domestic	$ 8,614,664	$ 5,180,467	$ 6,173,597
Foreign	4,609,854	3,326,462	2,074,821
	$ 13,224,518	$ 8,506,929	$ 8,248,418

The provision for income taxes follows:

	2012	2011	2010
Current:			
Federal	$ 1,909,172	$ 214,988	$ 1,543,735
Foreign	1,367,025	830,028	403,115
State	220,820	109,711	232,390
Deferred:			
Federal	1,022,660	1,747,620	497,815
Foreign	—	—	—
State	79,041	99,652	28,358
	$ 4,598,718	$ 3,001,999	$ 2,705,413

A reconciliation of income taxes computed using the U.S. federal statutory rate to that reflected in operations follows:

	2012		2011		2010	
	Amount	Percent	Amount	Percent	Amount	Percent
Income taxes using U.S. federal statutory rate	$ 4,496,336	34%	$ 2,892,356	34%	$ 2,804,462	34%
State income taxes, net of federal benefit	188,490	2	133,201	2	153,535	2
Impact of foreign subsidiaries on effective tax rate	136,590	1	21,329	-	38,813	1
Impact of manufacturers deduction on effective tax rate	(232,928)	(2)	(50,537)	(1)	(176,847)	(2)
Other—net	10,230	-	5,650	-	(114,550)	(2)
	$ 4,598,718	35%	$ 3,001,999	35%	$ 2,705,413	33%

Total income taxes paid were $3,350,283 in 2012, $1,631,299 in 2011 and $2,466,998 in 2010.

United States income taxes have been provided on the undistributed earnings of foreign subsidiaries ($13,588,931 at December 29, 2012) only where necessary because such earnings are intended to be reinvested abroad indefinitely or repatriated only when substantially free of such taxes. The Company would be required to accrue and pay United

States income taxes to repatriate the funds held by foreign subsidiaries not otherwise provided.

During 2012, 2011 and 2010, the Company received tax benefits of $0, $106,000 and $108,000, respectively, as a result of the exercise and sale of incentive stock options that resulted in the disqualification of those incentive stock options, and the exercise of non-qualified stock options during the year. The tax benefit associated with the exercise of the incentive and non-qualified stock options has been recorded to common stock.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

7. Income Taxes (continued)

A reconciliation of the beginning and ending amount of unrecognized tax benefits are as follows:

	2012	2011	2010
Balance at beginning of year	$ 486,332	$ 495,843	$ 791,540
Increases for positions taken during the current period	119,893	25,398	30,876
Decreases relating to settlements	-	-	(56,360)
Decreases resulting from the expiration of the statute of limitations	(106,601)	(34,909)	(270,213)
Balance at end of year	$ 499,624	$ 486,332	$ 495,843

The Company files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2009 and non-U.S. income tax examinations by tax authorities prior to 2006.

Included in the balance at December 29, 2012, are $155,607 of unrecognized tax benefits that would affect the annual effective tax rate. In 2012, the Company recognized accrued interest related to unrecognized tax benefits in income tax expense. The Company had approximately $108,000 of accrued interest at December 29, 2012.

The total amount of unrecognized tax benefits could increase or decrease within the next twelve months for a number of reasons, including the closure of federal, state and foreign tax years by expiration of the statute of limitations and the recognition and measurement considerations under ASC 740. The Company believes that the total amount of unrecognized tax benefits will not increase or decrease significantly over the next twelve months.

8. Leases

The Company leases certain equipment and buildings under operating lease arrangements. Most leases are for a fixed term and for a fixed amount; additionally, the Company leases certain buildings under operating leases on a month-to-month basis. The Company is not a party to any leases that have step rent provisions, escalation clauses, capital improvement funding or payment increases based on any index or rate.

Future minimum payments under non-cancelable operating leases with initial or remaining terms in excess of one year during each of the next five years follow:

2013	$ 849,434
2014	736,060
2015	638,566
2016	15,778
2017	2,088

$ 2,241,926

Rent expense for all operating leases was $1,159,913 in 2012, $1,243,494 in 2011 and $1,049,046 in 2010. The Company expects future rent expense, including non-cancelable operating leases, leases that are expected to be renewed and buildings leased on a month-to-month basis, for each of the next five years to be in the range of $1,100,000 to $1,300,000.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans

The Company has non-contributory defined benefit pension plans covering most U.S. employees. Plan benefits are generally based upon age at retirement, years of service and, for its salaried plan, the level of compensation. The Company also sponsors unfunded non-qualified supplemental retirement plans that provide certain current and former officers with benefits in excess of limits imposed by federal tax law.

On December 21, 2011, the Company made a $5,000,000 discretionary payment into its salaried pension plan. The major reasons why the Company made this discretionary payment were to reduce current year tax payments, to reduce future years' pension expense, and to attempt to take advantage of the spread between borrowing rates and expected investment return.

The Company also provides health care and life insurance for retired salaried employees in the United States who meet specific eligibility requirements.

Components of the net periodic benefit cost of the Company's pension benefit plans were as follows:

	2012	2011	2010
Service cost	$ 2,642,373	$ 2,141,306	$ 2,223,762
Interest cost	2,868,528	2,949,672	2,908,962
Expected return on plan assets	(3,930,988)	(3,650,282)	(3,345,102)
Amortization of prior service cost	221,049	194,148	204,569
Amortization of the net loss	1,111,900	897,052	843,154
Net periodic benefit cost	$ 2,912,862	$ 2,531,896	$ 2,835,345

Assumptions used to determine net periodic benefit cost for the Company's pension benefit plans for the fiscal year indicated were as follows:

	2012	2011	2010
Discount rate	3.90%	5.35%	5.85%
Expected return on plan assets	8.0%	8.5%	8.5%
Rate of compensation increase	3.25%	4.25%	4.25%

Components of the net periodic benefit cost of the Company's postretirement benefit plan were as follows:

	2012	2011	2010
Service cost	$ 173,613	$ 126,464	$ 110,786
Interest cost	143,388	136,752	134,977
Expected return on plan assets	(46,255)	(52,920)	(59,327)
Amortization of prior service cost	(23,889)	(23,888)	(23,888)
Amortization of the net loss	(50,784)	(46,380)	(52,650)
Net periodic benefit cost	$ 196,073	$ 140,028	$ 109,898

Assumptions used to determine net periodic benefit cost for the Company's postretirement plan for the fiscal year indicated were as follows:

	2012	2011	2010
Discount rate	3.90%	5.35%	5.85%
Expected return on plan assets	8.0%	8.5%	8.5%

The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans (continued)

As of December 29, 2012 and December 31, 2011, the status of the Company's pension benefit plans and postretirement benefit plan was as follows:

	Pension Benefit		Postretirement Benefit	
	2012	2011	2012	2011
Benefit obligation at beginning of year	$ 64,709,379	$ 56,979,912	$ 3,069,155	$ 2,629,606
Change due to availability of final actual assets and census data	—	—	151,397	—
Plan amendment	831,201	—	—	—
Service cost	2,642,373	2,141,306	173,613	126,464
Interest cost	2,868,528	2,949,672	143,388	136,752
Actuarial loss	6,117,680	4,864,293	301,076	316,038
Benefits paid	(2,343,192)	(2,225,804)	(126,124)	(139,705)
Benefit obligation at end of year	$ 74,825,969	$ 64,709,379	$ 3,712,505	$ 3,069,155

	Pension Benefit		Postretirement Benefit	
	2012	2011	2012	2011
Fair value of plan assets at beginning of year	$ 48,897,760	$ 42,966,643	$ 1,215,998	$ 1,168,235
Change due to availability of final actual assets and census data	—	—	(3,005)	(5,157)
Actual return on plan assets	4,311,348	700,623	46,255	52,920
Employer contributions	3,778,692	7,456,298	71,655	139,705
Benefits paid	(2,343,192)	(2,225,804)	(126,124)	(139,705)
Fair value of plan assets at end of year	$ 54,644,608	$ 48,897,760	$ 1,204,779	$ 1,215,998

	Pension Benefit		Postretirement Benefit	
Funded Status	2012	2011	2012	2011
Net amount recognized in the balance sheet	$ (20,181,361)	$ (15,811,622)	$ (2,507,726)	$ (1,853,157)

Amounts recognized in accumulated other comprehensive income consist of:

	Pension Benefit		Postretirement Benefit	
	2012	2011	2012	2011
Net loss	$ (28,346,776)	$ (23,721,356)	$ (621,467)	$ (115,205)
Prior service (cost) credit	(937,936)	(327,784)	135,396	159,285
	$ (29,284,712)	$ (24,049,140)	$ (486,071)	$ 44,080

Change in the components of accumulated other comprehensive income consist of:

	Pension Benefit		Postretirement Benefit	
	2012	2011	2012	2011
Balance at beginning of period	$ (24,049,140)	$ (17,326,388)	$ 44,080	$ 435,543
Change due to availability of final actual assets and census data	—	—	(154,402)	(5,157)
Charged to net periodic benefit cost				
Prior service cost	221,049	194,148	(23,889)	(23,888)
Net loss (gain)	1,111,900	897,052	(50,784)	(46,380)
Other changes				
Liability gains	(6,568,521)	(7,813,952)	(301,076)	(316,038)
Balance at end of period	$ (29,284,712)	$ (24,049,140)	$ (486,071)	$ 44,080

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans (continued)

In 2013, the net periodic pension benefit cost will include $1,423,431 of net loss and $245,427 of prior service cost and the net periodic postretirement benefit cost will include $19,858 of net gain and $23,888 of prior service credit.

Assumptions used to determine the projected benefit obligations for the Company's pension benefit plans and postretirement benefit plan for the fiscal year indicated were as follows:

	2012	2011
Discount rate	3.90%	4.55%
Expected return on plan assets	8.0%	8.0%
Rate of compensation increase	3.25%	3.25%

In 2012 and 2011, the accumulated benefit obligation for all qualified and nonqualified defined benefit pension plans was $65,809,208 and $56,588,593, respectively.

Information for the under-funded pension plans with a projected benefit obligation and an accumulated benefit obligation in excess of plan assets:

		2012		2011
Number of plans		6		6
Projected benefit obligation	$	74,825,969	$	64,709,379
Accumulated benefit obligation		66,735,124		56,588,593
Fair value of plan assets		54,644,608		48,897,760
Net amount recognized in accrued benefit liability		(20,181,361)		(15,811,622)

Estimated future benefit payments to participants of the Company's pension plans are $2.8 million in 2013, $2.8 million in 2014, $2.9 million in 2015, $3.1 million in 2016, $3.2 million in 2017 and a total of $19.0 million from 2018 through 2022.

Estimated future benefit payments to participants of the Company's postretirement plan are $155,000 in 2013, $170,000 in 2014, $177,000 in 2015, $189,000 in 2016, $197,000 in 2017 and a total of $1,140,000 from 2018 through 2022.

The Company expects to make cash contributions to its pension plans of approximately $1.9 million and to its postretirement plan of approximately $155,000 in 2013.

We consider a number of factors in determining and selecting assumptions for the overall expected long-term rate of return on plan assets. We consider the historical long-term return experience of our assets, the current and expected allocation of our plan assets, and expected long-term rates of return. We derive these expected long-term rates of return with the assistance of our investment advisors and generally base these rates on a 10-year horizon for various asset classes and consider the expected positive impact of active investment management. We base our expected allocation of plan assets on a diversified portfolio consisting of domestic and international equity securities and fixed income securities.

We consider a variety of factors in determining and selecting our assumptions for the discount rate at the end of the year. We develop a single equivalent discount rate derived with the assistance of our actuaries by matching expected future benefit payments in each year to the corresponding spot rates from the Citigroup Pension Liability Yield Curve, comprised of high quality (rated AA or better) corporate bonds.

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans (continued)

The fair values of the company's pension plans assets at December 29, 2012 and December 31, 2011, utilizing the fair value hierarchy discussed in Note 2, follow:

	December 29, 2012			
	Level 1	Level 2	Level 3	Total
Cash and Equivalents:				
Common/collective trust funds	$ —	$ 193,497	$ —	$ 193,497
Equities:				
The Eastern Company Common Stock	3,063,132	—	—	3,063,132
Common/collective trust funds				
U.S. Large Cap (a)	—	5,826,726	—	5,826,726
U.S. Small Cap (b)	—	3,964,072	—	3,964,072
Concentrated Equity (c)	—	4,899,023	—	4,899,023
International Large Cap with Active Currency (d)	—	6,999,997	—	6,999,997
Emerging Market (e)	—	3,017,350	—	3,017,350
Fixed Income:				
Common/collective trust funds				
Intermediate Bond (f)	—	14,368,745	—	14,368,745
Target Duration LDI Fixed Income Funds (g)				
· 6 Year LDI Fund	—	215,604	—	215,604
· 8 Year LDI Fund	—	214,968	—	214,968
· 10 Year LDI Fund	—	306,535	—	306,535
· 12 Year LDI Fund	—	824,342	—	824,342
· 14 Year LDI Fund	—	1,087,074	—	1,087,074
· 16 Year LDI Fund	—	426,544	—	426,544
Long Duration Fixed Credit (h)	—	6,684,999	—	6,684,999
Insurance contracts	—	2,552,000	—	2,552,000
Total	$ 3,063,132	$ 51,581,476	$ —	$ 54,644,608

The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans (continued)

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash and Equivalents:				
Common/collective trust funds	$ —	$ 5,202,216	$ —	$ 5,202,216
Equities:				
The Eastern Company Common Stock	3,891,842	—	—	3,891,842
Common/collective trust funds				
U.S. Large Cap	—	5,339,876	—	5,339,876
U.S. Small Cap	—	3,090,711	—	3,090,711
Concentrated Equity	—	3,803,417	—	3,803,417
International Large Cap with Active Currency	—	6,292,803	—	6,292,803
Emerging Market	—	2,175,968	—	2,175,968
Fixed Income:				
Common/collective trust funds				
Intermediate Bond	—	13,103,043	—	13,103,043
Long Duration Fixed Income (i)	—	2,658,161	—	2,658,161
Long Duration Fixed Credit	—	1,120,643	—	1,120,643
Insurance contracts	—	2,219,080	—	2,219,080
Total	$ 3,891,842	$ 45,005,918	$ —	$ 48,897,760

Equity common funds primarily hold publicly traded common stock of both U.S and international companies selected for purposes of total return and to maintain equity exposure consistent with policy allocations. Investments include commingled funds valued at unit values provided by the investment managers, which are based on the fair value of the underlying publicly traded securities.

(a) The investment objective of the large cap fund is to outperform the Russell 1000® Index. The fund is designed to provide for long-term growth of capital by utilizing a diversified group of quantitative investment strategies that seek to identify securities that have exposure to factors that the underlying advisors' research has found to be predictive of future excess returns. The advisors' portfolios are quantitatively structured to gain exposure to these predictive characteristics while minimizing unintended risk exposures.

(b) The small cap fund has an objective to outperform the Russell 2500® Index The fund is designed to achieve consistency by combining advisors whose complementary disciplined processes employ distinct methods for identifying small capitalization U.S. stocks with strong return potential. Advisors in the fund use a wide range of criteria and disciplines in their stock selection, focusing on factors such as: undervalued or under-researched companies, special situations, emerging growth, asset plays or turnarounds.

(c) The investment objective of the concentrated equity fund is to outperform the Russell 1000® Index. The fund is designed to achieve this by combining strategies with different payoffs over different phases of an economic and stock market cycle. To help achieve this objective, multiple advisors and strategies are employed to reduce “scenario risk.” These multiple strategies are in the form of multiple investment styles (e.g., growth, market oriented, and value), multiple sub-styles, and different ways of identifying undervalued securities.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans (continued)

(d) The international fund with active currency has an investment objective of outperforming the Russell Development ex-U.S. Large Cap Index Net. The fund is designed to provide the potential for long-term growth of capital by utilizing a diversified group of investment advisors that the Trustee's manager research indicates will outperform over a full market cycle. The investment advisors' portfolios are combined to form a fund that emphasizes their strengths while minimizing unintended risk exposures

(e) The emerging market fund seeks to outperform the Russell Emerging Markets Index Net. The fund is designed to provide the potential for long-term growth of capital by utilizing a diversified market group of investment advisors that the Trustee's manager research indicates will outperform over a full market cycle. The investment advisors' portfolios are combined to form a fund that emphasizes their strengths while minimizing unintended risk exposures.

All equity funds have an objective to beat their respective indices with above-average consistency while maintaining volatility and diversification similar to the index they are being compared to over a full market cycle.

Fixed income common funds primarily hold government and corporate debt securities selected for purposes of total return and managing fixed income exposure to policy allocations. Investments include fixed commingled funds valued at unit values provided by the investment managers, which are based on the fair value of the underlying publicly traded securities.

(f) Fixed income common fund investments have an investment objective of outperforming the Barclays Capital U.S. Aggregate Bond Index over a full market cycle. The fund is designed to provide current income, and as a secondary objective, capital appreciation through a variety of diversified strategies including sector rotation, modest interest rate timing, security selection and tactical use of high yield and emerging market bonds. The portfolio diversification provides protection against a single security or class of securities having a disproportionate impact on aggregate performance. To help achieve the objective, the fund is actively managed by multiple advisors who use a variety of investment strategies to create a broad market exposure. The fund's advisors have distinct but complementary investment styles. These advisors generally have similar universes of investable securities but have different areas of specialization and expertise within intermediate duration securities.

(g) The Target Duration LDI Fixed Income Funds seek to outperform their respective Barclays-Russell LDI Indexes over a full market cycle. These Funds seek to provide current income, and as a secondary objective, capital appreciation through diversified strategies including sector rotation, modest interest rate timing, security selection and tactical use of high yield and emerging market bonds. The Funds will generally be used in combination with other bond funds to enable the plans to gain additional credit exposure within their asset portfolio, with the goal of reducing the mismatch between a plan's assets and liabilities.

(h) The long duration fixed credit fund seeks to outperform the Barclays Capital Long Credit Index over a full market cycle. The fund seeks to provide current income, and as a secondary objective, capital appreciation through diversified strategies including sector rotation, modest interest rate timing, security selection and tactical use of high yield and emerging market bonds. The fund will generally be used in combination with other bond funds, with the goal of reducing the mismatch between a plan's assets and liabilities.

(i) The long duration fixed income fund seeks to outperform the Barclays Capital U.S. Long Government/Credit Index over a full market cycle. This fund is designed to provide current income, and as a secondary objective, capital appreciation through diversified strategies including sector rotation, modest interest rate timing, security selection and tactical use of high yield and emerging market bonds. The fund will generally be used in combination with other bond funds, with the goal of reducing the mismatch between a plan's assets and liabilities. In 2012, this fund was replaced by the Target Duration LDI Fixed Income Funds. See (g) above.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans (continued)

The investment portfolio contains a diversified blend of common stocks, bonds, cash equivalents, and other investments, which may reflect varying rates of return. The investments are further diversified within each asset classification. The portfolio diversification provides protection against a single security or class of securities having a disproportionate impact on aggregate performance. The Company has elected to change its investment strategy to better match the assets with the underlying plan liabilities. Currently, the long-term target allocations for plan assets are 50% in equities and 50% in fixed income, with 20% of the fixed income investments being in long-duration instruments, although the actual plan asset allocations may be within a range around these targets. The actual asset allocations are reviewed and rebalanced on a periodic basis to maintain the target allocations. It is expected that, as the funded status of the plans improves, more assets will be invested in long-duration fixed income instruments.

The plans' assets include 193,624 shares of the common stock of the Company having a market value of $3,063,132 and $3,891,842 at December 29, 2012 and December 31, 2011, respectively. No shares were purchased or sold in 2012 or 2011. Dividends received during 2012 and 2011 on the common stock of the Company were $96,812 and $69,705 respectively.

The fair values of the Company's postretirement plan assets at December 29, 2012 and December 31, 2011, utilizing the fair value hierarchy discussed in Note 2, follow:

	December 29, 2012			
	Level 1	Level 2	Level 3	Total
Fixed Income:				
Insurance contracts	$ —	$ —	$ 1,204,779	$ 1,204,779
Total	$ —	$ —	$ 1,204,779	$ 1,204,779

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Fixed Income:				
Insurance contracts	$ —	$ —	$ 1,215,998	$ 1,215,998
Total	$ —	$ —	$ 1,215,998	$ 1,215,998

An analysis of the Level 3 assets of the Company's postretirement plan is as follows:

	2012	2011
Fair value of Level 3 assets at beginning of year	$ 1,215,998	$ 1,168,235
Change due to availability of final actual assets and census data	(3,005)	(5,157)
Actual return on plan assets	46,255	52,920
Employer contributions	71,655	139,705
Benefits paid	(126,124)	(139,705)
Fair value of Level 3 assets at end of year	$ 1,204,779	$ 1,215,998

The Level 3 assets described above are the only assets of the postretirement plan, and thus have no impact on any Level 1 or Level 2 assets.

For measurement purposes relating to the postretirement benefit plan, the life insurance cost trend rate is 1%. The health care cost trend rate for participants retiring after January 1, 1991 is nil; no increase in that rate is expected because of caps placed on benefits. The health care cost trend rate is expected to remain at 4.5% for participants after the year 2000.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

9. Retirement Benefit Plans (continued)

A one-percentage-point change in assumed health care cost trend rates would have the following effects on the postretirement benefit plan:

	1-Percentage Point	
	Increase	Decrease
Effect on total of service and interest cost components	$ 56,711	$ (45,651)
Effect on postretirement benefit obligation	$ 598,791	$ (487,508)

U.S. salaried employees and most employees of the Company's Canadian subsidiaries are covered by defined contribution plans.

The Company has a contributory savings plan under Section 401(k) of the Internal Revenue Code covering substantially all U.S. non-union employees. The plan allows participants to make voluntary contributions of up to 100% of their annual compensation on a pretax basis, subject to IRS limitations. The plan provides for contributions by the Company at its discretion. The Company made contributions of $187,531 in 2012, $179,400 in 2011, and in 2010, $171,326.

10. Reportable Segments

The accounting policies of the segments are the same as those described in Note 2. Operating profit is total revenue less operating expenses, excluding interest and miscellaneous non-operating income and expenses. Inter-segment revenue, which is eliminated, is recorded on the same basis as sales to unaffiliated customers. Identifiable assets by reportable segment consist of those directly identified with the segment's operations.

No customer exceeded 10% of total revenue in 2012, 2011 or 2010.

	2012	2011	2010
Revenue:			
Sales to unaffiliated customers:			
Industrial Hardware	$ 72,268,559	$ 66,119,119	$ 57,527,864
Security Products	50,138,121	47,972,152	45,873,391
Metal Products	35,102,505	28,764,778	26,729,105
	$ 157,509,185	$ 142,856,049	$ 130,130,360
Inter-segment Revenue:			
Industrial Hardware	$ 270,911	$ 330,150	$ 318,094
Security Products	2,914,667	2,751,060	2,789,443
Metal Products	—	127,138	413,408
	$ 3,185,578	$ 3,208,348	$ 3,520,945

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

10. Reportable Segments (continued)

	2012	2011	2010
Income Before Income Taxes:			
Industrial Hardware	$ 7,566,512	$ 4,912,341	$ 5,148,116
Security Products	4,113,661	3,408,187	3,378,489
Metal Products	1,871,250	391,652	(14,886)
Operating Profit	13,551,423	8,712,180	8,511,719
Interest expense	(369,357)	(231,481)	(266,297)
Other income	42,452	26,230	2,996
	$ 13,224,518	$ 8,506,929	$ 8,248,418
Geographic Information:			
Net Sales:			
United States	$ 120,604,363	$ 107,472,590	$ 106,141,008
Foreign	36,904,822	35,383,459	23,989,352
	$ 157,509,185	$ 142,856,049	$ 130,130,360

Foreign sales are primarily to customers in North America.

Identifiable Assets:			
United States	$ 95,441,029	$ 86,844,921	$ 84,804,542
Foreign	20,413,121	19,855,053	17,548,938
	$ 115,854,150	$ 106,699,974	$ 102,353,480
Industrial Hardware	$ 34,425,594	$ 32,298,527	$ 29,491,572
Security Products	41,857,156	42,149,711	42,375,361
Metal Products	18,281,619	16,814,255	15,392,848
	94,564,369	91,262,493	87,259,781
General corporate	21,289,781	15,437,481	15,093,699
	$ 115,854,150	$ 106,699,974	$ 102,353,480

Depreciation and Amortization:			
Industrial Hardware	$ 1,769,097	$ 1,768,975	$ 1,748,612
Security Products	628,652	984,879	1,297,471
Metal Products	1,042,051	953,362	896,556
	$ 3,439,800	$ 3,707,216	$ 3,942,639
Capital Expenditures:			
Industrial Hardware	$ 1,552,147	$ 1,568,779	$ 1,589,771
Security Products	260,692	331,619	597,822
Metal Products	2,337,104	1,477,222	2,438,557
	4,149,943	3,377,620	4,626,150

Currency translation adjustment	(2,730)	7,132	(20,536)
General corporate	69,757	9,974	127,630
	$ 4,216,970	$ 3,394,726	$ 4,733,244

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

11. Recent Accounting Pronouncements

In December 2010, the FASB issued authoritative guidance which updates the guidance regarding Intangibles—Goodwill & Other. The amendments affect all entities that have recognized goodwill and have one or more reporting units whose carrying amount for purposes of performing Step 1 of the goodwill impairment test is zero or negative. The amendments modify Step 1 so that for those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The qualitative factors are consistent with existing guidance, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The Company adopted this guidance effective January 2, 2011 and it had no impact on the consolidated financial statements of the Company.

In December 2010, the FASB issued authoritative guidance which updates the guidance regarding business combinations. The objective of this new guidance is to address diversity in practice about the interpretation of the pro forma revenue and earnings disclosure requirements for business combinations. The amendments in this guidance specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments affect any public entity that enters into business combinations that are material on an individual or aggregate basis. The Company adopted this guidance effective January 2, 2011 and it had no impact on the consolidated financial statements of the Company.

In May 2011, the FASB issued authoritative guidance which clarifies the concepts related to highest and best use and valuation premise, blockage factors and other premiums and discounts, the fair value measurement of financial instruments held in a portfolio and of those instruments classified as a component of shareowners' equity. The guidance includes enhanced disclosure requirements about recurring Level 3 fair value measurements, the use of nonfinancial assets, and the level in the fair value hierarchy of assets and liabilities not recorded at fair value. This guidance became effective for the Company on January 1, 2012. This guidance did not have an impact on our consolidated financial statements or disclosures, as there are presently no recurring Level 3 fair value measurements.

In June 2011, the FASB issued authoritative guidance aimed at increasing the prominence of items reported in other comprehensive income in the financial statements. In December 2011, the FASB also issued an accounting standards update that indefinitely deferred certain financial statement presentation provisions contained in its original June 2011 guidance. The guidance requires companies to present comprehensive income in a single statement below net income or in a separate statement of comprehensive income immediately following the income statement. Companies will no longer be allowed to present comprehensive income on the statement of changes in shareholders' equity. In both options, companies must present the components of net income, total net income, the components of other comprehensive income, total other comprehensive income and total comprehensive income. This update does not change which items are reported in other comprehensive income or the requirement to report reclassifications of items from other comprehensive income to net income. This guidance became effective for the Company on January 1, 2012 and required retrospective application for all periods presented. The adoption of this guidance did not impact the presentation of the consolidated financial statements of the Company.

In September 2011, the FASB issued authoritative guidance on testing goodwill for impairment. This guidance provides an entity the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines that the fair value of a reporting unit is less than its carrying amount, it is required to perform the currently prescribed two-step goodwill impairment test to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized for that reporting unit, if any. The Company adopted this guidance effective January 1, 2012 and it had no impact on the consolidated financial statements of the Company.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

11. Recent Accounting Pronouncements (continued)

In July 2012, the FASB issued authoritative guidance to amend previous guidance on the annual and interim testing of indefinite-lived intangible assets for impairment. The guidance provides entities with the option of first assessing qualitative factors to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If it is determined, on the basis of qualitative factors, that the fair value of the indefinite-lived intangible asset is more likely than not less than the carrying amount, a quantitative impairment test would still be required. The Company adopted this guidance effective December 30, 2012 and it had no impact on the consolidated financial statements of the Company.

In February 2013, the FASB issued authoritative guidance which adds new disclosure requirements for items reclassified out of Accumulated Other Comprehensive Income. The guidance requires that an entity present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of Accumulated Other Comprehensive Income based on its source and the income statement line items affected by the reclassification. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2012. The Company adopted this guidance effective December 30, 2012 and it had no impact on the consolidated financial statements of the Company.

The Company has implemented all new accounting pronouncements that are in effect and that could impact its consolidated financial statements and does not believe that there are any other new accounting pronouncements that have been issued, but are not yet effective, that might have a material impact on the consolidated financial statements of the Company.

12. Financial Instruments and Fair Value Measurements

Financial Risk Management Objectives and Policies

The Company is exposed primarily to credit, interest rate and currency exchange rate risks which arise in the normal course of business.

Credit Risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company, as and when they become due. The primary credit risk for the Company is its receivable accounts. The Company has established credit limits for customers and monitors their balances to mitigate its risk of loss. At December 29, 2012 and December 31, 2011, there were no significant concentrations of credit risk. No customer represented more than 10% of total accounts receivable at December 29, 2012. At December 31, 2011 only one customer represented more than 10% of total accounts receivable. The maximum exposure to credit risk is primarily represented by the carrying amount of the Company’s accounts receivable.

Interest Rate Risk

On December 29, 2012 the Company currently has a fixed rate of 4.98% and 3.90% on its term debt. Prior to the refinancing completed in January 2010, the Company's exposure to the risk of changes in market interest rates related primarily to the Company's debt which bore interest at variable rates, which approximated market interest rates. While the Company used an interest rate swap to convert all of its Term Loan from variable to fixed rates for most of fiscal 2009, it terminated the swap contract on December 22, 2009. See Note 4 Debt for additional details concerning the swap contract. The valuation of this swap was determined using the three month LIBOR index. On December 29, 2012 the interest rate on the Company's revolver was a variable rate based on LIBOR plus 2.25% with a floor of 3.5%. As the revolver is short term in nature, the Company does not consider this as a material risk to the financial statements.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

12. Financial Instruments and Fair Value Measurements (continued)

Currency Exchange Rate Risk

The Company's currency exposure is concentrated in the Canadian dollar, Mexican peso, New Taiwan dollar, Chinese RMB and the Hong Kong dollar. Because of the Company's limited exposure to any single foreign market, any exchange gains or losses have not been material and are not expected to be material in the future. As a result, the Company does not attempt to mitigate its foreign currency exposure through the acquisition of any speculative or leveraged financial instruments.

Fair Value Measurements

Assets and liabilities that require fair value measurement are recorded at fair value using market and income valuation approaches and considering the Company's and counterparty's credit risk. The Company uses the market approach and the income approach to value assets and liabilities as appropriate. There were no assets or liabilities requiring fair value measurement on December 29, 2012.

13. Selected Quarterly Financial Information (Unaudited)

Selected quarterly financial information (unaudited) follows:

				2012		
		First	Second	Third	Fourth	Year
Net sales	$	40,495,894	$ 41,559,589	$ 39,644,050	$ 35,809,652	$ 157,509,185
Gross margin		8,184,466	9,245,390	8,165,493	7,757,129	33,352,478
Selling and administrative expenses		5,015,052	5,101,156	4,830,971	4,853,876	19,801,055
Net income		2,045,608	2,632,346	2,223,975	1,723,871	8,625,800
Net income per share:						
Basic	$	.33	$ .42	$ .36	$ .28	$ 1.39
Diluted	$	.33	$ .42	$ .36	$ .28	$ 1.38
Weighted average shares outstanding:						
Basic		6,213,913	6,217,198	6,219,241	6,219,384	6,216,931
Diluted		6,231,739	6,231,335	6,234,727	6,237,709	6,233,375

				2011		
		First	Second	Third	Fourth	Year
Net sales	$	33,188,612	$ 35,520,182	$ 36,089,946	$ 38,057,309	$ 142,856,049
Gross margin		6,316,341	6,932,112	6,556,418	7,546,735	27,351,606
		4,597,285	4,633,196	4,429,312	4,979,633	18,639,426

Selling and administrative expenses					
Net (loss)/income	1,098,174	1,482,799	1,459,941	1,464,016	5,504,930
Net (loss)/income per share:					
Basic	$ .18	$ .24	$ .24	$ .24	$ .89
Diluted	$ .18	$ .24	$ .24	$ .24	$ .89
Weighted average shares outstanding:					
Basic	6,162,711	6,166,883	6,172,193	6,212,875	6,178,664
Diluted	6,213,069	6,218,492	6,202,496	6,230,722	6,216,193

Fiscal 2012 and 2011 consisted of four 13 week quarters totaling 52 weeks for each year.

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ITEM 9CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the fiscal year ended December 29, 2012, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO"), of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 240.13a-15. As defined in Exchange Act Rules 240.13a-15(e) and 240.15d-15(e), "the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act (15 U.S.C. 78a et seq.) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure." Based upon that evaluation, the CEO and CFO concluded that the Company's current disclosure controls and procedures were effective as of the December 29, 2012 evaluation date.

The Company believes that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. The Company's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives, and the CEO and CFO have concluded that these controls and procedures are effective at the "reasonable assurance" level.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 240.13a-15(f). Under the supervision and with the participation of our management, including the CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under the framework in Internal Control — Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 29, 2012.

The independent registered public accounting firm of the Company has issued a report on its assessment of the effectiveness of the Company's internal control over financial reporting as of December 29, 2012. Their report is included below in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no significant changes in the Company's internal control over financial reporting during the last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors of
The Eastern Company
Naugatuck, Connecticut

We have audited The Eastern Company's (the Company) internal control over financial reporting as of December 29, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). 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 under Item 9A. 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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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 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 its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, 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.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows of the Company, and our report dated March 13, 2013 expressed an unqualified opinion.

/s/Fiondella, Milone & LaSaracina LLP

Glastonbury, Connecticut
March 13, 2013

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ITEM 9B OTHER INFORMATION

None.

PART III

ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The Registrant's definitive proxy statement ("Proxy Statement") for the 2013 Annual Meeting of Shareholders which is incorporated herein by reference will be filed with the SEC pursuant to Regulation 14A not later than 120 days after December 29, 2012.

The information concerning directors is incorporated herein by reference to our Proxy Statement under the captions "Item No. 1 – Election of Directors" and "Director Compensation in Fiscal 2012".

The information concerning our executive officers is incorporated herein by reference to our Proxy Statement under the captions "Compensation Discussion and Analysis", "Compensation Committee Report", "Compensation Committee Interlocks and Insider Participation", "Executive Compensation", "Stock Options", "Options Exercised in Fiscal 2012", "Outstanding Equity Awards at Fiscal 2012 Year-End", and "Termination of Employment and Change in Control Arrangements". The Registrant's only Named Executive Officers are Leonard F. Leganza, Chairman, President and Chief Executive Officer, and John L. Sullivan III, Vice President and Chief Financial Officer.

The information concerning our Audit Committee is incorporated herein by reference to our Proxy Statement under the captions "Audit Committee Financial Expert", "Report of the Audit Committee" and "The Board of Directors and Committees". The Audit Committee Charter is also available on the Company's website at http://www.easterncompany.com by clicking on Corporate Governance.

The information concerning compliance with Section 16(a) of the Securities Exchange Act is incorporated herein by reference to our Proxy Statement under the caption "Section 16(a) Beneficial Ownership Reporting Compliance".

The Company's Board of Directors has adopted a Code of Business Conduct and Ethics that applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and the Company's other financial professionals. The Code of Business Conduct and Ethics is available on the Company's website at http://www.easterncompany.com by clicking on Corporate Governance.

ITEM 11 EXECUTIVE COMPENSATION

Information concerning director and executive compensation is incorporated herein by reference to portions of the Company's Proxy Statement to be filed with the SEC pursuant to Regulation 14A not later than 120 days after December 29, 2012, under the captions "Director Compensation in Fiscal 2012", "Compensation Discussion and Analysis", "Compensation Committee Report", "Compensation Committee Interlocks and Insider Participation", "Executive Compensation", "Stock Options", "Options Exercised in Fiscal 2012", "Outstanding Equity Awards at Fiscal 2012 Year-End", "Termination of Employment and Change in Control Arrangements", and "Risk Assessment of Compensation Policies and Practices". The Compensation Committee of the Board of Directors operates under the Compensation

Committee Charter, which can be found on the Company’s website at http://www.easterncompany.com by clicking on Corporate Governance.

ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security ownership of certain beneficial owners and management:

(a) Information concerning security ownership of certain beneficial owners is incorporated herein by reference to the Proxy Statement to be filed with the SEC pursuant to Regulation 14A not later than 120 days after December 29, 2012, under the caption "Security Ownership of Certain Beneficial Shareholders".

(b) Information concerning security ownership of management is incorporated herein by reference to the Proxy Statement to be filed with the SEC pursuant to Regulation 14A not later than 120 days after December 29, 2012, under the captions "Item No. 1 – Election of Directors", "Security Ownership of Certain Beneficial Shareholders", "Executive Compensation", "Stock Options", "Options Exercised in Fiscal 2012", and "Outstanding Equity Awards at Fiscal 2012 Year-End". See also the equity compensation plan information in Item 5 of this Annual Report on Form 10-K.

(c) Changes in Control

None.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information regarding certain relationships and related transactions is incorporated herein by reference to our Proxy Statement to be filed with the SEC pursuant to Regulation 14A not later than 120 days after December 29, 2012 under the caption "Policies and Procedures Concerning Related Persons Transactions".

Information regarding director independence is incorporated herein by reference to our Proxy Statement to be filed with the SEC pursuant to Regulation 14A not later than 120 days after December 29, 2012 under the captions "Item No.1 – Election of Directors" and "The Board of Directors and Committees".

ITEM 14 PRINCIPAL ACCOUNTING FEES AND SERVICES

Information concerning principal accountant fees and services is incorporated herein by reference to our Proxy Statement to be filed with the SEC pursuant to Regulation 14A not later than 120 days after December 29, 2012 under the caption "Item No. 2 – Ratification of Appointment of Independent Registered Public Accounting Firm".

PART IV

ITEM 15 EXHIBITS, FINANCIAL STATEMENT SCHEDULE

(a) Documents filed as part of this report:

(1) Financial statements

(2) Financial Statement Schedule

Schedules other than that listed above have been omitted because the required information is contained in the financial statements and notes thereto, or because such schedules are not required or applicable.

(3) Exhibits

Exhibits are as set forth in the "Exhibit Index" which appears on pages 66 through 67.

(b) Exhibits Required by Item 601 of Regulation S-K

Exhibits are as set forth in the "Exhibit Index" which appears on pages 66 through 67. Also refer to the following Form 8-K's filed by the Company.

Form 8-K filed on April 25, 2012 setting forth the press release reporting the Company's earnings for the quarter ended April 25, 2012 is incorporated herein by reference.

Form 8-K filed on April 26, 2012 setting forth the results of the vote at the annual meeting of shareholders of the Company which was held on April 25, 2012 is incorporated herein by reference.

Form 8-K filed on June 15, 2012 setting forth the press release that the Company is set to join the Russell Global Index when Russell Investments reconstitutes its comprehensive set of global equity indexes on June 25, 2012 is incorporated herein by reference.

Form 8-K filed on July 25, 2012 setting forth the press release reporting the Company's earnings for the quarter ended June 30, 2012 is incorporated herein by reference.

Form 8-K filed on August 16, 2012 setting forth the amendment of the Employment Agreement dated February 22, 2005 with Leonard F. Leganza is incorporated herein by reference.

Form 8-K filed on October 24, 2012 setting forth the press release reporting the Company's earnings for the quarter ended September 29, 2012 is incorporated herein by reference.

Form 8-K filed on February 6, 2013 setting forth the press release reporting the Company's earnings for the quarter and fiscal year ended December 29, 2012 is incorporated herein by reference.

Form 8-K filed on February 19, 2013 setting forth the 2013 Executive Incentive Program is incorporated herein by reference.

(c) None.

The Eastern Company and Subsidiaries

Schedule II – Valuation and Qualifying accounts

COL. A	COL. B	COL. C ADDITIONS (1)		COL. D		COL. E
			(2)			
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts-Describe	Deductions – Describe		Balance at End of Period
Fiscal year ended December 29, 2012:						
Deducted from asset accounts:						
Allowance for doubtful accounts	$423,000	$147,313		$83,313	(a)	$487,000
Fiscal year ended December 31, 2011:						
Deducted from asset accounts:						
Allowance for doubtful accounts	$519,000	$44,502		$140,502	(a)	$423,000
Fiscal year ended January 1, 2011:						
Deducted from asset accounts:						
Allowance for doubtful accounts	$392,000	$177,186		$50,186	(a)	$519,000

(a) Uncollectible accounts written off, net of recoveries.

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.

Dated: March 13, 2013	THE EASTERN COMPANY
	By /s/ John L. Sullivan III John L. Sullivan III Vice President and Chief Financial 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.

/s/ Leonard F. Leganza Leonard F. Leganza Chairman, President and Chief Executive Officer	March 13, 2013
/s/ John L. Sullivan III John L. Sullivan III Vice President and Chief Financial Officer	March 13, 2013
/s/ Kenneth R. Sapack Kenneth R. Sapack Chief Accounting Officer	March 13, 2013
/s/ John W. Everets John W. Everets Director	March 13, 2013
/s/ Charles W. Henry Charles W. Henry Director	March 13, 2013
/s/ David C. Robinson David C. Robinson Director	March 13, 2013
/s/ Donald S. Tuttle III Donald S. Tuttle III Director	March 13, 2013

EXHIBIT INDEX

(3) Restated Certificate of Incorporation dated August 14, 1991 is incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 28, 1991 and the Registrant's Form 8-K filed on February 13, 1991. Amended and restated bylaws dated July 29, 1996 is incorporated by reference to the Registrant's Form 8-K filed on July 29, 1996.

(4) Rights Agreement entered into between the Registrant and American Stock Transfer & Trust Company dated as of July 23, 2008 and Letter to all shareholders of the Registrant, dated June 23, 2008 together with Press Release dated June 23, 2008 describing the issuance of a Purchase Rights dividend distribution are incorporated by reference to the Registrant's Form 8-K filed on July 23, 2008.

(10) (a) The Eastern Company 1995 Executive Stock Incentive Plan effective as of April 26, 1995 incorporated by reference to the Registrant's Form S-8 filed on February 7, 1997.

(b) The Eastern Company Directors Fee Program effective as of October 1, 1996 incorporated by reference to the Registrant's Form S-8 filed on February 7, 1997, as amended by Amendment No.1 and Amendment No. 2 are incorporated by reference to the Registrant's Form 10-K filed on March 29, 2000 and Amendment No. 3 is incorporated by reference to the Registrant's Form 10-K filed on March 22, 2004.

(c) Supplemental Retirement Plan dated September 9, 1998 with Leonard F. Leganza is incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 2, 1999, as amended by amendment incorporated by reference to the Registrant's Current Report on Form 8-K dated December 14, 2007.

(d) The Eastern Company 2010 Executive Stock Incentive Plan effective April 28, 2010 is incorporated by reference to the Registrant's Form S-8 filed on September 2, 2010.

(e) Employment Agreement dated February 22, 2005 with Leonard F. Leganza is incorporated by reference to the Registrant's Current Report on Form 8-K dated February 22, 2005, as amended by amendments incorporated by reference to the Registrant's Current Report on Form 8-K dated October 25, 2007, Current Report on Form 8-K dated December 14, 2007, Current Report on Form 8-K dated October 22, 2008, Current Report on Form 8-K dated October 22, 2009, Current Report on Form 8-K dated October 28, 2010, Current Report on Form 8-K dated July 27, 2011 and Current Report on Form 8-K dated August 16, 2012.

(f) The Eastern Company 2013 Executive Incentive Program is incorporated by reference to the Registrant's Current Report on Form 8-K dated February 19, 2013.

(14) The Eastern Company Code of Business Conduct and Ethics is incorporated by reference. The Eastern Company Code of Business Conduct and Ethics is available free of charge on the Company's Internet website at http://www.easterncompany.com under the section labeled "Corporate Governance".

(21) List of subsidiaries as follows:

Eberhard Hardware Mfg. Ltd., a private corporation organized under the laws of the Province of Ontario, Canada.

Canadian Commercial Vehicles Corporation, a private corporation organized under the laws of the Province of British Columbia, Canada.

Eastern Industrial Ltd., a private corporation organized under the laws of the Peoples Republic of China.

World Lock Co. Ltd., a private corporation organized under the laws of Taiwan (The Republic of China).

Sesamee Mexicana, Subsidiary, a private corporation organized under the laws of Mexico.

World Security Industries Co. Ltd., a private corporation organized under the laws of Hong Kong.

(23) Consents of independent registered public accounting firm attached hereto on pages 68.

(31) Certifications required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(32) Certifications pursuant to Rule 13a-14(b) and 18 USC 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(99) Letter to our shareholders from the Annual Report 2013 is attached on page 72.

(101) The following materials from The Eastern Company Annual Report on Form 10-K for the year ended December 29, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as of December 29, 2012 and December 31, 2011, (ii) the Consolidated Statements of Income for the fiscal years ended December 29, 2012, December 31, 2011 and January 1, 2011, (iii) the Consolidated Statements of Comprehensive Income for the fiscal years ended December 29, 2012, December 31, 2011, and January 1, 2011, (iv) the Consolidated Statements of Shareholders' Equity for the years ended December 29, 2012, December 31, 2011, and January 1, 2011, (v) the Consolidated Statements of Cash Flows for the years ended December 29, 2012, December 31, 2011, and January 1, 2011, and (vi) the Notes to Consolidated Financial Statements.