EASTERN CO
Form 10-K
March 13, 2015

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

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year ended January 3, 2015

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 0-599

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)

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

Securities registered pursuant to Section 12(b) of the Act: Common Stock No Par Value The NASDAQ Stock Market LLC
(Title of each class) (Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes [ ] No [X]

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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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 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 Act). Yes [ ] No [X]

As of June 28, 2014, the last day of registrant's most recently completed second fiscal quarter, the aggregate market value of the voting stock held by non-affiliates of the registrant was $86,116,996 (based on the closing sales price of the registrant's common stock on the last trading date prior to that date). Shares of the registrant's common stock held by each officer and director and shares held in trust by the pension plans of the Company have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 2, 2015, 6,244,013 shares of the registrant's common stock, no par value per share, were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the annual proxy statement for the fiscal year ending January 3, 2015 (which will be filed within 120 days of that date) are incorporated by reference into Part III.

The Eastern Company
Form 10-K

FOR THE FISCAL YEAR ENDED JANUARY 3, 2015

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SAFE HARBOR STATEMENT
UNDER THE PRIVATE SECURITIES
LITIGATION REFORM ACT OF 1995

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements reflect the Company's current expectations regarding its products, its markets and its future financial and operating performance. These statements, however, are subject to risks and uncertainties that may cause the Company's actual results in future periods to differ materially from those expected. Such risks and uncertainties include, but are not limited to, unanticipated slowdowns in the Company's major markets, 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, worldwide conditions and foreign currency fluctuations that may affect results of operations, and other factors discussed from time to time in the Company's filings with the Securities and Exchange Commission. The Company is not obligated to update or revise the aforementioned statements for those new developments.

PART I

ITEM 1 BUSINESS

(a) General Development of Business

The Eastern Company (the “Company”) was incorporated under the laws of the State of Connecticut in October, 1912, succeeding a co-partnership established in October, 1858.

The business of the Company is the manufacture and sale of industrial hardware, security products and metal products from six U.S. operations and seven wholly-owned foreign subsidiaries. The Company maintains thirteen physical locations.

RECENT DEVELOPMENTS

Effective December 15, 2014, the Company acquired the assets and business of Argo Transdata Corporation (“Argo”) located in Clinton, Connecticut, which was integrated into the Company’s Security Products segment. Argo is a contract manufacturer of printed circuit board assemblies. Its products are sold to numerous OEM’s in industries such as measurement systems, industrial controls, medical and military markets. The cost of the Argo acquisition was approximately $5,034,000, inclusive of transaction costs, plus a contingent earn-out of $282,914 based on revenue levels in each of the first two fiscal years following the closing and the assumption of $63,000 in current liabilities.

In November 2014, the Company established a new division, Composite Panel Technologies (“CPT”), located in Salisbury, North Carolina. CPT is preparing for the production of lightweight composite panels to begin during the second quarter of 2015. The primary product will be lightweight composite panels to supply sleeper cabs for a newly designed Class 8 truck. This location will enable us to expand our marketing and sales efforts of composite products throughout the Eastern U.S.A.

On September 15, 2014 the Company paid a one-time extra dividend of $0.04 per share in addition to its 296th regular consecutive quarterly dividend of $0.11 per share.

In July 2013, the Board of Directors of the Company voted to increase the quarterly dividend by 10% effective in the third quarter of 2013.

In July 2013, the Company obtained a business license for a new subsidiary, Dongguan Reeworld Security Products Ltd. The subsidiary is located in Dongguan, China and was established to replace a contract manufacturer supplying lock products primarily for the Security Products segment of the Company.

On December 14, 2012 the Company paid a one-time extra dividend of $0.10 per share in addition to its 289th regular consecutive quarterly dividend of $0.10 per share.

In February 2012, the Board of Directors of the Company voted to increase the quarterly dividend by 11% effective in the first quarter of 2012.

(b) Financial Information about Industry Segments

Financial information about industry segments is included in Note 11 to the Company’s financial statements, included at Item 8 of this Annual Report on Form 10-K.

(c) Narrative Description of Business

The Company operates in three business segments: Industrial Hardware, Security Products and Metal Products.

Industrial Hardware

The Industrial Hardware segment consists of Eberhard Manufacturing, Eberhard Hardware Manufacturing Ltd., Canadian Commercial Vehicles Corporation, Composite Panel Technologies, Eastern Industrial Ltd. and Sesamee Mexicana, S.A. de C.V. The units design, manufacture and market a diverse product line of industrial and vehicular hardware throughout North America. The segment's locks, latches, hinges, handles, lightweight honeycomb composite structures and related hardware can be found on tractor-trailer trucks, moving vans, off-road construction and farming equipment, school buses, military vehicles and recreational boats. They are also used on pickup trucks, sport utility vehicles and fire and rescue vehicles. In addition, the segment manufactures a wide selection of fasteners and other closure devices used to secure access doors on various types of industrial equipment such as metal cabinets, machinery housings and electronic instruments. Eastern Industrial expands the range of offerings of this segment to include plastic injection molding.

Typical products include passenger restraint locks, slam and draw latches, dead bolt latches, compression latches, cam-type vehicular locks, hinges, tool box locks, light-weight sleeper boxes and vents for Class 8 trucks and school bus door closure hardware. The products are sold directly to original equipment manufacturers and to distributors through a distribution channel consisting of in-house salesmen and outside sales representatives. Sales and customer service efforts are concentrated through in-house sales personnel where greater representation of our diverse product lines can be promoted across a variety of markets.

The Industrial Hardware segment sells its products to a diverse array of markets, such as the truck, bus and automotive industries as well as to the industrial equipment, military and marine sectors. Although service, quality and price are major criteria for servicing these markets, the continued introduction of new or improved product designs and the acquisition of synergistic product lines are vital for maintaining and increasing market share.

Security Products

The Security Products segment, made up of Greenwald Industries, Argo Transdata, Illinois Lock Company/CCL Security Products, World Lock Company Ltd., Dongguan Reeworld Security Products Ltd. and World Security Industries Ltd., is a leading manufacturer of security products. This segment manufactures electronic and mechanical locking devices, both keyed and keyless, for the computer, electronics, vending and gaming industries. The segment also supplies its products to the luggage, furniture, laboratory equipment and commercial laundry industries. Greenwald manufactures and markets coin acceptors and other coin security products used primarily in the commercial laundry markets, as well as hardware and accessories for the appliance industry. In addition, the segment provides a new level of security for the access control, municipal parking and vending markets through the use of “smart card” technology. Argo supplies printed circuit board assemblies to OEM’s in industries such as measurement systems, industrial controls, medical and military markets.

Greenwald’s products include timers, drop meters, coin chutes, money boxes, meter cases, smart cards, value transfer stations, smart card readers, card management software, access control units, oven door latches, oven door switches and smoke eliminators. Illinois Lock Company/CCL Security Products sales include cabinet locks, cam locks, electric switch locks, tubular key locks and combination padlocks. Many of the products are sold under the names SEARCHALERT™, PRESTOSEAL™, DUO, WARLOCK™, SESAMEE®, BIG TAG®, PRESTOLOCK® and HUSKI™ These products are sold to original equipment manufacturers, distributors, route operators, and locksmiths via in-house salesmen and outside sales representatives. Sales efforts are concentrated through national and regional sales personnel where greater representation of our diverse product lines can be promoted across a variety of markets.

The Security Products segment continuously seeks new markets where it can offer competitive pricing and provide customers with engineered solutions for their security needs.

Metal Products

The Metal Products segment, based at the Company’s Frazer & Jones facility, is the largest and most efficient producer of expansion shells for use in supporting the roofs of underground mines. This segment also manufactures specialty malleable and ductile iron castings.

Typical products include mine roof support anchors, couplers for railroad braking systems, adjustable clamps for construction and fittings for electrical installations. Mine roof support anchors are sold to distributors and directly to mines, while specialty castings are sold to original equipment manufacturers.

Although there has been strong demand for our mine roof support products in recent years, the Metal Products segment is actively developing new products to replace any softening in future sales volume of mining products that may result from the 2012 EPA clean air regulations or competitive pricing from natural gas that may impact demand for coal.

General

Raw materials and outside services were readily available from domestic sources for all of the Company's segments during 2014 and are expected to be readily available in 2015 and the foreseeable future. The Company also obtains materials from Asian affiliated and nonaffiliated sources. The Company has not experienced any significant problems obtaining material from its Asian sources in 2014 and does not expect any such problems in 2015. In 2012, 2013 and 2014, the Company experienced price increases for many of the raw materials used in producing its products, including: scrap iron, zinc, brass and stainless steel. The Company expects raw material prices to continue increasing as demand for raw materials increases as the world economy grows. These raw material cost increases could negatively impact the Company's gross margin if raw material prices increase too rapidly for the Company to recover those cost increases through either price increases to our customers or cost reductions in other areas of the businesses.

Patent protection for the various product lines within the Company is limited, but is sufficient to protect the Company's competitive positions. Foreign sales and license agreements are not significant.

None of the Company's business segments are seasonal.

The Company, across all of its business segments, has increased its emphasis on sales and customer service by fulfilling the rapid delivery requirements of our customers. As a result, investments in additional inventories are made on a selective basis.

Customer lists for all business segments are broad-based geographically and by markets, and sales are generally not highly concentrated by customer. One customer of the Metal Products segment, Jennmar Corporation, accounted for 10.5% of the Company's consolidated sales in 2014 and 11.5% in 2013. No other customer exceeded 10% of total consolidated sales in 2014, 2013 or 2012.

The dollar amount of the backlog of orders received by the Company believed to be firm as of the fiscal year end January 3, 2015 is $23,143,000, as compared to $21,494,000 at December 28, 2013. The primary reasons for the increase from 2013 to 2014 was the timing of orders received from customers.

The Company encounters competition in all of its business segments. The Company has been successful in dealing with this competition by offering high quality diversified products with the flexibility of meeting customer needs on a timely basis. This is accomplished by effectively using internal engineering resources and cost effective manufacturing capabilities, expanding product lines through product development and acquisitions, and maintaining sufficient inventory for fast turnaround of customer orders. Imports from Asia and Latin America with favorable currency exchange rates and low cost labor have created additional competitive pressures. The Company currently utilizes four wholly-owned subsidiaries in Asia to help offset offshore competition.

Research and development expenditures in 2014 were $1,080,000 and represented less than 1% of gross revenues. In 2013 and 2012 they were $991,000 and $814,000, respectively. The research costs are primarily attributable to the Greenwald Industries and Eberhard Mfg. divisions. Greenwald performs ongoing research, in both the mechanical and smart card product lines, which is necessary in order to remain competitive and to continue to provide technologically advanced smart card systems. Eberhard develops new products for the various markets they serve based on changing customer requirements to remain competitive. Other research projects include the development of various locks, and transportation and industrial hardware products.

The Company does not anticipate that compliance with federal, state or local environmental laws or regulations will have a material effect on the Company's capital expenditures, earnings or competitive position.

The average number of employees in 2014 was 942.

(d) Financial Information about Geographic Areas

The Company includes six separate operating divisions located within the United States, two wholly-owned Canadian subsidiaries (one located in Tillsonburg, Ontario, Canada, and one in Kelowna, British Columbia, Canada), a wholly-owned Taiwanese subsidiary located in Taipei, Taiwan, a wholly-owned subsidiary in Hong Kong, two wholly-owned Chinese subsidiaries (one located in Shanghai, China, and one located in Dongguan, China) and a wholly-owned subsidiary in Lerma, Mexico.

Individually, the Canadian, Taiwanese, Hong Kong, Chinese and Mexican subsidiaries' revenue and assets are not significant. Substantially all other revenues are derived from customers located in the United States.

Financial information about foreign and domestic operations' revenues and identifiable assets is included in Note 11 to the Company's financial statements, included at Item 8 of this Annual Report on Form 10-K. Information about risks attendant to the Company's foreign operations is set forth at Item 1A of this Annual Report on Form 10-K.

(e) Available Information

The Company makes available, free of charge through its Internet website at http://www.easterncompany.com, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission. The public may read and copy any materials that the Company files with the SEC at the SEC's Public Reference Room, 100 F Street, N.E., Washington, DC 20549 or by calling the SEC at 1-800-SEC-0330. The Company's reports filed with, or furnished to, the SEC are also available on the SEC's website at www.sec.gov.

ITEM 1A RISK FACTORS

In addition to the other information contained in this Form 10-K and the exhibits hereto and the Company's other filings with the SEC, the following risk factors should be considered carefully in evaluating the Company's business. The Company's business, financial condition or results of operation could be materially adversely affected by any of these risks or additional risks not presently known to the Company, or by risks the Company currently deems immaterial which may also adversely affect its business, financial condition, or results of operations, such as: changes in the economy, including changes in inflation, tax rates and interest rates; risk associated with possible disruption in the Company's operations due to terrorism and other manmade or natural disasters; future regulatory actions, legal issues or environmental matters; loss of, or changes in, executive management; and changes in accounting standards which are adverse to the Company. Also, there can be no assurance that the Company has correctly identified and appropriately assessed all factors affecting its business or that information publicly available with respect to these matters is complete and correct.

The Company's business is subject to risks associated with conducting business overseas.

International operations could be adversely affected by changes in political and economic conditions, trade protection measures, restrictions on repatriation of earnings, differing intellectual property rights, and changes in regulatory requirements that restrict the sales of products or increase costs. Changes in exchange rates between the U.S. dollar and other currencies could result in increases or decreases in earnings, and may adversely affect the value of the Company's assets outside the United States. The Company's operations are also subject to the effects of international trade agreements and regulations. Although generally these trade agreements have positive effects, they can also impose requirements that adversely affect the Company's business, such as setting quotas on product that may be imported from a particular country into the Company's key markets in North America.

The Company's ability to import products in a timely and cost-effective manner may also be affected by conditions at ports or issues that otherwise affect transportation and warehousing providers, such as port and shipping capacity, labor disputes, severe weather or increased homeland security requirements in the United States or other countries. These issues could delay importation of products or require the Company to locate alternative ports or warehousing providers to avoid disruption to customers. These alternatives may not be available on short notice or could result in higher transit costs, which could have an adverse impact on the Company's business, financial conditions or results of operations.

See also "ITEM 7A - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK" of this Form 10-K.

In addition, the Company's growth strategy involves expanding sales of its products into foreign markets. There is no guarantee that the Company's products will be accepted by foreign customers or how long it may take to develop sales of the Company's products in these foreign markets.

Increases in the price or reduced availability of raw materials.

Raw materials needed to manufacture products are obtained from numerous suppliers. Under normal market conditions, these raw materials are readily available on the open market from a variety of producers. However, from time to time the prices and availability of these raw materials fluctuate, which could impair the Company's ability to procure the required raw materials for its operations or increase the cost of manufacturing its products. If the price of raw materials increases, the Company may be unable to pass these increases on to its customers and could experience reduction to its profit margins. Also, any decrease in the availability of raw materials could impair the Company's ability to meet production requirements in a timely manner.

Increased competition in the markets the Company services could impact revenues and earnings.

Any change in competition may result in lost market share or reduced prices, which could result in reduced profit margins. This may impair the ability to grow or even maintain current levels of revenues and earnings. While the Company has an extensive customer base, loss of certain customers could adversely affect the Company’s business, financial condition or results of operations until such business is replaced, and no assurances can be made that the Company would be able to regain or replace any lost customers.

The Company is required to evaluate its internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

The Company is an “accelerated filer” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended, and is required to comply with Section 404 of the Sarbanes-Oxley Act of 2002. Section 404 requires the Company to include in its report management’s assessment of the effectiveness of the Company’s internal control over financial reporting as of the end of the fiscal period for which the Company is filing its Form 10-K. This report must also include disclosure of any material weaknesses in internal control over financial reporting that the Company has identified. Additionally, the Company’s independent registered public accounting firm is required to issue a report on the Company’s internal control over financial reporting and their evaluation of the operating effectiveness of the Company’s internal control over financial reporting. The Company’s assessment requires it to make subjective judgments, and the independent registered public accounting firm may not agree with the Company’s assessment. If the Company or its independent registered public accounting firm were unable to complete the assessments within the period prescribed by Section 404 and thus be unable to conclude that the internal control over financial reporting is effective, investors could lose confidence in the Company’s reported financial information, which could have an adverse effect on the market price of the Company’s common stock or impact the Company’s borrowing ability. In addition, changes in operating conditions and changes in compliance with policies and procedures currently in place may result in inadequate internal control over financial reporting in the future.

The inability to identify or complete acquisitions could limit future growth.

As part of its growth strategy, the Company continues to pursue acquisitions of complementary products or businesses. The ability to grow through acquisitions depends upon the Company’s ability to identify, negotiate, complete and integrate suitable acquisitions. The Company makes certain assumptions based on the information provided by potential acquisition candidates and also conducts due diligence to ensure the information provided is accurate and based on reasonable assumptions. However, the Company may be unable to realize the anticipated benefits from an acquisition or predict accurately how an acquisition will ultimately affect the business, financial condition or results of operations.

Demand for new products and the inability to develop and introduce new competitive products at favorable profit margins could adversely affect the Company’s performance and prospects for future growth, and the Company would not be positioned to maintain current levels of revenues and earnings.

The uncertainties associated with developing and introducing new products, such as the market demands and the costs of development and production, may impede the successful development and introduction of new products. Acceptance of the new products may not meet sales expectations due to several factors, such as the Company’s failure to accurately predict market demand or its inability to resolve technical issues in a timely and cost-effective manner. Additionally, the inability to develop new products on a timely basis could result in the loss of business to competitors.

The Company could be subject to litigation which could have a material impact on the Company’s business, financial condition or results of operations.

From time to time, the Company's operations are parties to or targets of lawsuits, claims, investigations and proceedings, including product liability, personal injury, patent and intellectual property, commercial, contract, environmental and employment matters, which are defended and settled in the ordinary course of business. While the Company is unable to predict the outcome of any of these matters, it does not believe, based upon currently available information, that the resolution of any pending matter will have a material adverse effect on its business, financial condition or results of operations. See "ITEM 3 – LEGAL PROCEEDINGS" in this Form 10-K for a discussion of current litigation.

The Company could be subject to additional tax liabilities.

The Company is subject to income tax laws in the United States, its states and municipalities and those of other foreign jurisdictions in which the Company has business operations. These laws are complex and subject to interpretations by the taxpayer and the relevant governmental taxing authorities. Significant judgment and interpretation is required in determining the Company’s worldwide provision for income taxes. In the ordinary course of business, transactions arise where the ultimate tax determination is uncertain. Although the Company believes its tax estimates are reasonable, the final outcome of tax audits and any related litigation could be materially different from that which is reflected in historical income tax provisions and accruals. Based on the status of a given tax audit or related litigation, a material effect on the Company’s income tax provision or net income may result during the period or periods from the initial recognition of a particular matter in the Company’s reported financial results to the final closure of that tax audit or settlement of related litigation when the ultimate tax and related cash flow is known with certainty.

The Company’s goodwill or indefinite-lived intangible assets may become impaired, which could require a significant charge to earnings to be recognized.

Under accounting principles generally accepted in the United States, goodwill and indefinite-lived intangible assets are not amortized but are reviewed for impairment at least annually. Future operating results used in the assumptions, such as sales or profit forecasts, may not materialize, and the Company could be required to record a significant charge to earnings in the financial statements during the period in which any impairment is determined, resulting in an unfavorable impact on our results of operations. Numerous assumptions are used in the evaluation of impairment, and there is no guarantee that the Company’s independent registered public accounting firm would reach the same conclusion as the Company or an independent valuation firm, which could result in a disagreement between management and the independent registered public accounting firm.

The Company may need additional capital in the future, and it may not be available on acceptable terms, if at all.

From time-to-time, the Company has historically relied on outside financing to fund expanded operations, capital expenditure programs and acquisitions. The Company may require additional capital in the future to fund operations or strategic opportunities. The Company cannot be assured that additional financing will be available on favorable terms, or at all. In addition, the terms of available financing may place limits on the Company’s financial and operating flexibility. If the Company is unable to obtain sufficient capital in the future, the Company may not be able to expand or acquire complementary businesses and may not be able to continue to develop new products or otherwise respond to changing business conditions or competitive pressures.

The Company’s stock price is highly volatile due to low float, which is the number of shares of the Company’s common stock that are outstanding and available for trading by the public.

The Company’s stock price may change dramatically when buyers seeking to purchase shares of the Company’s common stock exceed the shares available on the market, or when there are no buyers to purchase shares of the Company’s common stock when shareholders are trying to sell their shares.

The Company may not be able to reach acceptable terms for contracts negotiated with its labor unions and be subject to work stoppages or disruption of production.

During 2015, none of the union contracts covering the workforce of the Company will expire. The Company has been successful in negotiating new contracts over the years, but cannot guarantee that will continue. Failure to negotiate new union contracts could result in disruption of production, inability to deliver product or a number of unforeseen circumstances, any of which could have an unfavorable material impact on the Company's results of operations or financial statements.

Deterioration in the creditworthiness of several major customers could have a material impact on the Company's business, financial condition or results of operations.

Included as a significant asset on the Company's balance sheet are accounts receivable from our customers. If several large customers become insolvent or otherwise unable to pay for products, or become unwilling or unable to make payments in a timely manner, it could have an unfavorable material impact on the Company's results of operations or financial statements.

Although the Company is not dependent on any one customer, deterioration in several large customers at the same time could have an unfavorable material impact on the Company's results of operations or financial statements. No customers exceeded 10% of total accounts receivable for 2014, 2013 or 2012.

The Company's operating results may fluctuate, which makes the results of operations difficult to predict and could cause the results to fall short of expectations.

The Company's operating results may fluctuate as a result of a number of factors, many outside of our control. As a result, comparing the Company's operating results on a period-to-period basis may not be meaningful, and past results should not be relied upon as an indication of future performance. Quarterly, year to date and annual costs and expenses as a percentage of revenue may differ significantly from historical or projected rates. Future operating results may fall below expectations. These types of events could cause the price of the Company's stock to fall.

New or existing U.S. or foreign laws could subject the Company to claims or otherwise impact the Company's business, financial condition or results of operations.

The Company is subject to a variety of laws in both the U.S. and foreign countries that are costly to comply with, can result in negative publicity and diversion of management time and effort, and can subject the Company to claims or other remedies.

ITEM 1B UNRESOLVED STAFF COMMENTS

None.

ITEM 2 PROPERTIES

The corporate office of the Company is located in Naugatuck, Connecticut in a two-story 8,000 square foot administrative building on 3.2 acres of land.

All of the Company's properties are owned or leased and are adequate to satisfy current requirements. All of the Company's properties have the necessary flexibility to cover any long-term expansion requirements.

The Industrial Hardware Group includes the following:

The Eberhard Manufacturing Division in Strongsville, Ohio owns 9.6 acres of land and a building containing 157,580 square feet, located in an industrial park. The building is steel frame, one-story, having curtain walls of brick, glass and insulated steel panel. The building has two high bays, one of which houses two units of automated warehousing.

The Eberhard Hardware Manufacturing, Ltd., a wholly-owned Canadian subsidiary in Tillsonburg, Ontario, owns 4.4 acres of land and a building containing 31,000 square feet in an industrial park. The building is steel frame, one-story, having curtain walls of brick, glass and insulated steel panel. It is particularly suited for light fabrication, assembly and warehousing and is adequate for long-term expansion requirements.

The Canadian Commercial Vehicles Corporation ("CCV"), a wholly-owned subsidiary in Kelowna, British Columbia, leases 46,385 square feet of building space located in an industrial park. The building is made from brick and concrete, contains approximately 5,400 square feet of office space on two levels and houses a modern paint booth for finishing our products. The building is protected by a F1 rated fire suppression system and alarmed for fire and security. The current lease expires December 31, 2015 and is renewable.

The Composite Panel Technologies Division ("CPT") in Salisbury, North Carolina, leases 70,000 square feet of building space located in an industrial park. The building is made from brick and concrete, contains approximately 6,600 square feet of office space on one level and houses a modern paint booth for finishing our products. The building is protected by a water sprinkler fire suppression system and alarmed for fire and security. The current lease expires October 31, 2019 and is renewable.

The Eastern Industrial Ltd., a wholly-owned subsidiary in Shanghai, China, leases brick and concrete buildings containing approximately 47,500 square feet, located in both industrial and commercial areas. A two year lease was signed in 2014, which expires on April 30, 2016 and is renewable.

The Sesamee Mexicana subsidiary leases 42,588 square feet in a facility located in an industrial park in Lerma, Mexico. The current lease expires November 30, 2015 and is renewable. The building is steel framed with concrete block and glass curtain walls.

The Security Products Group includes the following:

The Greenwald Industries Division in Chester, Connecticut owns 26 acres of land and a building containing 120,000 square feet. The building is steel frame, one story, having brick over concrete blocks.

The Illinois Lock Company/CCL Security Products Division owns 2.5 acres of land and a building containing 44,000 square feet in Wheeling, Illinois. The building is brick and located in an industrial park.

The Argo Transdata Division leases approximately 17,000 square feet located in an industrial park in Clinton, CT. The building is a two-story steel framed structure and is situated on 2.9 acres of land. The current lease expires April 1, 2016 and is renewable for an additional 5 years.

The World Lock Co. Ltd. subsidiary leases 5,285 square feet located in Taipei, Taiwan. The building is made from brick and concrete and is protected by a fire alarm and sprinklers.

The Dongguan Reeworld Security Products Company Ltd. subsidiary was established in July 2013 to manufacture locks and hardware and leases 118,000 square feet of concrete buildings in an industrial park located in Dongguan, China. A five-year lease was signed in 2013, which expires June 30, 2018 and is renewable.

The Metal Products Group consists of:

The Frazer and Jones Division in Solvay, New York owns 17.9 acres of land and buildings containing 205,000 square feet constructed for foundry use. These facilities are well adapted to handle the division’s current and future casting requirements.

All owned properties are free and clear of any encumbrances.

ITEM 3 LEGAL PROCEEDINGS

During 2010, the Company was contacted by the State of Illinois regarding potential ground contamination at our plant in Wheeling, Illinois. The Company enlisted into 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 any potential remediation was available when this Form 10-K was filed with the SEC.

There are no other legal proceedings, other than ordinary routine litigation incidental to the Company’s business, to which either the Company or any of its subsidiaries is a party or to which any of their property is the subject.

ITEM 4 MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is traded on the NASDAQ (ticker symbol EML). The approximate number of record holders of the Company common stock on January 3, 2015 was 412.

High and low stock prices and dividends for the last two years were:

	2014				2013		
	Market Price				Market Price		
Quarter	High	Low	Dividend	Quarter	High	Low	Dividend
First	$17.71	$15.35	$.11	First	$20.00	$14.91	$.10
Second	17.74	15.05	.11	Second	18.25	14.58	.10
Third	16.45	15.15	.15 #	Third	17.75	15.27	.11
Fourth	18.49	15.29	.11	Fourth	17.99	15.39	.11

- The Company paid an additional one-time extra dividend of $0.04 in the third quarter of 2014.

The Company expects to continue its policy of paying regular cash dividends, although there is no assurance as to future dividends because they are dependent on future earnings, capital requirements, and financial conditions. The payment of dividends is subject to the restrictions of the Company's loan agreement if such payment would result in an event of default. See Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations, and Note 5 to the Company's financial statements included at Item 8 of this Annual Report on Form 10-K.

The following table sets forth information regarding securities authorized for issuance under the Company's equity compensation plans as of January 3, 2015, consisting of the Company's 2010 plan.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	-	-	500,000[1]
Equity compensation plans not approved by security holders	-	-	-
Total	-	-	500,000

1 Includes shares available for future issuance under the 2010 plan.

Each director who is not an employee of the Company ("Outside Director") is paid a director's fee for his services at the annual rate of $30,000. All annual fees paid to non-employee members of the Board of Directors of the Company are paid in common stock of the Company or cash, in accordance with the Directors Fee Program adopted by the shareholders on March 26, 1997 and amended on January 5, 2004. The directors make an annual election, within a reasonable time before their first quarterly payment, to receive their fees in the form of cash, stock or a combination thereof. The election remains in force for one year.

There were no issuer sales of any unregistered securities during fiscal years 2014, 2013 or 2012.

Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number that May Yet Be Purchased Under the Plans or Programs
September 28 – November 1, 2014	-	-	-	-
November 2 – November 29, 2014	7,001	$16.33	-	-
November 30, 2014 – January 3, 2015	1,937	$16.72	-	-
Total	8,938	$16.41	-	-

The figures shown in the table above are for shares purchased by The Salaried Employees' Retirement Plan of The Eastern Company during the fourth quarter of 2014. The Company does not have any share repurchase plans or programs.

Stock Performance Graph

The following graph sets forth the Company's cumulative total shareholder return based upon an initial $100 investment made on December 31, 2009 (i.e., stock appreciation plus dividends during the past five fiscal years) compared to the Wilshire 5000 Index and the S&P Industrial Machinery Index.

The Company manufactures and markets a broad range of locks, latches, fasteners and other security hardware that meets the diverse security and safety needs of industrial and commercial customers. Consequently, while the S&P Industrial Machinery Index being used for comparison is the standard index most closely related to the Company, it does not completely represent the Company's products or market applications. The Wilshire 5000 is a market index made up of 5,000 publicly-traded companies, including those having both large and small capitalization.

	Dec. 09	Dec. 10	Dec. 11	Dec. 12	Dec. 13	Dec. 14
The Eastern Company	$100	$138	$157	$128	$132	$146
Wilshire 5000	$100	$117	$118	$137	$183	$206
S&P Industrial Machinery	$100	$136	$123	$157	$229	$241

ITEM 6 SELECTED FINANCIAL DATA

	2014	2013	2012	2011	2010
INCOME STATEMENT ITEMS (in thousands)					
Net sales	$ 140,825	$ 142,458	$ 157,509	$ 142,856	$ 130,130
Cost of products sold	108,339	112,311	124,157	115,504	103,458
Depreciation and amortization	3,486	3,825	3,440	3,707	3,943
Interest expense	255	323	369	231	266
Income before income taxes	11,529	10,114	13,225	8,507	8,248
Income taxes	3,867	3,212	4,599	3,002	2,705
Net income	7,661	6,902	8,626	5,505	5,543
Dividends #	2,987	2,613	3,109	2,224	3,182
BALANCE SHEET ITEMS (in thousands)					
Inventories	$ 34,402	$ 30,658	$ 29,385	$ 29,793	$ 28,190
Working capital	57,845	57,379	56,920	48,681	48,262
Property, plant and equipment, net	28,051	27,392	25,661	24,634	24,464
Total assets	121,271	113,858	115,854	106,700	102,353
Shareholders' equity	74,975	81,505	71,582	69,158	70,044
Capital expenditures	3,633	5,524	4,217	3,395	4,733
Long-term obligations, less current portion	3,214	4,286	6,071	3,036	3,750
PER SHARE DATA					
Net income per share					
Basic	$ 1.23	$ 1.11	$ 1.39	$ .89	$ .91
Diluted	1.23	1.11	1.38	.89	.90
Dividends #	.48	.42	.50	.36	.52
Shareholders' equity (Basic)	12.04	13.10	11.51	11.19	11.47
Average shares outstanding: Basic	6,225,068	6,220,928	6,216,931	6,178,664	6,104,711
Diluted	6,237,914	6,237,758	6,233,375	6,216,193	6,192,019

- 2014 dividends include a one-time extra payment of $0.04 per share distributed on 9/15/2014. 2012 dividends include a one-time extra payment of $0.10 per share distributed on 12/14/2012. 2010 dividends include a one-time extra payment of $0.16 per share distributed on 12/15/2010.

ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Summary

Net sales for 2014 decreased 1% to $140.8 million from $142.5 million in 2013. Net income for 2014 increased 11% to $7.7 million, or $1.23 per diluted share, from $6.9 million, or $1.11 per diluted share in 2013. Net sales in the Industrial Hardware segment decreased approximately 3% in 2014, reflecting a decrease in sales of existing products, primarily lightweight composite panels which were used in the fracking industry, as well as lower sales to our distributors and military markets in 2014 compared to the prior year periods. The overall decrease in sales of Industrial Hardware products was reduced by an increase compared to the same period in 2013 in sales to several of the markets we sell into, including: the Class 8 truck, truck accessory, off-highway, bus, and industrial markets, as well as the introduction of new products. Net sales in the Security Products segment increased approximately 1% in 2014, primarily the result of sales of new lock products to the many markets we serve. The Metal Products segment net sales decreased approximately 2% in 2014, reflecting lower demand for existing products primarily in the U.S. mining market compared to the prior year period.

Fourth Quarter 2014 Compared to Fourth Quarter 2013

The following table shows, for the fourth quarter of 2014 and 2013, selected line items from the consolidated statements of income as a percentage of net sales, by segment.

	2014 Fourth Quarter			
	Industrial Hardware	Security Products	Metal Products	Total
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	73.7%	72.6%	81.1%	75.1%
Gross margin	26.3%	27.4%	18.9%	24.9%
Selling and administrative expense	18.9%	19.1%	8.7%	16.5%
Operating profit	7.4%	8.3%	10.2%	8.4%

	2013 Fourth Quarter			
	Industrial Hardware	Security Products	Metal Products	Total
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	73.6%	73.8%	84.1%	76.3%
Gross margin	26.4%	26.2%	15.9%	23.7%
Selling and administrative expense	17.0%	17.6%	7.6%	14.8%
Operating profit	9.4%	8.6%	8.3%	8.9%

The following table shows the amount of change from the fourth quarter of 2013 to the fourth quarter of 2014 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	$ 779	$ (470)	$ (178)	$ 131
Volume	0.1%	-8.0%	-2.5%	-3.4%
Prices	-0.1%	1.0%	0.0%	0.3%
New Products	5.7%	3.1%	0.4%	3.5%
	5.7%	-3.9%	-2.1%	0.4%
Cost of products sold	$ 589	$ (489)	$ (398)	$ (298)
	5.9%	-5.5%	-5.6%	-1.1%
Gross margin	$ 190	$ 19	$ 220	$ 429
	5.3%	0.6%	16.4%	5.3%
Selling and administrative expenses	$ 410	$ 92	$ 79	$ 581
	17.7%	4.4%	12.3%	11.4%
Operating profit	$ (220)	$ (73)	$ 141	$ (152)
	-17.1%	-7.0%	20.1%	-5.0%

Net sales in the fourth quarter of 2014 increased less than 1% to $34.4 million from $34.3 million a year earlier. The increase in sales in the fourth quarter from 2013 to 2014 is primarily attributable to higher sales of products in the Industrial Hardware segment to the distribution, service body, truck accessory, industrial and Class 8 truck markets, in the Security Products segment to the cash management and distribution markets and in the Metal Products segment to the railway, truck and utility markets in 2014 compared to 2013. However, net sales in the fourth quarter of 2014 were unfavorably impacted by lower sales of products in the Industrial Hardware segment to the off-highway and military markets, in the Security Products segment to the commercial laundry market and in the Metal Products segment to the U.S. mining market in 2014 compared to 2013.

Cost of products sold in the fourth quarter decreased $0.3 million or 1% from 2013 to 2014. The most significant factors resulting in changes in cost of products sold in the fourth quarter of 2014 compared to 2013 fourth quarter included:

§ an increase of $0.5 million or 192% in utility costs;
§ an increase of $0.5 million or 124% in shipping expenses;
§ an increase of $0.3 million or 3% in costs for payroll and payroll related charges;
§ an increase of $0.1 million or 40% in pattern costs;
§ an increase of $0.1 million or 5% in costs for supplies and tools;
§ a decrease of $0.7 million or 6% in raw materials;
§ a decrease of $0.7 million or 100% in severance costs for relocation of a facility in China which occurred in the 2013 period;
§ a decrease of $0.1 million or 15% in maintenance and repair expenses;
§ a decrease of $0.1 million or 61% in property taxes;
§ a decrease of $0.1 million or 180% in foreign exchange;
§ and a decrease of $0.1 million or 548% in miscellaneous taxes.

Gross margin as a percentage of net sales for the fourth quarter of 2014 was 25% compared to 24% in the fourth quarter of 2013. The increase is primarily the result of the changes in cost of products sold enumerated above, the mix of products produced and the introduction of new products.

Selling and administrative expenses for the fourth quarter of 2014 increased $0.6 million or 11% compared to the prior year quarter. The most significant factor resulting in changes in selling and administrative expenses in the fourth quarter of 2014 compared to 2013 fourth quarter was:

§ an increase of $0.6 million or 18% in payroll and payroll related charges.

Net income for the fourth quarter of 2014 increased 6% to $2.0 million (or $.33 per diluted share) from $1.9 million (or $.31 per diluted share) a year earlier.

Authoritative Accounting Guidance

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.

In July 2013, the FASB issued authoritative guidance that requires an entity to net its liability for unrecognized tax positions against a net operating loss carryforward, a similar tax loss or a tax credit carryforward when settlement in this manner is available under the tax law. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2013. The Company adopted this guidance effective December 29, 2013 and it had no impact on the consolidated financial statements of the Company.

In April 2014, the FASB issued authoritative guidance which changes the criteria for determining which disposals can be presented as discontinued operations and modifies the related disclosure requirements. To qualify as a discontinued operation the standard requires a disposal to represent a strategic shift that has, or will have, a major effect on an entity's operations and financial results. The standard also expands the disclosures for discontinued operations and requires new disclosures related to individually material dispositions that do not qualify as discontinued operations. The guidance is effective for fiscal years beginning after December 15, 2014, with early adoption permitted. The Company adopted this guidance with its fiscal year effective January 4, 2015 and does not expect any impact on the consolidated financial statements of the Company. This guidance will impact the reporting of any future dispositions.

In May 2014, the FASB issued authoritative guidance which impacts virtually all aspects of an entity's revenue recognition. The core principle of the new standard is that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard is effective for annual reporting periods beginning after December 15, 2016. Early adoption is not permitted. The Company has not determined the impact of the adoption of this guidance 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.

Critical Accounting Policies and Estimates

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") requires management to make judgments, estimates and assumptions regarding uncertainties that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Areas of uncertainty that require judgments, estimates and assumptions include items such as the accounting for derivatives; environmental matters; the testing of goodwill and other intangible assets for impairment; proceeds on assets to be sold; pensions and other postretirement benefits; and tax matters. Management uses historical experience and all available information to make its estimates and assumptions, but actual results will inevitably differ from the estimates and assumptions that are used to prepare the Company's financial statements at any given time. Despite these inherent limitations, management believes that Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and related footnotes provide a meaningful and fair presentation of the Company.

Management believes that the application of these estimates and assumptions on a consistent basis enables the Company to provide the users of the financial statements with useful and reliable information about the Company's operating results and financial condition.

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.

Inventory Reserve

Inventories are valued at the lower of cost or market. Cost is determined by the last-in, first-out ("LIFO") method at the Company's U.S. facilities. Accordingly, a LIFO valuation reserve is calculated using the dollar value link chain method.

We review the net realizable value of inventory in detail on an ongoing basis, giving consideration to deterioration, obsolescence and other factors. Based on these assessments, we provide for an inventory reserve in the period in which an impairment is identified. The reserve fluctuates with market conditions, design cycles and other economic factors.

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Goodwill and Other Intangible Assets

Intangible assets with finite useful lives are amortized generally on a straight-line basis over the periods benefited. Goodwill and other intangible assets with indefinite useful lives are not amortized. 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 performed its most recent qualitative assessment as of the end of fiscal 2014 and determined it is more likely than not that no impairment of goodwill existed at the end of 2014. 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.

Pension and Other Postretirement Benefits

The amounts recognized in the consolidated financial statements related to pension and other postretirement benefits are determined from actuarial valuations. Inherent in these valuations are assumptions about such factors as expected return on plan assets, discount rates at which liabilities could be settled, rate of increase in future compensation levels, mortality rates, and trends in health insurance costs. These assumptions are reviewed annually and updated as required. In accordance with U.S. GAAP, actual results that differ from the assumptions are accumulated and amortized over future periods and, therefore, affect the expense recognized and obligations recorded in future periods.

The discount rate used is based on 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. The expected long-term rate of return on assets is also developed with input from the Company's actuarial firms. We consider the Company's historical experience with pension fund asset performance, the current and expected allocation of our plan assets, and expected long-term rates of return. The long-term rate-of-return assumption used for determining net periodic pension expense for 2014 was 8.0%. The Company reviews the long-term rate of return each year. Future actual pension income and expense will depend on future investment performance, changes in future discount rates, and various other factors related to the population of participants in the Company's pension plans.

The Company expects to make cash contributions of approximately $3.0 million and $150,000 to its pension plans and postretirement plan, respectively, in 2015.

RESULTS OF OPERATIONS

Fiscal 2014 Compared to Fiscal 2013

The following table shows, for 2014 and 2013, selected line items from the consolidated statements of income as a percentage of net sales, by segment.

	Industrial Hardware	Security Products	Metal Products	Total
		2014		
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	74.4%	74.9%	84.6%	76.9%
Gross margin	25.6%	25.1%	15.4%	23.1%

Selling and administrative expense	17.0%	16.9%	7.5%	14.8%
Operating profit	8.6%	8.2%	7.9%	8.3%

		2013		
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	76.4%	78.0%	84.5%	78.8%
Gross margin	23.6%	22.0%	15.5%	21.2%
Selling and administrative expense	15.7%	16.3%	7.1%	13.9%
Operating profit	7.9%	5.7%	8.4%	7.3%

The following table shows the amount of change from 2013 to 2014 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	$ (1,701)	$ 630	$ (562)	$ (1,633)
Volume	-6.3%	-0.6%	-3.5%	-3.7%
Prices	-0.1%	0.4%	-0.2%	0.1%
New Products	3.6%	1.5%	2.0%	2.5%
	-2.8%	1.3%	-1.7%	-1.1%
Cost of products sold	$ (2,499)	$ (1,057)	$ (416)	$ (3,972)
	-5.4%	-2.8%	-1.5%	-3.5%
Gross margin	$ 798	$ 1,687	$ (146)	$ 2,339
	5.6%	15.8%	-2.8%	7.8%
Selling and administrative expenses	$ 531	$ 409	$ 67	$ 1,007
	5.6%	5.2%	2.8%	5.1%
Operating profit	$ 267	$ 1,278	$ (213)	$ 1,332
	5.6%	46.0%	-7.6%	12.8%

Industrial Hardware Segment

Net sales in the Industrial Hardware segment decreased 3% in 2014 from the 2013 level. The decrease in sales in 2014 reflected a decrease in sales of existing products, resulting primarily from lightweight composite panels which were used in the fracking industry, as well as lower sales to our distributors and military markets in 2014 compared to the prior year periods. The decrease in sales of the lightweight composite panels for the fracking tank was the result of a customer exiting the fracking business. The overall decrease was reduced by an increase in sales to several of the markets we sell into, including: the Class 8 truck, truck accessory, off-highway, bus, and industrial markets compared to the same period in 2013 and the introduction of new products. All of the new products were developed internally and included a cab handle and paddle, a rotary and lever arm, a lever assembly, a paddle lock, a striker pin, luggage latch, a bellcrank assembly, a rotary latch and a trigger latch for the Class 8 truck market; a rotary, a mini rotary and a gate latch for the off-highway market; a trigger latch for the bus market; a 3 point compression latch, a stainless steel catch, a trigger latch, an ergonomic t-handle, and a paddle assembly for the distribution market; a striker and rotary, a rotary lock, a triangle key tool and a paddle rotary for the industrial market; as well as a variety of locking and latching products for the many markets we serve.

Cost of products sold for the Industrial Hardware segment decreased $2.5 million or 5% from 2013 to 2014. The most significant factors resulting in changes in cost of products sold in 2014 compared to 2013 included:

§ an increase of $0.1 million or 34% in rent expense;
§ a decrease of $1.6 million or 6% in raw materials;
§ a decrease of $0.4 million or 27% for depreciation;
§ a decrease of $0.3 million or 2% in costs for payroll and payroll related charges;
§ a decrease of $0.2 million or 33% for equipment rental;
§ and a decrease of $0.1 million or 8% in shipping expenses.

Gross margin for 2014 of 26% increased as compared to 24% in the 2013 period as a percentage of net sales for the Industrial Hardware segment. The increase reflects 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 $0.5 million or 6% from 2013 to 2014. The most significant factors resulting in changes in selling and administrative expenses in the Industrial Hardware segment in 2014 compared to 2013 included:

- an increase of $0.5 million or 8% in payroll and payroll related charges;
- an increase of $0.1 million or 99% in advertising;
- and a decrease of $0.1 million or 9% in other administrative expenses.

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Security Products Segment

Net sales in the Security Products segment increased 1% in 2014 from the 2013 level. The increase in sales in 2014 in the Security Products segment compared to the prior year period was primarily the result of sales of new lock products to the many markets we serve. Sales in the Security Products segment also reflect approximately 2 weeks of sales in 2014 from the Argo Transdata acquisition which was completed on December 15, 2014 and were not material to the consolidated financial statements. Sales of new products included a locking flush mount handle for tonneau covers, a locking T-handle for truck caps and cable and stud locks for bicycle racks for the vehicular market, a custom brass padlock and a rekeyable padlock for the locksmith market, a passive keyless entry system for the storage market, and a mini tubular self-retaining lock for the computer industry, as well as printed circuit board assemblies for the industrial controls, medical and military markets.

Cost of products sold for the Security Products segment decreased $1.1 million or 3% from 2013 to 2014. The most significant factors resulting in changes in cost of products sold in 2014 compared to 2013 included:

§ an increase of $0.9 million or 14% in payroll and payroll related charges;
§ an increase of $1.3 million or 527% in shipping expenses;
§ an increase of $0.1 million or 84% in costs for fire and liability insurance;
§ an increase of $0.1 million or 10% in supplies and tools;
§ an increase of $0.1 million or 172% in maintenance and repair expenses;
§ a decrease of $2.6 million or 10% in raw materials;
§ a decrease of $0.7 million or 100% in severance costs for relocation of a facility in China which occurred in the 2013 period;
§ a decrease of $0.1 million or 57% in pattern costs;
§ a decrease of $0.1 million or 52% in property taxes;
§ and a decrease of $0.1 million or 100% in other miscellaneous expenses.

Gross margin as a percentage of sales in the Security Products segment increased from 22% in 2013 to 25% in 2014. The increase reflects the mix of products produced and the changes in cost of products sold discussed above, as well as the higher sales volume in 2014 compared to 2013.

Selling and administrative expenses in the Security Products segment increased $0.4 million or 5% from 2013 to 2014. The most significant factors resulting in changes in selling and administrative expenses in the Security Products segment in 2014 compared to 2013 included:

§ an increase of $0.3 million or 6% in payroll and payroll related charges;
§ an increase of $0.2 million or 36% in other administrative expenses;
§ and a decrease of $0.1 million or 16% in advertising expenses.

Metal Products Segment

Net sales in the Metal Products segment decreased 2% in 2014 from the 2013 level. Sales of mine products decreased 8% in 2014 compared to 2013. The decrease in sales of mining products was driven by lower demand for existing products in 2014 primarily in the U.S. mining market compared to the prior year period, and was partially offset by increased sales from the introduction of new mining products. New mining products included a flange nut and a cable head. 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 EPA clean air regulations that went into effect in 2012. Sales of contract casting products increased 47% from 2013 levels. The increase in sales of contract casting was primarily the result of an increase in sales of existing products to the trucking and solar industries. Contract casting sales also benefited from sales of new products including rail clamps for a solar panel application, a rail tie plate for a new customer, and nuts used by a gas company in the utility industry.

Cost of products sold for the Metal Products segment decreased $0.4 million or 2% from 2013 to 2014. The most significant factors resulting in changes in cost of products sold in 2014 compared to 2013 included:

§ an increase of $0.4 million or 10% for supplies and tools;
§ an increase of $0.2 million or 114% in pattern costs;
§ an increase of $0.1 million or 7% for utility costs;
§ an increase of $0.1 million or 22% in scrap costs;
§ an increase of $0.1 million or 7% in costs for depreciation;
§ a decrease of $0.8 million or 7% in costs for payroll and payroll related charges;
§ a decrease of $0.3 million or 11% in costs for maintenance and repair;

§ a decrease of $0.1 million or 17% in shipping expenses;
§ and a decrease of $0.1 million or 31% in property taxes.

Gross margin as a percentage of sales in the Metal Products segment decreased from 16% in 2013 to 15% in 2014. The slight decrease in gross margin compared to the prior year is due to the mix of products produced and the changes in cost of products sold enumerated above.

Selling and administrative expenses in the Metal Products segment increased $0.1 million or 3% from 2013 to 2014. The most significant factor resulting in changes in selling and administrative expenses in the Metal Products segment in 2014 compared to 2013 was:

§ an increase of $0.1 million or 9% in payroll and payroll related charges.

Other Items

The following table shows the amount of change from 2013 to 2014 in other items (dollars in thousands):

	Total
Interest expense	$ (68)
	-21%
Other income	$ 14
	29%
Income taxes	$ 655
	20%

Interest expense decreased from 2013 to 2014 due to the decreased level of debt in 2014.

Other income which is not material to the financial statements increased from 2013 to 2014 due to higher cash balances in the Company's cash management program in 2014.

Income taxes – the effective tax rate for 2014 was 34% compared to the 2013 rate which was 32%. The effective tax rate for 2014 was higher than the prior year period due to the ratio of earnings in states with higher tax rates and a change in unrecognized tax benefits.

Fiscal 2013 Compared to Fiscal 2012

The following table shows, for 2013 and 2012, selected line items from the consolidated statements of income as a percentage of net sales, by segment.

	Industrial Hardware	Security Products	Metal Products	Total
		2013		
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	76.4%	78.0%	84.5%	78.8%
Gross margin	23.6%	22.0%	15.5%	21.2%
Selling and administrative expense	15.7%	16.3%	7.1%	13.9%

Operating profit	7.9%	5.7%	8.4%	7.3%

			2012	
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	76.0%	76.3%	88.2%	78.8%
Gross margin	24.0%	23.7%	11.8%	21.2%
Selling and administrative expense	13.5%	15.5%	6.5%	12.6%
Operating profit	10.5%	8.2%	5.3%	8.6%

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The following table shows the amount of change from 2012 to 2013 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	$ (11,901)	$ (1,387)	$ (1,763)	$ (15,051)
Volume	-20.4%	-4.9%	-8.5%	-12.8%
Prices	0.0%	0.7%	1.6%	0.6%
New Products	3.9%	1.4%	1.9%	2.6%
	-16.5%	-2.8%	-5.0%	-9.6%
Cost of products sold	$ (8,844)	$ (206)	$ (2,808)	$ (11,858)
	-16.1%	-0.5%	-9.1%	-9.5%
Gross margin	$ (3,057)	$ (1,181)	$ 1,045	$ (3,193)
	-17.7%	-9.9%	25.3%	-9.6%
Selling and administrative expenses	$ (288)	$ 152	$ 108	$ (28)
	-3.0%	2.0%	4.8%	-0.1%
Operating profit	$ (2,769)	$ (1,333)	$ 937	$ (3,165)
	-36.6%	-32.4%	50.1%	-23.4%

Industrial Hardware Segment

Net sales in the Industrial Hardware segment decreased 17% in 2013 from the 2012 level. The decrease in sales in 2013 reflected a decrease in sales of existing products, resulting from lower sales to the distribution, trailer, truck accessory, service body and military markets as well as lightweight composite panels used in an interactive electronic board product and lightweight composite sleeper cabs for the Class 8 truck market in 2013 compared to the prior year period. The decrease was reduced by an increase in sales of other products to the Class 8 truck market, such as vents, and to the fire and rescue market, the bus market and the off-highway market in 2013 compared to the same periods in 2012, selective price increases to customers and the introduction of new products. All of the new products were developed internally and included rotary latches, an adjustable rod assembly, a striker pin, a lever latch, a cab door handle and a venting line of products for the Class 8 truck market; a dual latch rotary and a handle for the fire and rescue market; a trigger latch for the bus market; a platform and small panels made from lightweight composite material; as well as a variety of locking and latching products for the many markets we serve.

Cost of products sold for the Industrial Hardware segment decreased $8.8 million or 16% from 2012 to 2013. The most significant factors resulting in changes in cost of products sold in 2013 compared to 2012 included:

- § an increase of $0.3 million or 22% for depreciation;
- § an increase of $0.3 million or 121% in foreign exchange;
- § a decrease of $6.4 million or 19% in raw materials;
- § a decrease of $1.2 million or 8% in costs for payroll and payroll related charges;
- § a decrease of $0.9 million or 1,640% in miscellaneous expense;
- § a decrease of $0.3 million or 25% in costs for supplies and tools;
- § a decrease of $0.2 million or 18% in shipping expenses;
- § a decrease of $0.1 million or 14% for equipment rental;

§ a decrease of $0.1 million or 14% related to costs for maintenance and repairs;
§ a decrease of $0.1 million or 29% in engineering expenses;
§ and a decrease of $0.1 million or 23% for rent.

Gross margin for 2013 of 24% was comparable to the 2012 period as a percentage of net sales for the Industrial Hardware segment.

Selling and administrative expenses in the Industrial Hardware segment decreased $0.3 million or 3% from 2012 to 2013. The most significant factor resulting in changes in selling and administrative expenses in the Industrial Hardware segment in 2013 compared to 2012 included:

§ a decrease of $0.3 million or 5% in payroll and payroll related charges.

Security Products Segment

Net sales in the Security Products segment decreased 3% in 2013 from the 2012 level. The decrease in sales in 2013 in the Security Products segment compared to the prior year period was the result of lower sales volume of existing products to the cash management, computer and commercial laundry markets. Selective price increases and the introduction of new products offset a portion of the sales decrease. Sales of new products included clamps, a tubular slam lock, locking t-handles for truck caps and a locking flush mount tonneau cover handle for the vehicular market, a puck lock for the OEM market, luggage locks for the travel market, a round body steel padlock for the retail hardware market, and mini "D" ring handle assembly for the storage market.

Cost of products sold for the Security Products segment decreased $0.2 million or 1% from 2012 to 2013. The most significant factors resulting in changes in cost of products sold in 2013 compared to 2012 included:

§ an increase of $1.1 million or 18% in payroll and payroll related charges;
§ an increase of $0.2 million or 207% in foreign exchange;
§ and a decrease of $1.5 million or 6% in raw materials.

Gross margin as a percentage of sales in the Security Products segment decreased from 24% in 2012 to 22% in 2013. The decrease reflects the mix of products produced and the changes in cost of products sold discussed above, as well as the lower sales volume in 2013 compared to 2012.

Selling and administrative expenses in the Security Products segment increased $0.2 million or 2% from 2012 to 2013. The most significant factors resulting in changes in selling and administrative expenses in the Security Products segment in 2013 compared to 2012 included:

§ an increase of $0.2 million or 3% in payroll and payroll related charges;
§ an increase of $0.1 million or 10% in commission payments;
§ an increase of $0.1 million or 19% in advertising expenses;
§ an increase of $0.1 million or 33% in travel expenses;
§ and a decrease of $0.3 million or 31% in other administrative expenses.

Metal Products Segment

Net sales in the Metal Products segment decreased 5% in 2013 from the 2012 level. Sales of mine products increased 2% in 2013 compared to 2012. The increase in sales of mining products was driven by continued strong demand in 2013 primarily in the U.S. mining market compared to the prior year period and the introduction of new mining products. New mining products included a flange nut, a rope thread and a cable head. The Company was not impacted during 2012 or 2013 by the coal mining industry forecast of softening demand for coal projected to begin 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 EPA clean air regulations. Sales of contract casting products decreased 44% from 2012 levels. The decrease in sales of contract casting was primarily the result of a reduction in sales of a tie plate for the railroad industry. Contract casting sales benefited from the sales of new products including rail clamps for a solar panel application and new beam clamps.

Cost of products sold for the Metal Products segment decreased $2.8 million or 9% from 2012 to 2013. The most significant factors resulting in changes in cost of products sold in 2013 compared to 2012 included:

§ an increase of $0.1 million or 8% for utility costs;
§ an increase of $0.1 million or 11% in costs for depreciation;
§ a decrease of $1.2 million or 16% in raw materials;
§ a decrease of $1.1 million or 24% in costs for supplies and tools;
§ a decrease of $0.5 million or 4% in costs for payroll and payroll related charges;
§ and a decrease of $0.2 million or 80% in miscellaneous expense.

Gross margin as a percentage of sales in the Metal Products segment increased from 12% in 2012 to 16% in 2013. The improvement in gross margin compared to the prior year is due to 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 $0.1 million or 5% from 2012 to 2013. The most significant factors resulting in changes in selling and administrative expenses in the Metal Products segment in 2013 compared to 2012 were:

§ an increase of $0.2 million or 38% in other administrative expense;
§ and a decrease of $0.1 million or 5% in payroll and payroll related charges.

Other Items

The following table shows the amount of change from 2012 to 2013 in other items (dollars in thousands):

	Total
Interest expense	$ (47)
	-13%
Other income	$ 8
	18%
Income taxes	$ (1,387)
	-30%

Interest expense decreased from 2012 to 2013 due to the decreased level of debt in 2013.

Other income which is not material to the financial statements increased from 2012 to 2013 due to higher cash balances in the Company's cash management program in 2013.

Income taxes – the effective tax rate for 2013 was 32% compared to the 2012 rate which was 35%. The effective tax rate for 2013 was lower than the prior year period due to the ratio of earnings in countries with lower tax rates and a change in unrecognized tax benefits

Liquidity and Sources of Capital

The Company's financial position continued to be strong in 2014. 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:

	2014	2013	2012
Current ratio	5.3	5.2	4.8
Average days' sales in accounts receivable	49	47	47
Inventory turnover	3.1	3.7	4.2
Ratio of working capital to sales	41.1%	40.3%	36.1%
Total debt to shareholders' equity	5.7%	7.4%	10.5%

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):

	2014	2013	2012
Cash and cash equivalents			
- Held in the United States	$ 5.6	$ 10.2	$ 10.4
- Held by foreign subsidiary	10.2	9.8	8.1
	15.8	20.0	18.5
Working capital	57.8	57.4	56.9
Net cash provided by operating activities	9.3	11.3	13.6
Change in working capital impact on net cash (used)/provided by operating activities	(2.2)	(0.2)	0.3
Net cash used in investing activities	(8.6)	(5.5)	(4.2)
Net cash (used in)/provided by financing activities	(4.5)	(4.0)	(2.3)

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.

Net cash provided by operating activities dropped to $9.3 million from $11.3 million in 2013 and $13.6 million in 2012. The $2.0 million difference between 2014 and 2013 was mainly the result of a $2.8 million increase in inventory, offset by increased profitability in 2014. Management has made the reduction of inventory a priority in 2015. The $2.3 million decline between 2013 and 2012 is the result of applicable year earnings and the Company's ability to control inventory and accounts receivable levels during the year.

In Fiscal 2014 the impact on cash from the net change in working capital was approximately ($2.2) million, due mainly to the increased inventory levels at the end of the year; in Fiscal 2013 the impact on cash from the net change in working capital was approximately ($0.2) million; in Fiscal 2012, the impact on cash from the net change in working capital was $0.3 million.

In 2014 the Company used $3.6 million for the purchase of fixed assets. The Company also used approximately $5.0 million on the acquisition of the assets of Argo Transdata. This transaction is more fully discussed in Note 3 of the 2014 Audited Financial Statement located in Item 8 of this Form 10-K. Virtually the entire amount of cash used in investing activities in Fiscal 2013 and 2012 was for the purchase of fixed assets. Capital expenditures in Fiscal 2015 are expected to be in the range of $6 million.

In Fiscal 2014 the Company used approximately $4.5 million in cash for financing activities. The major reason for the increase over the level used in Fiscal 2013 relates to a higher dividend rate ($0.48 and $0.42 in Fiscal 2014 and 2013 respectively) and the fact that the Company was required to make a fifth debt payment as a result of the 53 week year in Fiscal 2014.

In Fiscal 2013, the Company used approximately $4.0 million of cash for financing activities. Approximately $1.4 million was used for debt repayments, and another $2.6 million was paid in dividends.

In Fiscal 2012, the Company used approximately $2.3 million of cash for financing activities. In January 2012, the Company obtained a second term loan 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 as a result of the special one time dividend of $0.16 paid in the fourth quarter.

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 2014; $1.1 million in 2013; and $1.2 million in 2012.

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 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 had 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 our former lender, 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. At the same time the maturity date of the revolving credit portion was extended to January 31, 2014 and continued to have a quarterly commitment fee of one quarter of one percent (0.25%).

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. On January 23, 2014, the Company amended the Loan Agreement with People's. The amendment renewed and extended the maturity date of the revolving credit portion of the Loan Agreement to July 1, 2016 and changes the interest rate to LIBOR plus 2.25%, and eliminated the 3.25% floor previously in place. The quarterly commitment fee of one quarter of one percent (0.25%) remained unchanged. The Company did not utilize the revolving credit portion of the Loan Agreement at any time during 2013 or 2014.

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 $52.8 million as of December 28, 2013. As part of an amendment to the Loan Agreement signed on January 23, 2014, the leverage ratio was eliminated, and the minimum tangible net worth covenant was modified to a fixed minimum amount of $55 million, effective with the end of the Company's first quarter of 2014. 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 2013 and 2014.

The quarterly payment dates as listed in the Loan Agreement are the first business day of the calendar quarter. As a result, there were five scheduled payments in Fiscal 2014 and will be only three in Fiscal 2015. In Fiscal 2016 there will again be four scheduled payments.

Tabular Disclosure of Contractual Obligations

The Company's known contractual obligations as of January 3, 2015, 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	$ 4,286	$ 1,071	$ 2,322	$ 893	$ --
Estimated interest on long-term debt	302	149	152	1	--
Operating lease obligations	2,527	1,270	879	378	--
Estimated contributions to pension plans	26,165	3,090	7,916	7,916	7,243
Estimated post retirement benefits	2,906	150	330	366	2,060

other than pensions										
Total	$	36,186	$	5,730	$	11,599	$	9,554	$	9,303

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 10 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.

The Company believes it has sufficient cash on hand and credit resources available to it to sustain itself though the next fiscal year.

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ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's foreign manufacturing facilities account for approximately 17% of total sales and 13% of total assets. Its U.S. operations buy from and sell to these foreign affiliates, and also make limited sales (approximately 13% 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 January 3, 2015 for all of the listed currencies changed by 1%, the total change in reported earnings would have been approximately $33,000. 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 2014, a 10% increase/decrease in exchange rates would have resulted in a translation increase/decrease to sales of approximately $2.1 million, and to equity of approximately $1.2 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.

The Company does not have any interest rate risk as all of its long-term debt bears interest at a fixed rate. See Note 5 of the Company's financial statements included at Item 8 of this Annual Report on Form 10-K for complete details.

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Eastern Company

Consolidated Balance Sheets

	January 3 2015	December 28 2013
ASSETS		
Current Assets		
Cash and cash equivalents	$ 15,834,444	$ 19,988,361
Accounts receivable, less allowances of $414,000 in 2014 and $410,000 in 2013	17,064,245	16,284,603
Inventories:		
Raw materials and component parts	9,219,341	8,256,977
Work in process	7,074,950	4,925,001
Finished goods	18,107,906	17,475,634
	34,402,197	30,657,612
Prepaid expenses and other assets	2,659,737	3,244,686
Recoverable income taxes receivable	380,000	—
Deferred income taxes	950,024	818,662
Total Current Assets	71,290,647	70,993,924
Property, Plant and Equipment		
Land	1,160,720	1,161,343
Buildings	16,216,146	15,736,794
Machinery and equipment	45,593,631	44,951,717
Accumulated depreciation	(34,919,067)	(34,458,096)
	28,051,430	27,391,758
Other Assets		
Goodwill	14,960,354	13,842,047
Trademarks	174,662	173,177
Patents, technology and other intangibles net of accumulated amortization	2,498,570	1,457,503
Deferred income taxes	4,294,893	—
	21,928,479	15,472,727
TOTAL ASSETS	$ 121,270,556	$ 113,858,409

Consolidated Balance Sheets

	January 3 2015	December 28 2013
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 8,256,600	$ 7,302,368
Accrued compensation	2,916,832	3,007,169
Other accrued expenses	1,201,114	1,519,338
Current portion of long-term debt	1,071,429	1,785,714
Total Current Liabilities	13,445,975	13,614,589
Deferred income taxes	—	1,111,755
Other long-term liabilities	564,669	248,417
Long-term debt, less current portion	3,214,285	4,285,714
Accrued postretirement benefits	2,905,908	2,232,872
Accrued pension cost	26,164,812	10,860,211
Commitments and contingencies (See Note 4)		
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: 8,938,742 shares in 2014 and 8,916,897 shares in 2013	28,932,058	28,621,582
Treasury Stock: 2,694,729 shares in 2014 and 2013	(19,105,723)	(19,105,723)
Retained earnings	87,680,667	83,006,671
Accumulated other comprehensive income (loss):		
Foreign currency translation	855,179	1,983,506
Unrecognized net pension and postretirement benefit costs, net of taxes	(23,387,274)	(13,001,185)
Accumulated other comprehensive loss	(22,532,095)	(11,017,679)
Total Shareholders' Equity	74,974,907	81,504,851
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 121,270,556	$ 113,858,409

See accompanying notes.

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Consolidated Statements of Income

	Year ended January 3 2015	December 28 2013	December 29 2012
Net sales	$ 140,825,360	$ 142,458,279	$ 157,509,185
Cost of products sold	(108,338,956)	(112,310,759)	(124,156,707)
Gross margin	32,486,404	30,147,520	33,352,478
Selling and administrative expenses	(20,767,756)	(19,761,199)	(19,801,055)
Operating profit	11,718,648	10,386,321	13,551,423
Interest expense	(254,576)	(322,731)	(369,357)
Other income	64,691	50,305	42,452
Income before income taxes	11,528,763	10,113,895	13,224,518
Income taxes	3,867,287	3,211,974	4,598,718
Net income	$ 7,661,476	$ 6,901,921	$ 8,625,800
Earnings per Share:			
Basic	$ 1.23	$ 1.11	$ 1.39
Diluted	$ 1.23	$ 1.11	$ 1.38

See accompanying notes.

Consolidated Statements of Comprehensive Income

	Year ended January 3 2015	December 28 2013	December 29 2012
Net income	$ 7,661,476	$ 6,901,921	$ 8,625,800
Other comprehensive (loss)/income -			
Change in foreign currency translation	(1,128,327)	(656,972)	533,291
Change in pension and postretirement benefit costs, net of income taxes (expense)/benefit of $5,767,236 in 2014, ($3,437,175) in 2013 and $2,053,255 in 2012	(10,386,089)	6,254,558	(3,712,466)
Total other comprehensive (loss)/income	(11,514,416)	5,597,586	(3,179,175)
Comprehensive (loss)/income	$ (3,852,940)	$ 12,499,507	$ 5,446,625

See accompanying notes.

Consolidated Statements of Shareholders' Equity

	Common Shares	Common Stock	Treasury Shares	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Shareholders' Equity
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
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
Net income					6,901,921		6,901,921
Cash dividends declared, $.42 per share					(2,612,839)		(2,612,839)
Currency translation adjustment						(656,972)	(656,972)
Change in pension and postretirement benefit costs, net of tax						6,254,558	6,254,558

Issuance of Common Stock upon the exercise of stock options	1,000	13,580					13,580
Issuance of Common Stock for directors' fees	1,419	22,504					22,504
Balances at December 28, 2013	8,916,897	$ 28,621,582	(2,694,729)	$ (19,105,723)	$ 83,006,671	$ (11,017,679)	$ 81,504,851

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					7,661,476		7,661,476
Cash dividends declared, $.48 per share					(2,987,480)		(2,987,480)
Currency translation adjustment						(1,128,327)	(1,128,327)
Change in pension and postretirement benefit costs, net of tax						(10,386,089)	(10,386,089)
Issuance of Common Stock upon the exercise of stock options	20,000	271,600					271,600
Tax benefit from exercise of non-qualified stock options and disqualifying dispositions of incentive stock options		8,882					8,882
Issuance of Common Stock for directors' fees	1,845	29,994					29,994
Balances at January 3, 2015	8,938,742	$ 28,932,058	(2,694,729)	$ (19,105,723)	$ 87,680,667	$ (22,532,095)	$ 74,974,907

See accompanying notes.

Consolidated Statements of Cash Flows

	Year ended		
	January 3 2015	December 28 2013	December 29 2012
Operating Activities			
Net income	$ 7,661,476	$ 6,901,921	$ 8,625,800
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,486,302	3,825,286	3,439,800
(Gain)/loss on sale of equipment and other assets	69,258	116,327	(1,500)
Provision for doubtful accounts	37,601	106,485	147,313
Deferred income taxes	229,226	531,023	1,101,701
Issuance of Common Stock for directors' fees	29,994	22,504	24,609
Changes in operating assets and liabilities:			
Accounts receivable	(207,631)	1,776,744	307,524
Inventories	(2,825,155)	(1,400,893)	586,576
Prepaid expenses and other	593,075	308,653	(24,741)
Prepaid pension cost	(309,034)	(111,945)	(865,831)
Recoverable taxes receivable	(380,000)	1,158,632	(510,683)
Other assets	(156,164)	(76,426)	(124,598)
Accounts payable	998,502	(253,994)	(889,663)
Accrued compensation	185,724	(626,385)	439,537
Other accrued expenses	(65,990)	(960,896)	1,389,988
Net cash provided by operating activities	9,347,184	11,317,036	13,645,832
Investing Activities			
Purchases of property, plant and equipment	(3,633,165)	(5,523,742)	(4,216,970)
Proceeds from sale of equipment and other assets	22,500	2,839	44,184
Business acquisitions	(5,034,289)	—	—
Net cash used in investing activities	(8,644,954)	(5,520,903)	(4,172,786)
Financing Activities			
Principal payments on long-term debt	(1,785,714)	(1,428,571)	(1,250,000)
Proceeds from issuance of long-term debt	—	—	5,000,000
Principal payments on revolving credit loan	—	—	(3,000,000)
Proceeds from sales of Common Stock	271,600	13,580	61,110
Tax benefit from disqualifying disposition of incentive stock options and exercise of non-qualified stock options	8,882	—	—
Dividends paid	(2,987,480)	(2,612,839)	(3,108,577)
Net cash used in financing activities	(4,492,712)	(4,027,830)	(2,297,467)
Effect of exchange rate changes on cash	(363,435)	(262,086)	159,268
Net change in cash and cash equivalents	(4,153,917)	1,506,217	7,334,847
	19,988,361	18,482,144	11,147,297

Cash and cash equivalents at beginning of year						
Cash and cash equivalents at end of year	$	15,834,444	$	19,988,361	$	18,482,144

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. Fiscal 2014 was a 53 week year, 2013 and 2012 were 52 weeks.

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.

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 2014 or 2013.

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. ($28,324,813 for U.S. inventories at January 3, 2015) and by the first-in, first-out (FIFO) method for inventories outside the U.S. ($6,077,384 for inventories outside the U.S. at January 3, 2015). Current cost exceeds the LIFO carrying value by approximately $6,886,000 at January 3, 2015 and $6,689,000 at December 28, 2013. There was no material LIFO quantity liquidation in 2014, 2013 or 2012.

Property, Plant and Equipment and Related Depreciation

Property, plant and equipment (including equipment under capital lease) are stated at cost. Depreciation ($3,237,426 in 2014, $3,592,263 in 2013 and $3,210,324 in 2012) 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 2014, 2013 and 2012 was $248,876, $233,023 and $229,476, respectively. Total amortization expense for each of the next five years is estimated to be as follows: 2015 - $477,000; 2016 - $476,000; 2017 - $474,000; 2018 - $474,000; and 2019 - $474,000. 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)
2014 Gross Amount					
Patents and developed technology	$ 2,494,261	$ 1,025,303	$ —	$ 3,519,564	15.7
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	$ 2,494,261	$ 2,189,379	$ —	$ 4,683,640	12.7
2014 Accumulated Amortization					
Patents and developed technology	$ 1,649,655	$ 535,415	$ —	$ 2,185,070	
Customer relationships	—	—	—	—	
Non-compete agreements	—	—	—	—	
Intellectual property	—	—	—	—	
Accumulated Amortization	$ 1,649,655	$ 535,415	$ —	$ 2,185,070	
Net 2014 per Balance Sheet	$ 844,606	$ 1,653,964	$ —	$ 2,498,570	
2013 Patents and developed technology					
Gross Amount	$ 2,595,931	$ 1,041,250	$ —	$ 3,637,181	16.0
Accumulated amortization	1,676,440	503,238	—	2,179,678	
Net 2013 per Balance Sheet	$ 919,491	$ 538,012	$ —	$ 1,457,503	

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.

The Company performed qualitative assessments as of the end of fiscal 2014 and fiscal 2013 and determined it is more likely than not that no impairment of goodwill existed at the end of 2014 or 2013. 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 2014, 2013 or 2012. 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 2014 and 2013:

2014	Industrial Hardware Segment	Security Products Segment	Metal Products Segment	Total
Beginning balance	$ 2,008,231	$ 11,833,816	$ —	$ 13,842,047
Acquisition of Argo Transdata	—	1,225,226	—	1,225,226
Foreign exchange	(106,919)	—	—	(106,919)
Ending balance	$ 1,901,312	$ 13,059,042	$ —	$ 14,960,354

2013	Industrial Hardware Segment	Security Products Segment	Metal Products Segment	Total
Beginning balance	$ 2,099,783	$ 11,833,816	$ —	$ 13,933,599
Foreign exchange	(91,552)	—	—	(91,552)
Ending balance	$ 2,008,231	$ 11,833,816	$ —	$ 13,842,047

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, and 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 $1,079,557 in 2014, $991,286 in 2013 and $814,096 in 2012.

Advertising Costs

The Company expenses advertising costs as incurred. Advertising costs were $494,267 in 2014, $486,027 in 2013 and $442,300 in 2012.

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

2. Accounting Policies (continued)

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 8 Income Taxes.

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:

	2014	2013	2012
Basic:			
Weighted average shares outstanding	6,225,068	6,220,928	6,216,931
Diluted:			
Weighted average shares outstanding	6,225,068	6,220,928	6,216,931
Dilutive stock options	12,846	16,830	16,444
Denominator for diluted earnings per share	6,237,914	6,237,758	6,233,375

There were no anti-dilutive stock options in 2014, 2013 or 2012.

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 2014, 2013 or 2012, 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.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

2. Accounting Policies (continued)

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 January 3, 2015 and December 28, 2013, approximate fair value. Fair value was based on expected cash flows and current market conditions.

3. Business Acquisitions

Effective December 15, 2014 the Company acquired certain assets of Argo Transdata Corporation (“Argo”) including accounts receivable, inventories, furniture, fixtures and equipment, intellectual property rights and rights existing under all sales and purchase agreements. Argo is a contract manufacturer of printed circuit board assemblies and has the ability to manufacture surface mount (SMT), through hole and wire bond assemblies or any combination of the three technologies. Its products are sold to numerous OEM’s in industries such as measurement systems, industrial controls, medical and military. The Argo acquisition further diversified our markets and provides a source for printed circuit boards which are used in several of our current products. Argo is included in the Security Products segment of the Company from the date of the acquisition. The cost of the acquisition of Argo was approximately $5,034,000, inclusive of transaction costs, plus a contingent earn-out of $282,914 based on revenue levels in each of the first two fiscal years following the closing and the assumption of $63,000 in current liabilities.

The above acquisition was accounted for under ASC 805. The acquired business is included in the consolidated operating results of the Company from the date of acquisition. The excess of the cost of Argo over the fair market value of the net assets acquired of $1,225,226 has been recorded as goodwill.

In connection with the above acquisition, the Company recorded the following intangible assets:

Asset Class/Description	Amount	Weighted-average Amortization Period in Years
Patents, technology, and licenses		
Customer relationships	$ 449,706	5.0
Intellectual property	307,370	5.0
Non-compete agreements	407,000	5.0
	$ 1,164,076	5.0

There is no anticipated residual value relating to these intangible assets.

Neither the actual results nor the pro forma effects of the acquisition of Argo are material to the Company's financial statements.

4. 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.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

4. Contingencies (continued)

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 26% of the total workforce is subject to negotiated union contracts, and none of the total workforce is covered by such agreements that expire during 2015.

5. 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 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 had 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 our former lender, 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. At the same time the maturity date of the revolving credit portion was extended to January 31, 2014 and continued to have a quarterly commitment fee of one quarter of one percent (0.25%).

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. On January 23, 2014, the Company amended the Loan Agreement with People’s. The amendment renewed and extended the maturity date of the revolving credit portion of the Loan Agreement to July 1, 2016 and changes the interest rate to LIBOR plus 2.25%, and eliminated the 3.25% floor previously in place. The quarterly commitment fee of one quarter of one percent (0.25%) remained unchanged. The Company did not utilize the revolving credit portion of the Loan Agreement at any time during 2013 or 2014.

Debt consists of:

	2014	2013
Term loans	$ 4,285,714	$ 6,071,428
Revolving credit loan	—	—
	4,285,714	6,071,428

Less current portion	1,071,429	1,785,714
	$ 3,214,285	$ 4,285,714

The Company paid interest of $272,993 in 2014, $319,760 in 2013, and $349,972 in 2012.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

5. Debt (continued)

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 $52.8 million as of December 28, 2013. As part of an amendment to the Loan Agreement signed on January 23, 2014, the leverage ratio was eliminated, and the minimum tangible net worth covenant was modified to a fixed minimum amount of $55 million, effective with the end of the Company's first quarter of 2014. 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 2013 and 2014.

The quarterly payment dates as listed in the Loan Agreement are the first business day of the calendar quarter. As a result, there
were five payments in Fiscal 2014 and will be three scheduled payments in Fiscal 2015. As of January 3, 2015, scheduled annual principal maturities of long-term debt for each of the next five years follow:

2015	$ 1,071,429
2016	1,428,571
2017	892,857
2018	714,286
2019	178,571
Thereafter	—
	$ 4,285,714

6. Stock Rights

The Company has a stock rights plan. At January 3, 2015, there were 6,244,013 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.

7. Stock Options and Awards

Stock Options

At the end of 2014, 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 2014, 2013 or 2012.

As of January 3, 2015, there were 500,000 shares of common stock reserved and available for future grant under the above noted 2010 plan.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

7. 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 December 31, 2011	25,500	13.580
Exercised	(4,500)	13.580
Outstanding at December 29, 2012	21,000	13.580
Exercised	(1,000)	13.580
Outstanding at December 28, 2013	20,000	13.580
Exercised	(20,000)	13.580
Outstanding at January 3, 2015	—	

At January 3, 2015, there were no stock options outstanding or exercisable. The total intrinsic value of stock options exercised in 2014 was $59,125.

8. 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:

	2014	2013	2012
Property, plant and equipment	$ 6,503,597	$ 6,184,873	$ 5,942,048
Other	92,531	208,938	—
Total deferred income tax liabilities	6,596,128	6,393,811	5,942,048
Other postretirement benefits	(1,030,203)	(787,087)	(885,729)
Inventories	(829,876)	(848,364)	(761,613)
Allowance for doubtful accounts	(105,296)	(104,695)	(104,903)
Intangible assets	(396,541)	(373,482)	(422,443)
Accrued compensation	(203,180)	(158,866)	(197,582)
Pensions	(9,275,949)	(3,828,224)	(7,128,057)
Other	—	—	(116,826)
Total deferred income tax assets	(11,841,045)	(6,100,718)	(9,617,153)
Net deferred income tax (assets) liabilities	$ (5,244,917)	$ 293,093	$ (3,675,105)

Income before income taxes consists of:

	2014	2013	2012
Domestic	$ 8,087,552	$ 7,139,039	$ 8,614,664
Foreign	3,441,211	2,974,856	4,609,854
	$ 11,528,763	$ 10,113,895	$ 13,224,518

The Eastern Company

Notes to Consolidated Financial Statements (continued)

8. Income Taxes (continued)

The provision for income taxes follows:

	2014	2013	2012
Current:			
Federal	$ 2,339,917	$ 1,942,271	$ 1,909,172
Foreign	991,257	871,949	1,367,025
State	295,554	162,952	220,820
Deferred:			
Federal	164,830	241,821	1,022,660
Foreign	—	—	—
State	75,729	(7,019)	79,041
	$ 3,867,287	$ 3,211,974	$ 4,598,718

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

	2014		2013		2012	
	Amount	Percent	Amount	Percent	Amount	Percent
Income taxes using U.S. federal statutory rate	$ 3,919,779	34%	$ 3,438,724	34%	$ 4,496,336	34%
State income taxes, net of federal benefit	249,324	2	99,245	1	188,490	2
Impact of foreign subsidiaries on effective tax rate	(76,914)	(1)	(103,878)	(1)	136,590	1
Impact of manufacturers deduction on effective tax rate	(185,993)	(1)	(138,127)	(1)	(232,928)	(2)
Other—net	(38,909)	-	(83,990)	(1)	10,230	-
	$ 3,867,287	34%	$ 3,211,974	32%	$ 4,598,718	35%

Total income taxes paid were $3,989,978 in 2014, $2,568,708 in 2013 and $3,350,283 in 2012.

United States income taxes have been provided on the undistributed earnings of foreign subsidiaries ($13,656,236 at January 3, 2015) 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 2014, 2013 and 2012, the Company received tax benefits of $8,882, $0 and $0, 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.

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

	2014	2013	2012
Balance at beginning of year	$ 220,289	$ 499,624	$ 486,332
Increases for positions taken during the current period	50,735	49,636	119,893
Decreases relating to settlements	—	(263,856)	—
Decreases resulting from the expiration of the statute of limitations	(22,379)	(65,115)	(106,601)
Balance at end of year	$ 248,645	$ 220,289	$ 499,624

The Eastern Company

Notes to Consolidated Financial Statements (continued)

8. Income Taxes (continued)

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 2011 and non-U.S. income tax examinations by tax authorities prior to 2008.

Included in the balance at January 3, 2015, are $164,106 of unrecognized tax benefits that would affect the annual effective tax rate. In 2014, the Company recognized accrued interest related to unrecognized tax benefits in income tax expense. The Company had approximately $33,000 of accrued interest at January 3, 2015.

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.

9. 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:

2015	$ 1,269,902
2016	498,709
2017	380,576
2018	259,270
2019	119,000
	$ 2,527,457

Rent expense for all operating leases was $1,151,749 in 2014, $1,093,895 in 2013 and $1,159,913 in 2012. 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.

10. 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.

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

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Notes to Consolidated Financial Statements (continued)

10. Retirement Benefit Plans (continued)

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

	2014	2013	2012
Service cost	$ 2,837,134	$ 3,028,863	$ 2,642,373
Interest cost	3,365,194	2,840,622	2,868,528
Expected return on plan assets	(4,810,524)	(4,827,393)	(3,930,988)
Amortization of prior service cost	218,585	256,459	221,049
Amortization of the net loss	944,130	1,844,139	1,111,900
Net periodic benefit cost	$ 2,554,519	$ 3,142,690	$ 2,912,862

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

	2014	2013	2012
Discount rate	4.80%	3.90%	4.55%
Expected return on plan assets	8.0%	8.0%	8.0%
Rate of compensation increase	3.25%	3.25%	3.25%

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

	2014	2013	2012
Service cost	$ 173,902	$ 202,568	$ 173,613
Interest cost	157,481	142,086	143,388
Expected return on plan assets	(22,434)	(73,920)	(46,255)
Amortization of prior service cost	(23,888)	(23,888)	(23,889)
Amortization of the net loss	(72,378)	(4,608)	(50,784)
Net periodic benefit cost	$ 212,683	$ 242,238	$ 196,073

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

	2014	2013	2012
Discount rate	4.80%	3.90%	4.55%
Expected return on plan assets	8.0%	8.0%	8.0%

As of January 3, 2015 and December 28, 2013, the status of the Company's pension benefit plans and postretirement benefit plan was as follows:

	Pension Benefit		Postretirement Benefit	
	2014	2013	2014	2013
Benefit obligation at beginning of year	$ 71,211,198	$ 74,825,969	$ 3,420,475	$ 3,712,505
	—	—	(56,516)	—

Change due to availability of final actual assets and census data				
Plan amendment	—	132,378	—	—
Service cost	2,837,134	3,028,863	173,902	202,568
Interest cost	3,365,194	2,840,622	157,481	142,086
Actuarial (gain)/loss	15,697,087	(7,187,997)	497,488	(498,446)
Benefits paid	(2,593,691)	(2,428,637)	(137,718)	(138,238)
Benefit obligation at end of year	$ 90,516,922	$ 71,211,198	$ 4,055,112	$ 3,420,475

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Notes to Consolidated Financial Statements (continued)

10. Retirement Benefit Plans (continued)

	Pension Benefit		Postretirement Benefit	
	2014	2013	2014	2013
Fair value of plan assets at beginning of year	$ 60,350,987	$ 54,644,608	$ 1,187,603	$ 1,204,779
Change due to availability of final actual assets and census data	—	—	(2,451)	12,577
Actual return on plan assets	3,731,262	4,880,381	22,434	73,920
Employer contributions	2,863,552	3,254,635	79,336	34,565
Benefits paid	(2,593,691)	(2,428,637)	(137,718)	(138,238)
Fair value of plan assets at end of year	$ 64,352,110	$ 60,350,987	$ 1,149,204	$ 1,187,603

	Pension Benefit		Postretirement Benefit	
Funded Status	2014	2013	2014	2013
Net amount recognized in the balance sheet	$ (26,164,812)	$ (10,860,211)	$ (2,905,908)	$ (2,232,872)

Amounts recognized in accumulated other comprehensive income consist of:

	Pension Benefit		Postretirement Benefit	
	2014	2013	2014	2013
Net loss	$ (35,093,871)	$ (19,261,651)	$ (630,853)	$ (115,052)
Prior service (cost) credit	(595,270)	(813,855)	87,620	111,508
	$ (35,689,141)	$ (20,075,506)	$ (543,233)	$ (3,544)

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

	Pension Benefit		Postretirement Benefit	
	2014	2013	2014	2013
Balance at beginning of period	$ (20,075,506)	$ (29,284,712)	$ (3,544)	$ (486,071)
Change due to availability of final actual assets and census data	—	—	54,065	12,577
Charged to net periodic benefit cost				
Prior service cost	218,585	256,459	(23,888)	(23,888)
Net loss (gain)	944,130	1,844,139	(72,378)	(4,608)
Other changes				
Liability (gains)/losses	(16,776,350)	7,108,608	(497,488)	498,446
Balance at end of period	$ (35,689,141)	$ (20,075,506)	$ (543,233)	$ (3,544)

In 2015, the net periodic pension benefit cost will include $2,011,179 of net loss and $218,585 of prior service cost and the net periodic postretirement benefit cost will include $19,426 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:

	2014	2013
Discount rate	3.90%	4.80%
Expected return on plan assets	8.0%	8.0%
Rate of compensation increase	3.25%	3.25%

In 2014 and 2013, the accumulated benefit obligation for all qualified and nonqualified defined benefit pension plans was $84,714,136 and $71,403,778, respectively.

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Notes to Consolidated Financial Statements (continued)

10. Retirement Benefit Plans (continued)

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

	2014	2013
Number of plans	6	5*
Projected benefit obligation	$ 90,516,922	$ 68,781,752
Accumulated benefit obligation	84,714,136	68,974,332
Fair value of plan assets	64,352,110	57,850,937
Net amount recognized in accrued benefit liability	(26,164,812)	(10,930,815)

* Information relating to one of the Company's pension plans is excluded from the above table as this plan was over-funded by approximately $70,000 at December 28, 2013.

Estimated future benefit payments to participants of the Company's pension plans are $3.1 million in 2015, $3.4 million in 2016, $3.5 million in 2017, $3.8 million in 2018, $4.1 million in 2019 and a total of $24.6 million from 2020 through 2024.

Estimated future benefit payments to participants of the Company's postretirement plan are $175,000 in 2015, $188,000 in 2016, $197,000 in 2017, $207,000 in 2018, $220,000 in 2019 and a total of $1,259,000 from 2020 through 2024.

The Company expects to make cash contributions to its qualified pension plans of approximately $3.0 million and to its postretirement plan of approximately $150,000 in 2015.

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.

The fair values of the company's pension plans assets at January 3, 2015 and December 28, 2013, utilizing the fair value hierarchy discussed in Note 2, follow:

	January 3, 2015			
	Level 1	Level 2	Level 3	Total

Cash and Equivalents:				
Common/collective trust funds	$ —	$ 1,201,073	$ —	$ 1,201,073
Equities:				
The Eastern Company				
Common Stock	3,473,938	—	—	3,473,938
Common/collective trust funds				
U.S. Large Cap (a)	—	6,936,880	—	6,936,880
U.S. Small Cap (b)	—	4,632,485	—	4,632,485
Concentrated Equity (c)	—	5,788,864	—	5,788,864
International Large Cap with				
Active Currency (d)	—	7,606,489	—	7,606,489
Emerging Market (e)	—	3,188,672	—	3,188,672

The Eastern Company

Notes to Consolidated Financial Statements (continued)

10. Retirement Benefit Plans (continued)

	January 3, 2015			
	Level 1	Level 2	Level 3	Total
Fixed Income:				
Common/collective trust funds				
Intermediate Bond (f)	—	17,013,171	—	17,013,171
Target Duration LDI Fixed Income Funds (g)				
· 6 Year LDI Fund	—	226,826	—	226,826
· 8 Year LDI Fund	—	227,960	—	227,960
· 10 Year LDI Fund	—	343,712	—	343,712
· 12 Year LDI Fund	—	919,538	—	919,538
· 14 Year LDI Fund	—	1,212,739	—	1,212,739
· 16 Year LDI Fund	—	520,522	—	520,522
Long Duration Fixed Credit (h)	—	8,112,746	—	8,112,746
Insurance contracts	—	2,946,495	—	2,946,495
Total	$ 3,473,938	$ 60,878,172	$ —	$ 64,352,110

	December 28, 2013			
	Level 1	Level 2	Level 3	Total
Cash and Equivalents:				
Common/collective trust funds	$ —	$ 204,874	$ —	$ 204,874
Equities:				
The Eastern Company Common Stock	3,082,494	—	—	3,082,494
Common/collective trust funds				
U.S. Large Cap	—	6,643,640	—	6,643,640
U.S. Small Cap	—	4,485,040	—	4,485,040
Concentrated Equity	—	5,578,600	—	5,578,600
International Large Cap with Active Currency	—	7,788,246	—	7,788,246
Emerging Market	—	3,231,355	—	3,231,355
Fixed Income:				
Common/collective trust funds				
Intermediate Bond	—	15,817,474	—	15,817,474
Target Duration LDI Fixed Income Funds				

· 6 Year LDI Fund		—		211,661		—		211,661
· 8 Year LDI Fund		—		211,101		—		211,101
· 10 Year LDI Fund		—		316,556		—		316,556
· 12 Year LDI Fund		—		845,278		—		845,278
· 14 Year LDI Fund		—		1,108,960		—		1,108,960
· 16 Year LDI Fund		—		475,035		—		475,035
Long Duration Fixed Credit		—		7,363,673		—		7,363,673
Insurance contracts		—		2,987,000		—		2,987,000
Total	$	3,082,494	$	57,268,493	$	—	$	60,350,987

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The Eastern Company

Notes to Consolidated Financial Statements (continued)

10. Retirement Benefit Plans (continued)

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. The level 1 investment is made up of shares of The Eastern Company Common Stock and is valued at market price. Level 2 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.

(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's 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's 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.

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Notes to Consolidated Financial Statements (continued)

10. Retirement Benefit Plans (continued)

(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.

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 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 202,562 and 193,624 shares of the common stock of the Company having a market value of $3,473,938 and $3,082,494 at January 3, 2015 and December 28, 2013, respectively. During 2014, The Salaried Pension Plan purchased 8,938 shares of common stock at a cost of $146,712. No shares were sold in this period. No shares were purchased or sold in 2013. Dividends received during 2014 and 2013 on the common stock of the Company were $93,507 and $81,322 respectively.

The fair values of the Company's postretirement plan assets at January 3, 2015 and December 28, 2013, utilizing the fair value hierarchy discussed in Note 2, follow:

	January 3, 2015			
	Level 1	Level 2	Level 3	Total
Fixed Income:				
Insurance contracts	$ —	$ —	$ 1,149,204	$ 1,149,204
Total	$ —	$ —	$ 1,149,204	$ 1,149,204

	December 28, 2013			
	Level 1	Level 2	Level 3	Total

Fixed Income:								
Insurance contracts	$	—	$	—	$	1,187,603	$	1,187,603
Total	$	—	$	—	$	1,187,603	$	1,187,603

The Eastern Company

Notes to Consolidated Financial Statements (continued)

10. Retirement Benefit Plans (continued)

The level 3 asset consists of an insurance contract with The Prudential Life Insurance Company of America. It is designed to provide life insurance benefits for eligible retirees of the Company. The contract is valued annually by the insurance company, based on activity in the account. An analysis of the Level 3 asset of the Company's postretirement plan is as follows:

	2014	2013
Fair value of Level 3 assets at beginning of year	$ 1,187,603	$ 1,204,779
Change due to availability of final actual assets and census data	(2,451)	12,577
Actual return on plan assets	22,434	46,013
Employer contributions	19,639	—
Benefits paid	(78,021)	(75,766)
Fair value of Level 3 assets at end of year	$ 1,149,204	$ 1,187,603

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.

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	$ 55,785	$ (45,328)
Effect on postretirement benefit obligation	$ 645,868	$ (52,432)

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 $186,545 in 2014, $194,068 in 2013, and $187,531in 2012.

11. 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.

One customer of the Metal Products segment, Jennmar Corporation, accounted for 10.5% of total sales in 2014 and 11.5% of total sales in 2013. No other customer exceeded 10% of total revenue in 2014, 2013 or 2012.

The Eastern Company

Notes to Consolidated Financial Statements (continued)

11. Reportable Segments (continued)

	2014	2013	2012
Revenue:			
Sales to unaffiliated customers:			
Industrial Hardware	$ 58,666,229	$ 60,367,209	$ 72,268,559
Security Products	49,381,553	48,751,688	50,138,121
Metal Products	32,777,578	33,339,382	35,102,505
	$ 140,825,360	$ 142,458,279	$ 157,509,185
Inter-segment Revenue:			
Industrial Hardware	$ 984,192	$ 373,797	$ 270,911
Security Products	2,565,733	2,558,127	2,914,667
Metal Products	—	11,540	—
	$ 3,549,925	$ 2,943,464	$ 3,185,578
Income Before Income Taxes:			
Industrial Hardware	$ 5,063,786	$ 4,797,254	$ 7,566,512
Security Products	4,058,554	2,780,403	4,113,661
Metal Products	2,596,308	2,808,664	1,871,250
Operating Profit	11,718,648	10,386,321	13,551,423
Interest expense	(254,576)	(322,731)	(369,357)
Other income	64,691	50,305	42,452
	$ 11,528,763	$ 10,113,895	$ 13,224,518
Geographic Information:			
Net Sales:			
United States	$ 117,478,557	$ 114,085,322	$ 120,604,363
Foreign	23,346,803	28,372,957	36,904,822
	$ 140,825,360	$ 142,458,279	$ 157,509,185

Foreign sales are primarily to customers in North America.

	2014	2013	2012
Identifiable Assets:			
United States	$ 105,771,961	$ 96,289,200	$ 95,441,029
Foreign	15,498,595	17,569,209	20,413,121
	$ 121,270,556	$ 113,858,409	$ 115,854,150
Industrial Hardware	$ 29,660,695	$ 31,820,269	$ 34,425,594
Security Products	51,573,251	43,582,088	41,857,156
Metal Products	21,037,058	19,282,393	18,281,619
	102,271,004	94,684,750	94,564,369
General corporate	18,999,552	19,173,659	21,289,781
	$ 121,270,556	$ 113,858,409	$ 115,854,150

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Notes to Consolidated Financial Statements (continued)

11. Reportable Segments (continued)

	2014	2013	2012
Depreciation and Amortization:			
Industrial Hardware	$ 1,631,521	$ 2,085,618	$ 1,769,097
Security Products	621,501	592,555	628,652
Metal Products	1,233,280	1,147,113	1,042,051
	$ 3,486,302	$ 3,825,286	$ 3,439,800

Capital Expenditures:			
Industrial Hardware	$ 1,929,022	$ 1,967,335	$ 1,552,147
Security Products	973,365	469,669	260,692
Metal Products	664,851	3,002,556	2,337,104
	3,567,238	5,439,560	4,149,943
Currency translation adjustment	10,347	(245)	(2,730)
General corporate	55,580	84,427	69,757
	$ 3,633,165	$ 5,523,742	$ 4,216,970

12. Recent Accounting Pronouncements

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.

In July 2013, the FASB issued authoritative guidance that requires an entity to net its liability for unrecognized tax positions against a net operating loss carryforward, a similar tax loss or a tax credit carryforward when settlement in this manner is available under the tax law. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2013. The Company adopted this guidance effective December 29, 2013 and it had no impact on the consolidated financial statements of the Company.

In April 2014, the FASB issued authoritative guidance which changes the criteria for determining which disposals can be presented as discontinued operations and modifies the related disclosure requirements. To qualify as a discontinued operation the standard requires a disposal to represent a strategic shift that has, or will have, a major effect on an entity's operations and financial results. The standard also expands the disclosures for discontinued operations and requires new disclosures related to individually material dispositions that do not qualify as discontinued operations. The guidance is effective for fiscal years beginning after December 15, 2014, with early adoption permitted. The Company adopted this guidance with its fiscal year effective January 4, 2015 and does not expect any impact on the consolidated financial statements of the Company. This guidance will impact the reporting of any future dispositions.

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Notes to Consolidated Financial Statements (continued)

12. Recent Accounting Pronouncements (continued)

In May 2014, the FASB issued authoritative guidance which impacts virtually all aspects of an entity's revenue recognition. The core principle of the new standard is that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard is effective for annual reporting periods beginning after December 15, 2016. Early adoption is not permitted. The Company has not determined the impact of the adoption of this guidance 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.

13. 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 January 3, 2015 and December 28, 2013, there were no significant concentrations of credit risk. No customer represented more than 10% of total accounts receivable at January 3, 2015 and December 28, 2013. The maximum exposure to credit risk is primarily represented by the carrying amount of the Company's accounts receivable.

Interest Rate Risk

As of January 3, 2015 the Company currently has a fixed rate of 4.98% and 3.90% on its term debt. On January 3, 2015 the interest rate on the Company's revolver was a variable rate based on LIBOR plus 2.25%. See Note 5, Debt for additional details concerning the Loan Agreement. As the revolver is short term in nature, the Company does not consider this as a material risk to the financial statements.

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 January 3, 2015.

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Notes to Consolidated Financial Statements (continued)

14. Selected Quarterly Financial Information (Unaudited)

Selected quarterly financial information (unaudited) follows:

	2014				
	First	Second	Third	Fourth	Year
Net sales	$ 35,849,126	$ 34,779,773	$ 35,803,405	$ 34,393,056	$ 140,825,360
Gross margin	7,513,406	7,776,304	8,641,473	8,555,221	32,486,404
Selling and administrative expenses	5,216,289	4,988,364	4,892,600	5,670,503	20,767,756
Net income	1,502,885	1,693,503	2,431,817	2,033,271	7,661,476
Net income per share:					
Basic	$ .24	$ .27	$ .39	$ .33	$ 1.23
Diluted	$ .24	$ .27	$ .39	$ .33	$ 1.23
Weighted average shares outstanding:					
Basic	6,222,213	6,222,676	6,223,140	6,231,729	6,225,068
Diluted	6,239,149	6,239,866	6,240,396	6,231,729	6,237,914

	2013				
	First	Second	Third	Fourth	Year
Net sales	$ 34,692,174	$ 39,247,980	$ 34,256,086	$ 34,262,039	$ 142,458,279
Gross margin	6,266,580	8,530,842	7,224,409	8,125,689	30,147,520
Selling and administrative expenses	4,681,296	5,223,185	4,767,505	5,089,213	19,761,199
Net (loss)/income	1,005,248	2,174,294	1,798,783	1,923,596	6,901,921
Net (loss)/income per share:					
Basic	$ .16	$ .35	$ .29	$ .31	$ 1.11
Diluted	$ .16	$ .35	$ .29	$ .31	$ 1.11
Weighted average shares outstanding:					
Basic	6,219,775	6,220,569	6,221,515	6,221,851	6,220,928
Diluted	6,236,842	6,238,025	6,238,074	6,238,089	6,237,758

Fiscal 2014 consisted of 13 weeks for the first, second and third quarters, with the fourth quarter being 14 weeks, totaling 53 weeks for the year. Fiscal 2013 consisted of four 13 week quarters totaling 52 weeks for the year.

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 January 3, 2015 and December 28, 2013, 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 January 3, 2015. The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated 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 January 3, 2015 and December 28, 2013, and the results of its operations and its cash flows for each of the years in the three-year period ended January 3, 2015 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 January 3, 2015, 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, 2015 expressed an unqualified opinion.

/s/ Fiondella, Milone & LaSaracina LLP

Glastonbury, Connecticut
March 13, 2015

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 January 3, 2015, 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 January 3, 2015 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) and 240.15d-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 in 1992 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 January 3, 2015.

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 January 3, 2015. 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.

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 January 3, 2015, 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 January 3, 2015, based on criteria established in Internal Control—Integrated Framework issued by 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, 2015 expressed an unqualified opinion.

/s/ Fiondella, Milone & LaSaracina LLP

Glastonbury, Connecticut
March 13, 2015

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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 2015 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 January 3, 2015.

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 2014".

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 2014", "Outstanding Equity Awards at Fiscal 2014 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 January 3, 2015, under the captions "Director Compensation in Fiscal 2014", "Compensation Discussion and Analysis", "Compensation Committee Report", "Compensation Committee Interlocks and Insider Participation", "Executive Compensation", "Stock Options", "Options Exercised in Fiscal 2014", "Outstanding Equity Awards at Fiscal 2014 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 January 3, 2015, 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 January 3, 2015, under the captions “Item No. 1 – Election of Directors”, “Security Ownership of Certain Beneficial Shareholders”, “Executive Compensation”, “Stock Options”, “Options Exercised in Fiscal 2014”, and “Outstanding Equity Awards at Fiscal 2014 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 January 3, 2015 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 January 3, 2015 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 January 3, 2015 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

Consolidated Balance Sheets – January 3, 2015 and December 28, 2013 28.

Consolidated Statements of Income — Fiscal years ended January 3, 2015, December 28, 2013 and December 29, 2012 30.

Consolidated Statements of Comprehensive Income — Fiscal years ended January 3, 2015, December 28, 2013 and December 29, 2012 30.

Consolidated Statements of Shareholders' Equity — Fiscal years ended January 3, 2015, December 28, 2013 and December 29, 2012 31.

Consolidated Statements of Cash Flows—Fiscal years ended January 3, 2015, December 28, 2013 and December 29, 2012 33.

Notes to Consolidated Financial Statements 34.

Report of Independent Registered Public Accounting Firm 56.

(2) Financial Statement Schedule

Schedule II — Valuation and qualifying accounts 62.

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 64 through 65.

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

Exhibits are as set forth in the “Exhibit Index” which appears on pages 64 through 65. Also refer to the following Form 8-K’s filed by the Company.

Form 8-K filed on April 23, 2014 setting forth the press release reporting the Company’s earnings for the quarter ended March 29, 2014 is incorporated herein by reference.

Form 8-K filed on April 24, 2014 setting forth the results of the vote at the annual meeting of shareholders of the Company which was held on April 23, 2014 is incorporated herein by reference.

Form 8-K filed on July 23, 2014 setting forth the press release reporting the Company’s earnings for the quarter ended June 28, 2014 is incorporated herein by reference.

Form 8-K filed on October 22, 2014 setting forth the press release reporting the Company’s earnings for the quarter ended September 27, 2014 is incorporated herein by reference.

Form 8-K filed on October 23, 2014 setting forth the amendment of the Employment Agreement dated December 18, 2013 with Leonard F. Leganza is incorporated herein by reference.

Form 8-K filed on December 15, 2014 setting forth the press release reporting the Company’s acquisition of the assets and business of Argo Transdata Corporation.

Form 8-K filed on January 14, 2015 setting forth the press release reporting the Company’s response to a proposal from Synalloy Corporation.

Form 8-K filed on February 12, 2015 setting forth the press release reporting the Company’s earnings for the quarter and fiscal year ended January 3, 2015 is incorporated herein by reference.

Form 8-K filed on March 3, 2015 setting forth the 2015 Executive Incentive Program is incorporated herein by reference.

Form 8-K filed on March 3, 2015 setting forth the change in control agreement between the Company and John L. Sullivan III is incorporated herein by reference.

(c) None.

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The Eastern Company and Subsidiaries

Schedule II – Valuation and Qualifying accounts

COL. A	COL. B	COL. C ADDITIONS		COL. D		COL. E
		(1)	(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 January 3, 2015:						
Deducted from asset accounts:						
Allowance for doubtful accounts	$410,000	$71,927		$67,927	(a)	$414,000
Fiscal year ended December 28, 2013:						
Deducted from asset accounts:						
Allowance for doubtful accounts	$487,000	$106,485		$183,485	(a)	$410,000
Fiscal year ended December 29, 2012:						
Deducted from asset accounts:						
Allowance for doubtful accounts	$423,000	$147,313		$83,313	(a)	$487,000

(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, 2015	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, 2015
/s/ John L. Sullivan III John L. Sullivan III Vice President and Chief Financial Officer	March 13, 2015
/s/ Kenneth R. Sapack Kenneth R. Sapack Chief Accounting Officer	March 13, 2015
/s/ John W. Everets John W. Everets Director	March 13, 2015
/s/ Charles W. Henry Charles W. Henry Director	March 13, 2015
/s/ David C. Robinson David C. Robinson Director	March 13, 2015
/s/ Donald S. Tuttle III Donald S. Tuttle III Director	March 13, 2015

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 are attached to this Form 10-K.

(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 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.

(b) 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.

(c) 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.

(d) Employment Agreement dated December 18, 2013 with Leonard F. Leganza is incorporated by reference to the Registrant's Current Report on Form 8-K dated December 19, 2013, as amended by amendment incorporated by reference to the Registrant's Current Report on Form 8-K dated October 23, 2014.

(e) The Eastern Company 2015 Executive Incentive Program is incorporated by reference to the Registrant's Current Report on Form 8-K dated March 3, 2015.

(f) The change in control agreement between the Company and John L. Sullivan III is incorporated by reference to the Registrant's Current Report on Form 8-K dated March 3, 2015.

(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 Nova Scotia, Canada.

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

Dongguan Reeworld Security Products 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 page 66.

(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.

(101) The following materials from The Eastern Company Annual Report on Form 10-K for the year ended January 3, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as of January 3, 2015 and December 28, 2013, (ii) the Consolidated Statements of Income for the fiscal years ended January 3, 2015, December 28, 2013 and December 29, 2012, (iii) the Consolidated Statements of Comprehensive Income for the fiscal years ended January 3, 2015, December 28, 2013, and December 29, 2012, (iv) the Consolidated Statements of Shareholders' Equity for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, (v) the Consolidated Statements of Cash Flows for the years ended January 3, 2015, December 28, 2013, and December 29, 2012, and (vi) the Notes to Consolidated Financial Statements.