

TAT TECHNOLOGIES LTD  
Form 20-F  
April 29, 2013

---

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

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

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

For the fiscal year ended December 31, 2012

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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

Date of event requiring this shell company report .....

Commission file number: 0-16050

TAT TECHNOLOGIES LTD.  
(Exact name of Registrant as specified in its charter  
and translation of Registrant's name into English)

Israel  
(Jurisdiction of incorporation or organization)

P.O. Box 80, Gedera 70750, Israel  
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares, NIS 0.90 Par Value	NASDAQ Global Market

Edgar Filing: TAT TECHNOLOGIES LTD - Form 20-F

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

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or Common stock as of the close of the period covered by the annual report:

Ordinary Shares, par value NIS 0.90 per share..... 8,798,570  
(as of December 31, 2012)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

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

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

## TABLE OF CONTENTS

	Page
<u>INTRODUCTION</u>	1
<u>PART I</u>	4
<u>Item 1. Identity of Directors, Senior Management and Advisers</u>	4
<u>Item 2. Offer Statistics and Expected Timetable</u>	4
<u>Item 3. Key Information</u>	4
A. Selected Financial Data	4
B. Capitalization and Indebtedness	6
C. Reasons for the Offer and Use of Proceeds	6
D. Risk Factors	6
<u>Item 4. Information on the Company</u>	22
A. Business Overview of Gedera, Bental, Limco and Piedmont	28
B. Government Regulations	59
C. Property, Plants and Equipment	61
<u>Item 4A. Unresolved Staff Comments</u>	62
<u>Item 5. Operating and Financial Review and Prospects</u>	63
A. Research and Development, Patents and Licenses	106
B. Trend Information	106
C. Off-Balance Sheet Arrangements	106
D. Tabular Disclosure of Contractual Obligations	107
<u>Item 6. Directors, Senior Management and Employees</u>	108
A. Directors and Senior Management	108
B. Board Practices	111
C. Employees	123
D. Share Ownership	124
<u>Item 7. Major Shareholders and Related Party Transactions</u>	125
A. Major Shareholders	125
B. Related Party Transactions	129
C. Interests of Experts and Counsel	133
<u>Item 8. Financial Information</u>	133
A. Consolidated Statements and Other Financial Information	133
B. Significant Changes	133
<u>Item 9. The Offer and Listing</u>	134

Edgar Filing: TAT TECHNOLOGIES LTD - Form 20-F

	A. Offer and Listing Details	134
	B. Plan of Distribution	136
	C. Markets	136
	D. Selling Shareholders	136
	E. Dilution	136
	F. Expense of the Issue	136
<u>Item 10.</u>	<u>Additional Information</u>	136
	A. Share Capital	136
	B. Memorandum and Articles of Association	136
	C. Material Contracts	141
	D. Exchange Controls	145
	E. Taxation	146
	F. Dividends and Paying Agents	159
	G. Statement by Experts	159
	H. Documents on Display	159
	I. Subsidiary Information	160

---

<u>Item 11.</u>	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	160
<u>Item 12.</u>	<u>Description of Securities Other than Equity Securities</u>	161
<u>PART II</u>		161
<u>Item 13.</u>	<u>Defaults, Dividend Arrearages and Delinquencies</u>	161
<u>Item 14.</u>	<u>Material Modifications to the Rights of Security Holders</u>	161
<u>Item 15.</u>	<u>Controls and Procedures</u>	162
<u>Item 15T.</u>	<u>Controls and Procedures</u>	162
<u>Item 16.</u>	<u>[Reserved]</u>	163
<u>Item 16A.</u>	<u>Audit Committee Financial Expert</u>	163
<u>Item 16B.</u>	<u>Code of Ethics</u>	164
<u>Item 16C.</u>	<u>Principal Accountants Fees and Services</u>	164
<u>Item 16D.</u>	<u>Exemptions from the Listing Standards for Audit Committee</u>	165
<u>Item 16E.</u>	<u>Purchase of Equity Securities By Issuer and Affiliated Purchases</u>	165
<u>Item 16F.</u>	<u>Change in Registrant’s Certifying Accountant.</u>	165
<u>Item 16G.</u>	<u>Corporate Governance.</u>	165
<u>PART III</u>		167
<u>Item 17.</u>	<u>Financial Statements</u>	167
<u>Item 18.</u>	<u>Financial Statements</u>	167
<u>Item 19.</u>	<u>Exhibits</u>	167

## INTRODUCTION

TAT Technologies Ltd. (the Company or TAT) is a provider of a variety of services and products to the commercial and military aerospace and ground defense industries through our Gedera facility in Israel or Gedera, as well as through our subsidiaries, Bental Industries Ltd., or Bental, in Israel and Limco-Piedmont Inc., or Limco-Piedmont in the U.S. Limco-Piedmont operates through Limco Airepair Inc., or Limco and Piedmont Aviation Component Services LLC or Piedmont.

As of December 31, 2012, we operated under four segments: (i) Original Equipment Manufacturing or “OEM” of Heat Management Solutions through our Gedera facility; (ii) OEM of Electric Motion Systems through our Bental subsidiary; (iii) Heat Transfer Services and Products through our Limco subsidiary; and (iv) Maintenance, Repair and Overhaul or “MRO” services for Aviation Components through our Piedmont subsidiary. Until December 31, 2010, TAT operated under three segments.

Through our Gedera facility, we are an OEM of a broad range of heat transfer components, air conditioning systems and other cooling systems used in mechanical and electronic systems on board military and commercial aircraft as well as on ground systems. The Gedera facility is also an OEM of a wide range of aviation accessories and provides limited MRO services for military and commercial customers, mainly for aviation accessories as well as for certain heat transfer components.

Through our Bental subsidiary, we are an OEM of a broad range of electric motion systems. Bental is engaged in the design, manufacture and sale of motors, generators, and other electro-mechanical motion systems primarily for the defense and aerospace markets.

Through our Limco subsidiary, we provide Heat Transfer services and products to the aerospace industry. Limco is an FAA (Federal Aviation Administration) certified repair station and provides aircraft MRO services and products for airlines, air cargo carriers, maintenance service centers and the military, primarily for heat transfer components. In addition to Limco’s MRO services, Limco is an OEM of heat transfer equipment for airplane manufacturers and other related products.

---

Through our Piedmont subsidiary, we provide MRO services to the aerospace industry. Piedmont's FAA certified repair station provides MRO services for airlines, air cargo carriers, maintenance service centers and to a lesser extent the military, primarily for landing gear and auxiliary power units (APU).

In addition, TAT, through its Piedmont subsidiary, holds approximately 29.64% of the equity securities of First Aviation Services Inc., or FAvS (See Item 4 – "Information of the Company; History and development of TAT").

FAvS, together with its subsidiaries, is a supplier of aircraft parts and components to the aviation industry worldwide, and is a provider of third party logistics and inventory management services to the aerospace industry. FAvS offers certain MRO services through three FAA authorized facilities.

Our Ordinary shares are publicly traded on the NASDAQ Global Market under the symbol "TATT" (from year 1987) and on the Tel Aviv Stock Exchange under the symbol "TAT Tech" (from year 2005). As used in this annual report, the terms "TAT", "we", "us" and "our" mean TAT Technologies Ltd. and its subsidiaries, unless otherwise indicated.

Our consolidated financial statements appearing in this annual report are prepared in U.S. dollars and in accordance with generally accepted accounting principles in the United States, or U.S. GAAP. All references in this annual report to "dollars" or "\$" are to U.S. dollars and all references in this annual report to "NIS" are to New Israeli Shekels.

Statements made in this annual report concerning the contents of any contract, agreement or other document are summaries of such contracts, agreements or documents and are not complete descriptions of all of their terms. If we filed any of these documents as an exhibit to this annual report or to any previous filing with the Securities and Exchange Commission, you may read the document itself for a complete recitation of its terms.

Except for the historical information contained in this annual report, the statements contained in this annual report are “forward looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, as amended, with respect to our business, financial condition and results of operations. Such forward-looking statements reflect our current view with respect to future events and financial results. Statements which use the terms “believe”, “expect”, “plan”, “intend”, “estimate”, and similar expressions are intended to identify forward-looking statements. We remind readers that forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors and involve known and unknown risks that could cause the actual results, performance, levels of activity, or our achievements, or industry results, to be materially different from any future results, performance, levels of activity, or our achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by applicable law, including the securities laws of the United States, we undertake no obligation to publicly release any update or revision to any forward looking statements to reflect new information, future events or circumstances, or otherwise after the date hereof. We have attempted to identify significant uncertainties and other factors affecting forward-looking statements in the Risk Factors section that appears in Item 3D. “Key Information - Risk Factors.”



PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

TAT's selected historical information is derived from the audited consolidated financial statements of TAT as of December 31, 2012 and 2011 and for each of its fiscal years ended December 31, 2012, 2011 and 2010, which are included elsewhere in this annual statement, and have been prepared in accordance with U.S. GAAP. The selected financial data for the year ended December 31, 2009 and December 31, 2008 is derived from audited consolidated financial statements of TAT not included in the annual statements, which have been prepared in accordance with U.S. GAAP. The selected consolidated financial data set forth below should be read in conjunction with and are qualified by reference to Item 5, "Operating and Financial Review and Prospects", and our consolidated financial statements and notes thereto included elsewhere in this annual report.

## Income Statement Data:

	Year Ended December 31,				
	2012	2011	2010	2009	2008
	(in thousands, except share and per share data)				
<b>Revenues:</b>					
Products	\$46,270	\$47,508	\$38,954	\$34,751	\$31,724
Services	41,652	37,889	40,801	48,340	71,565
Total revenues	87,922	85,397	79,755	83,091	103,289
<b>Cost of revenues:</b>					
Products	33,220	34,076	32,052	23,115	22,977
Services	33,362	32,143	29,136	43,780	57,586
Write down of inventory and impairment charges of long lived assets	-	5,763	3,500	-	-
Total cost of revenues	66,582	71,982	64,688	66,895	80,563
Gross profit	21,340	13,415	15,067	16,196	22,726
<b>Operating expenses:</b>					
Research and development, net	1,152	786	651	680	-
Selling and marketing expenses	3,426	3,439	3,475	3,719	4,369
General and administrative expenses	11,487	10,949	12,832	14,979	12,407
Impairment of goodwill and intangible assets	1,015	-	4,704	-	-
Other expenses (income)	9	(169)	-	-	-
Gain from sale of the propellers & parts businesses	-	-	-	(4,400)	-
Operating income (loss)	4,251	(1,590)	(6,595)	1,218	5,950
Financial income (expenses), net	(181)	(380)	(111)	149	1,174
Other expenses, net	-	-	(200)	-	(236)
Gain from dilution of interests in affiliated company	-	240	-	-	-
Income (loss) from operations before taxes on income	4,070	(1,730)	(6,906)	1,367	6,888
Taxes on income (tax benefit)	2,086	(316)	(4,153)	(765)	1,795
Share in results of affiliated company and impairment of share in affiliated company	(3,756)	331	(4,510)	(32)	674
Net income (loss)	(1,772)	(1,083)	(7,263)	2,100	5,767
Net loss (income) attributable to non controlling interest	58	53	(123)	(347)	(1,499)
Net income (loss) attributable to TAT Technologies' shareholders	\$(1,714)	\$(1,030)	\$(7,386)	\$1,753	\$4,268
Basic and diluted net income (loss) per share attributable to controlling interest	\$(0.19)	\$(0.12)	\$(0.84)	\$0.22	\$0.65
Weighted average number of shares used in computing basic and diluted net income (loss) per share	8,808,075	8,815,003	8,815,003	7,893,639	6,546,055
Cash dividend per share	\$0.28	\$-	\$-	\$0.85	\$-

## Balance Sheet Data:

	2012	2011	As of December 31,		
			2010	2009	2008
			(in thousands)		
Working capital	\$71,430	\$70,665	\$70,462	\$76,748	\$90,616
Total assets	107,511	115,318	121,427	124,491	135,930
Long-term liabilities, excluding current maturities	6,421	9,333	5,294	13,556	12,925
Shareholders' equity	\$82,233	\$86,370	\$88,059	\$94,866	\$76,077

## B. Capitalization and Indebtedness

Not applicable.

## C. Reasons for the Offer and Use of Proceeds

Not applicable.

## D. Risk Factors

Investing in our Ordinary shares involves certain risks and uncertainties. You should carefully consider the risks and uncertainties described below before investing in our Ordinary shares. Our business, prospects, financial condition and results of operations could be adversely affected due to any of the following risks. In that case, the value of our Ordinary shares could decline, and you could lose all or part of your investment.

## Risks Related to Our Business and Our Industry

The aerospace industry is subject to significant government regulation and oversight, and TAT and its subsidiaries may incur significant additional costs to comply with these regulations.

The aerospace industry is highly regulated in the United States and in other countries. TAT and its subsidiaries must be certified or accepted by the FAA, the United States Department of Defense, the European Aviation Safety Agency, or EASA, and similar agencies in foreign countries and by individual original equipment manufacturers, or OEMs, in order to manufacture, sell and service parts used in aircraft. If any of the material certifications, authorizations or approvals of TAT or its subsidiaries are revoked or suspended, then the operations of TAT or its subsidiaries, as the case may be, will be significantly curtailed and TAT and its subsidiaries could be subjected to significant fines and penalties. In the future, new and more demanding government regulations may be adopted or industry oversight may be increased. TAT and its subsidiaries may have to incur significant additional costs to achieve compliance with new regulations or to reacquire a revoked or suspended license or approval, which could materially reduce profitability.

TAT competes with a number of established companies in all aspects of TAT's business, many of which have significantly greater resources or capabilities than TAT.

For the OEM of heat management solutions, TAT's major competitors are other OEMs who manufacture heat transfer components, including manufacturers based in the U.S. such as the Hughes-Treitler division of Ametek Inc., Lytron Inc., Niagara Thermal, Hamilton Sundstrand, Honeywell International, Liebherr-Aerospace Toulouse S.A., Stewart Werner South Wind Corp., United Aircraft Products and Triumph Thermal Systems, manufacturers based in Europe such as I.M.I. Marston Ltd., Dunlop Aerospace (including Serck Aviation) and manufacturers based in Asia such as Sumitomo Precision Products from Japan. Many of TAT's competitors are far larger, have substantially greater resources, including technical, financial, research and development, marketing and distribution capabilities than TAT, and enjoy greater market recognition. These competitors may be able to achieve greater economies of scale and may be less vulnerable to price competition than TAT. TAT may not be able to offer its products as part of integrated systems to the same extent as its competitors or successfully develop or introduce new products that are more cost effective or offer better performance than those of its competitors. Failure to do so could adversely affect TAT's business, financial condition and results of operations.

For the OEM of electric motion systems, TAT's major competitors are mainly large companies that provide standard products and companies that provide special customized solutions. As the providers of the systems in which TAT's products are integrated usually tend to prefer local manufacturers for the purchase of the components, penetrating markets outside of Israel requires either high levels of product innovation or lower prices compared to the prices offered by such competitors or a local marketing and engineering presence in these countries.

For the Heat Transfer Services and Products, TAT's major competitors are the service divisions of OEMs, the in-house maintenance services of a number of commercial airlines and other independent service providers, including Triumph Accessories (Triumph Corporation), LORI Heat Transfer Center of Honeywell (Tulsa, Oklahoma), SECAN-Honeywell (France) and Drake Air – Ametek (Tulsa, Oklahoma).

For the MRO services for Aviation Components, TAT's major competitors are the service divisions of OEMs, the in-house maintenance services of a number of commercial airlines and other independent service providers, including Standard Aero Group Inc., Aerotech International Inc., Honeywell International, AAR Corp., Messier-Dowty Aerospace (MD), Hawker Pacific and APRO.

Competition in the MRO market is based on price, quality, engineered solutions, ability to provide a broad range of services, and the ability to perform repairs and overhauls rapidly. A number of our competitors have inherent competitive advantages. For example, we compete with the service divisions of large OEMs which are able to derive significant brand recognition from their OEM manufacturing activities. We also compete with the in-house service divisions of large commercial airlines and there is a strong incentive for an airline to fully-utilize the services of its maintenance employees and facilities.

Further, TAT's competitors may have additional competitive advantages, such as:

- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends;
  - Greater access to capital;
  - Stronger relationships with customers and suppliers;
    - Greater name recognition; and
  - Access to superior technology and marketing resources.

If TAT is unable to overcome these competitive disadvantages, then TAT's business, financial condition and results of operations would be adversely affected.

TAT derives a material part of its revenues from several major customers. If TAT loses any of these customers or they reduce the amount of business they do with TAT, TAT's revenues may be seriously affected.

Five customers accounted for approximately 20.8%, 21.3% and 21.6% of TAT's revenues for the years ended December 31, 2012, 2011 and 2010, respectively. TAT's major customers may not maintain the same volume of business with TAT in the future. If TAT loses any of these customers or they reduce the amount of business they do with TAT, TAT's revenues may be seriously affected.

A part of the revenues of TAT and its subsidiaries are from contracts with the U.S. and Israeli governments and are subject to special risks. A loss of all, or a major portion, of the revenues of TAT or any of its subsidiaries from government contracts could have a material adverse effect on TAT's operations.

A portion of the revenues of TAT and its subsidiaries are from contracts with the U.S. and Israeli governments. Sales to the U.S. and Israeli governments accounted for approximately 4.4%, 7.3% and 7.3% of TAT's revenues on a consolidated basis for the years ended December 31, 2012, 2011 and 2010, respectively.

Business with the U.S. and Israeli governments, as well as with the governments of other countries, is subject to risks which are not as relevant in business with private parties. These risks include the ability of the governmental authorities to unilaterally:

- Συσπενδ TAT ορ ανψ οφ ιτσ συβσιδιαριεσ φρομ ρεχειπινη νεω χοντραχτσ πενδινγ ρεσολυτιον οφ αλλεγεδ πιολατιονσ οφ προχυρεμεντ λαωσ ορ ρεγυλατιονσ;
  - Terminate existing contracts, with or without cause, at any time;
  - Condition the receipt of new contracts on conditions which are beyond the control of TAT;
    - Reduce the value of existing contracts;
- Αυδιτ τηε χοντραχτ-ρελατεδ χοστσ ανδ φεεσ οφ TAT ανδ ιτσ συβσιδιαριεσ, ινχλυδινγ αλλοχατεδ ινδιρεχτ χοστσ; ανδ
  - Control or prohibit the export of the products of TAT and its subsidiaries.

A decision by a governmental authority to take any or all of the actions listed above could materially reduce the sales and profitability of TAT and its subsidiaries. Most of the U.S. Government contracts of TAT and its subsidiaries can be terminated by the U.S. Government either for its convenience or if TAT or any of its subsidiaries defaults by failing to perform under the contract. Termination for convenience provisions generally provide only for the recovery of costs incurred or committed, settlement expenses and profit on the work completed by TAT and its subsidiaries prior to termination.

Declines in military/defense budgets may result in reduced demand for the products and manufacturing services of TAT and its subsidiaries. Any decline could result in reduction in the business revenues of TAT and its subsidiaries and adversely affect their business, results of operations and financial condition.

If TAT does not receive the governmental approvals necessary for the export of its products, TAT's revenues may decrease. Similarly if TAT's suppliers and partners do not receive their government approvals necessary to export their products or designs to TAT, TAT's revenues may decrease.

Under Israeli law, the export of certain of the products and know-how of TAT is subject to approval by the Israeli Ministry of Defense. To initiate sales proposals with regard to exports of the products and know-how of TAT and to export such products or know-how, TAT must obtain permits from the Ministry of Defense. TAT may not be able to receive in a timely manner, or at all, all the required permits for which it may apply in the future.

Similarly, under foreign laws the export of certain military products, technical designs and spare parts require the prior approval of, or export license from, such foreign governments. In order to maintain the third party production, certain co-development activities and procurements required for the performance of certain contracts, TAT must receive detailed technical designs, products or product parts' samples from its strategic partners or suppliers. TAT may not be able to receive all the required permits and/or licenses in a timely manner, or at all. Consequently, TAT's revenues may decrease.

TAT depends on a limited number of suppliers of components for certain of its products and if TAT or any of its subsidiaries is unable to obtain these components when needed, they would experience delays in manufacturing their products and TAT's financial results could be adversely affected.

TAT relies on a limited number of key suppliers for parts for certain of its OEM and MRO services. Certain of these suppliers are currently the sole source of one or more components upon which TAT is dependent. Suppliers of some of these components require TAT to place orders with significant lead-time to assure supply in accordance with TAT's requirements. If TAT were to engage in a commercial dispute with or be unable to obtain adequate supplies of parts from these suppliers at commercially reasonable prices or required lead time, TAT's operations could be interrupted. Increased costs associated with supplied materials or components could increase TAT's costs and reduce TAT's profitability if TAT is unable to pass these cost increases on to its customers.

TAT may face increased costs and a reduced supply of raw materials. TAT may not be able to recoup future increases in the cost of raw materials or in electric power costs for its operations through price increases for its products.

In recent years, the cost of raw materials and components used by TAT has fluctuated significantly due to market and industry conditions. The cost of electric power used in TAT's operations has also fluctuated significantly in the last several years. TAT may not be able to recoup future increases in the cost of raw materials and components or electric power costs through price increases for its products.

TAT faces special risks from international sales operations which may have a material adverse effect on TAT's business, operating results and financial condition.

In the years ended December 31, 2012, 2011 and 2010, approximately 78.9%, 77.4% and 70.3% of TAT's sales, respectively, resulted from TAT's international operations (out of Israel). This source of revenue is subject to various risks, including:

- Governmental embargoes or foreign trade restrictions;
- Changes in U.S. and foreign governmental regulations;
  - Changes in foreign exchange rates;
    - Tariffs;
    - Other trade barriers;
- Political, economic and social instability; and
- Difficulties collecting accounts receivable.

Accordingly, TAT and its subsidiaries may encounter significant difficulties in connection with the sale of its products in international markets.



TAT may engage in future acquisitions that could dilute TAT's shareholders' equity and harm TAT's business, results of operations and financial condition.

TAT has pursued, and will continue to pursue, growth opportunities through internal development and acquisition of complementary businesses, products and technologies. TAT is unable to predict whether or when any prospective acquisition will be completed. The process of integrating an acquired business may be prolonged due to unforeseen difficulties and may require a disproportionate amount of TAT's resources and management's attention. TAT may not be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into its operations, or expand into new markets. Further, once integrated, acquisitions may not achieve comparable levels of revenues, profitability or productivity as TAT's existing business or otherwise perform as expected. The occurrence of any of these events could harm TAT's business, financial condition or results of operations. Future acquisitions may require substantial capital resources, which may require TAT to seek additional debt or equity financing.

Future acquisitions by TAT could result in the following, any of which could materially harm TAT's results of operations or the price of TAT's Ordinary shares:

- Issuance of equity securities that would dilute TAT's shareholders' percentages of ownership;
  - Large one-time write-offs;
  - The incurrence of debt and contingent liabilities;
- Διφφιλχυλτιες ιν τηε ασσιμιλατιον ανδ ιντεγρατιον οφ οπερατιονς, περσοννελ, τεχηνολογιες, προδυχτσ ανδ ινφορματιον σψςτεμς οφ τηε αχθυιρεδ χομπανιες;
  - Diversion of management's attention from other business concerns;
  - Contractual disputes;
- Ριςκς οφ εντερινγ γεογραπηιχ ανδ βυσινεσσ μαρκετσ ιν ωηιχη ΤΑΤ ηας νο ορ ονλψ λιμιτεδ προιορ εξπεριενχε; ανδ
  - Potential loss of key employees of acquired organizations.

Rapid technological changes may adversely affect the market acceptance of the products of TAT.

The aerospace and defense markets in which TAT competes are subject to technological changes, introduction of new products, change in customer demands and evolving industry standards. The future success of TAT will depend upon its ability to keep pace with technological developments and to timely address the increasingly sophisticated needs of its customers by supporting existing and new technologies and by developing and introducing enhancements to its current products and new products. TAT may not be able to successfully develop and market enhancements to its products that will respond to technological change, evolving industry standards or customer requirements. TAT may experience difficulties that could delay or prevent the successful development, introduction and sale of such enhancements; and such enhancements may not meet the requirements of the market or achieve any significant degrees of market acceptance. If release dates of any new products or enhancements of TAT are delayed, or if when released, they fail to achieve market acceptance, TAT's business, operating results and financial condition would be materially adversely affected.

TAT has fixed-price contracts with some of its customers and TAT bears the risk of costs in excess of its estimates. In addition, TAT may not be able to pass on increased costs to its customers.

TAT has entered into multi-year, fixed-price contracts with some of its MRO and OEM customers. Pursuant to these contracts, TAT realizes all the benefits or costs resulting from any increases or decreases in the cost of providing services to these customers. Several of TAT's contracts do not permit TAT to recover for increases in raw material prices, taxes or labor costs and other contracts may permit, to a limited extent, periodic price adjustments. Any increase in these costs could increase the cost of operating the business of TAT and reduce its profitability. Factors such as inaccurate pricing and increases in the cost of labor, materials or overhead may result in cost over-runs and losses on those agreements. TAT may not succeed in obtaining the agreement of a customer to re-price a particular product, and may not be able to recoup previous losses resulting from incomplete or inaccurate engineering data. In addition, as costs increase, TAT may not be able to pass on such increased costs to its other customers. This could materially impact TAT's profitability.

TAT depends on its key executives, and may not be able to hire and retain additional key employees or successfully integrate new members of its team and the loss of key employees could have a material adverse effect on TAT's business.

TAT's success will depend largely on its continued reliance on the experience and expertise of its senior management. Any of the senior managers of TAT may terminate his employment with TAT and seek employment with others who may seek his expertise. The loss of the expertise of senior management of TAT through death, disability or termination of employment would have a material and adverse effect on TAT's business, financial condition and results of operations. TAT is not the beneficiary of life or disability insurance covering any of the executives, key employees or other personnel of TAT.

TAT depends on its manufacturing and MRO facilities and any material damage to these facilities may adversely impact TAT's operations.

TAT believes that its results of operations will be dependent in large part upon its ability to manufacture and deliver OEM products and to provide MRO services promptly upon receipt of orders and to provide prompt and efficient service to its customers. As a result, any material disruption of TAT's day-to-day operations could have a material adverse effect on their business, customer relations and profitability. TAT relies on its Gedera, Israel, Kibbutz Marom-Golan, Israel, Kernersville and Winston-Salem, North Carolina and Tulsa, Oklahoma facilities for the production of its OEM products and provision of its MRO services. A war, fire, flood, earthquake or other disaster or condition that significantly damaged or destroyed any of these facilities would have a material adverse effect on the operations of TAT.

TAT uses equipment that is not easily repaired or replaced, and therefore material equipment failures could cause TAT or its subsidiaries to be unable to meet quality or delivery expectations of its customers.

Many of the service and manufacturing processes of TAT are dependent on equipment that is not easily repaired or replaced. As a result, unexpected equipment failures could result in production delays or the manufacturing of defective products. The ability of TAT to meet the expectations of its customers with respect to on-time delivery of repaired components or quality OEM products is critical. The failure by TAT to meet the quality or delivery expectations of its customers could lead to the loss of one or more of its significant customers.

TAT may fail to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002.

The Sarbanes-Oxley Act of 2002 imposes certain duties on TAT and TAT's executives and directors. TAT's efforts to comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 governing internal controls and procedures for financial reporting have resulted in increased general and administrative expense and a diversion of management time and attention, and TAT expects these efforts to require the continued commitment of significant resources. TAT may identify material weaknesses or significant deficiencies in its assessments of its internal controls over financial reporting. Failure to maintain effective internal controls over financial reporting could result in investigation or sanctions by regulatory authorities and could have a material adverse effect on TAT's operating results, investor confidence in TAT's reported financial information and the market price of TAT's Ordinary shares.

TAT has potential exposure to liabilities arising under environmental laws and regulations.

The business operations and facilities of TAT are subject to a number of federal, state, and local laws and regulations that govern the discharge of pollutants and hazardous substances into the air and water as well as the handling, storage and disposal of such materials and other environmental matters. Compliance with such laws as they relate to the handling, storage and disposal of hazardous substances is a significant obligation for TAT at each of its facilities. TAT would be subject to serious consequences, including fines and other sanctions, and limitations on the operations of TAT due to changes to, or revocations of, the environmental permits applicable to its facilities if it fails to comply. The adoption of new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new cleanup requirements could require TAT to incur costs and become subject to new or increased liabilities that could increase the operating costs of TAT and adversely affect the manner in which TAT conducts its business.

Under certain environmental laws, liability associated with investigation or remediation of hazardous substances can arise at a broad range of properties, including properties currently or formerly operated by TAT or any of its predecessors, as well as properties to which TAT sent hazardous substances or wastes for treatment, storage, or disposal. Costs and other obligations can arise from claims for toxic torts, natural resource and other damages, as well as the investigation and clean-up of contamination at such properties. Under certain environmental laws, such liability may be imposed jointly and severally, so TAT may be responsible for more than its proportionate share and may even be responsible for the entire liability at issue. The extent of any such liability can be difficult to predict.

TAT is exposed to potential liabilities arising from product liability and warranty claims.

TAT's operations expose TAT to potential liabilities for personal injury or death as a result of the failure of an aircraft component that has been designed, manufactured, serviced or supplied by TAT. TAT believes that, in an effort to improve operating margins, some customers have delayed the replacement of parts beyond their recommended lifetime, which may undermine aircraft safety and increase the risk of liability of TAT and its subsidiaries.

There can be no assurance that TAT will not experience any material product liability losses in the future, that it will not incur significant costs to defend such claims, that its insurance coverage will be adequate if claims were to arise or that it would be able to maintain insurance coverage in the future at an acceptable cost. A successful claim brought against TAT or its subsidiaries in excess of its available insurance coverage may have a material adverse effect on TAT's business.

In addition, in the ordinary course of business of TAT, contractual disputes over warranties can arise. TAT may be subject to requests for cost sharing or pricing adjustments from its customers as a part of its commercial relationships with them, even though they have agreed to bear these risks.

#### Risk Factors Related to Our Ordinary Shares

TAT's share price has been volatile in the past and may decline in the future.

TAT's Ordinary shares have experienced significant market price and volume fluctuations in the past and may experience significant market price and volume fluctuations in the future in response to factors such as the following, some of which are beyond TAT's control:

- Quarterly variations in TAT's operating results;
- Operating results that vary from the expectations of securities analysts and investors;
- Χηανγες ιν εξπεχτατιονς ασ το TAT σ φυτυρε φινανχιαλ περφορμανχε, ινχλυδινη φινανχιαλ εστιματες βψ σεχυριτιες αναλυστσ ανδ ινωεστορς;

- Announcements of technological innovations or new products by TAT or TAT's competitors;
- Αννουνχεμεντσ βψ TAT ορ TAT σ χομπετιτορσ οφ σιγνιφιχαντ χοντραχτσ, αχθυσιτιονσ, στρατεγιχ παρτνερσηιπσ, φοιντ πεντυρεσ ορ χαπιταλ χομμιτμεντσ;
  - Announcements by third parties of significant claims or proceedings against us;
    - Additions or departures of key personnel;
    - Future sales of TAT's Ordinary shares;
  - De-listing of TAT's shares from the NASDAQ Global Market;
    - Stock market price and volume fluctuation; and
  - Legal proceedings against TAT's controlling shareholders

Domestic and international stock markets often experience extreme price and volume fluctuations. Market fluctuations, as well as general political and economic conditions, such as a recession or interest rate or currency rate fluctuations or political events or hostilities in or surrounding Israel, could adversely affect the market price of TAT's Ordinary shares.

In the past, securities class action litigation has often been brought against companies following periods of volatility in the market price of its securities. TAT may in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources both of which could have a material adverse effect on TAT's business and results of operations.

Substantial future sales of TAT's Ordinary shares by TAT's principal shareholders may depress TAT's share price.

TAT's principal shareholder, Isal Amlat Investment (1993) Ltd., or Isal Amlat, beneficially owns (through its 94% interest in KMN Industries Ltd.) 54.00% of TAT's outstanding shares of which 43.7% of TAT's outstanding shares are held directly by its subsidiary, TAT Industries Ltd. Isal Amlat and its affiliates have defaulted under certain of their loans and a receiver has been appointed for the Ordinary shares held by Isal Amlat and its affiliates. Such shares are subject to sale by the receiver which sale would result in a change of control of TAT. As a result of the possibility of such a sale, the market price of TAT's Ordinary shares may fall. Any substantial sales of TAT's shares by the receiver in the public market also might make it more difficult for TAT to sell equity or equity-related securities in the future at a time, in a place and on terms TAT deems appropriate.

### Risks Relating to Our Location in Israel

Because TAT has significant operations in Israel, TAT may be subject to political, economic and other conditions affecting Israel that could increase TAT's operating expenses and disrupt TAT's business.

TAT is incorporated under the laws of Israel, and TAT's executive offices, manufacturing plant and research and development facilities are located in the State of Israel. As a result, political, economic and military conditions affecting Israel directly influence TAT. Any major hostilities involving Israel, a full or partial mobilization of the reserve forces of the Israeli army, the interruption or curtailment of trade between Israel and its present trading partners, or a significant downturn in the economic or financial condition of Israel could have a material adverse effect on TAT's business, financial condition and results of operations.

Since the establishment of the State of Israel in 1948, Israel and its Arab neighbors have engaged in a number of armed conflicts. A state of hostility, varying from time to time in intensity and degree, has led to security and economic problems for Israel. Major hostilities between Israel and its neighbors may hinder Israel's international trade and lead to economic downturn. This, in turn, could have a material adverse effect on TAT's operations and business. Since June 2007, when Hamas effectively took control of the Gaza Strip, there have been extensive hostilities along the Gaza Strip. Ongoing violence between Israel and the Palestinians as well as tension between Israel and its Arab neighbors and Iran may have a material adverse effect on TAT's business, financial conditions and results of operations.

Furthermore, there are a number of countries, primarily in the Middle East, that restrict business with Israel or Israeli companies, and TAT is precluded from marketing its products to these countries. Restrictive laws or policies directed towards Israel or Israeli businesses may have an adverse impact on TAT's operations, TAT's financial results or the expansion of TAT's business.

TAT may be adversely affected by a change in the exchange rate of the NIS against the dollar. Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations, particularly larger periodic devaluations, may have an impact on TAT's profitability and period to period comparisons of TAT's results.

TAT's financial statements are stated in dollars, while a portion of TAT's expenses, primarily labor expenses, are incurred in NIS and a part of TAT's revenues are quoted in NIS. Additionally, certain assets, as well as a portion of TAT's liabilities, are denominated in NIS. Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations, particularly larger periodic devaluations, may have an impact on TAT's profitability and period to period comparisons of TAT's results. TAT's results may be adversely affected by the devaluation of the NIS in relation to the dollar (or if such devaluation is on a lagging basis), if TAT's revenues in NIS are higher than TAT's expenses in NIS and/or the amount of TAT's assets in NIS are higher than TAT's liabilities in NIS. Alternatively, TAT's results may be adversely affected by an appreciation of the NIS in relation to the dollar (or if such appreciation is on a lagging basis), if the amount of TAT's expenses in NIS are higher than the amount of TAT's revenues in NIS and/or the amount of TAT's liabilities in NIS are higher than TAT's assets in NIS.

TAT's results of operations may be negatively affected by the obligation of its personnel to perform military service.

Many of TAT's employees and some of TAT's directors and officers in Israel are obligated to perform annual reserve duty in the Israel Defense Forces and may be called for active duty under emergency circumstances at any time. If a military conflict or war arises, these individuals could be required to serve in the military for extended periods of time. TAT's operations could be disrupted by the absence for a significant period of one or more of TAT's executive officers or key employees or a significant number of other employees due to military service. Any disruption in TAT's operations could adversely affect TAT's business.



Your rights and responsibilities as a shareholder will be governed by Israeli law and differ in some respects from the rights and responsibilities of shareholders under U.S. law.

TAT is incorporated under Israeli law. The rights and responsibilities of holders of TAT's Ordinary shares are governed by TAT's memorandum of association, articles of association and by Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in typical U.S. corporations. In particular, each shareholder of an Israeli company has a duty to act in good faith and in a customary manner in exercising his or her rights and fulfilling his or her obligations toward the company and other shareholders and to refrain from abusing his power in the company, including, among other things, in voting at the general meeting of shareholders on certain matters. Israeli law provides that these duties are applicable in shareholder votes on, among other things, amendments to a company's articles of association, increases in a company's authorized share capital, mergers and interested party transactions requiring shareholder approval. In addition, a controlling shareholder of an Israeli company, or a shareholder who knows that he or she possesses the power to determine the outcome of a shareholder vote or who has the power to appoint or prevent the appointment of a director or officer in the company, has a duty of fairness toward the company. However, Israeli law currently does not define the substance of this duty of fairness. Because Israeli corporate law has undergone extensive revision in recent years, there is relatively little case law available to assist in understanding the implications of these provisions that govern shareholder behavior.

Israeli law may delay, prevent or make difficult an acquisition of TAT, which could prevent a change of control and, therefore, depresses the price of TAT's shares.

Israeli corporate law regulates mergers, requires tender offers for acquisitions of shares above specified thresholds, requires special approvals for transactions involving directors, officers or significant shareholders and regulates other matters that may be relevant to these types of transactions. Furthermore, Israeli tax considerations may make potential transactions unappealing to TAT or to some of TAT's shareholders. These provisions of Israeli law may delay, prevent or make difficult an acquisition of TAT, which could prevent a change of control and therefore depress the price of TAT's shares.

Investors and TAT's shareholders generally may have difficulties enforcing a U.S. judgment against TAT, TAT's executive officers and directors or asserting U.S. securities laws claims in Israel.

TAT is incorporated in Israel and the majority of TAT's executive officers and directors reside outside the United States. Service of process upon them may be difficult to effect within the United States. Furthermore, many of TAT's assets and most of the assets of TAT's executive officers and directors are located outside the United States. Therefore, a judgment obtained against TAT or certain of its executive officers and directors in the United States, including one based on the civil liability provisions of the U.S. federal securities laws, may not be collectible in the United States and may not be enforced by an Israeli court. It also may be difficult for you to assert U.S. securities law claims in original actions instituted in Israel. However, subject to certain time limitations and other conditions, Israeli courts may enforce final judgments of United States courts for liquidated amounts in civil matters, including judgments based upon the civil liability provisions of those and similar acts.

As a foreign private issuer whose shares are listed on the NASDAQ Global Market, TAT may follow certain home country corporate governance practices instead of certain NASDAQ requirements.

As a foreign private issuer whose shares are listed on the NASDAQ Global Market, TAT is permitted to follow certain home country corporate governance practices instead of certain requirements of the NASDAQ Marketplace Rules. A foreign private issuer that elects to follow a home country practice instead of such requirements must submit to NASDAQ in advance a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws. In addition, a foreign private issuer must disclose in its annual reports filed with the Securities and Exchange Commission or on its website each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. As a foreign private issuer listed on The NASDAQ Global Market, TAT may follow TAT's home country law, instead of the NASDAQ Marketplace Rules, which require that TAT obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain equity based compensation plans, an issuance that will result in a change of control of TAT, certain transactions other than a public offering involving issuances of a 20% or more interest in TAT and certain acquisitions of the stock or assets of another company.

Item 4. Information on the Company

History and Development of TAT

TAT was incorporated under the laws of the State of Israel in April 1985 under the name Galaxy Graphics Ltd. TAT changed its name to Galagraph Ltd. in August 1986 and to TAT Technologies Ltd. in May 1992. TAT is a public limited liability company under the Israeli Companies Law 1999-5759, or the Israeli Companies Law, and operates under this law and associated legislation. TAT's registered offices and principal place of business are located at Re'em Industrial Park, Neta Boulevard, Bnei Ayish, Gedera 70750, Israel and its telephone number is +972-8-8268-500. TAT's address on the Internet is [www.tat-technologies.com](http://www.tat-technologies.com). The information on TAT'S website is not incorporated by reference into this annual report.

TAT was founded in 1985 to develop the computerized systems business of its parent company, TAT Industries Ltd. (or TAT Industries), a publicly held Israeli corporation then engaged in the manufacture and sale of aeronautical equipment. In December 1991, TAT acquired the heat exchange operations of TAT Industries and in 2000, TAT purchased the remaining operations of TAT Industries relating to the manufacture and maintenance of aviation accessories and leased certain of its properties.

In March 1987, TAT completed the initial public offering of its securities in the United States. TAT was listed on the NASDAQ Global Market (then known as the NASDAQ National Market) from its initial public offering until July 1998 when the listing of TAT's Ordinary shares was transferred to the NASDAQ Capital Market. On June 24, 2009 TAT's Ordinary shares resumed trading on the NASDAQ Global Market. Since August 2005 TAT's shares have been traded also on the Tel Aviv Stock Exchange (TASE).

TAT is a provider of a variety of services and products to the commercial and military aerospace and defense industries through its Gedera facility, as well as through its subsidiaries, Bental, in Israel, and Limco and Piedmont in the U.S (Limco and Piedmont are held by TAT through Limco-Piedmont Inc. ("Limco-Piedmont")).

Limco provides Heat Transfer MRO services and products to the aerospace industry. Limco's Federal Aviation Administration, or FAA, certified repair station (located in Oklahoma) provides aircraft with MRO services for airlines, air cargo carriers, maintenance service centers and the military, especially for heat transfer components. In addition to Limco's MRO services Limco is an OEM of heat transfer products for airplane manufacturers and other selected related products.

In July 2005, Limco acquired Piedmont Aviation Component Services, LLC ("Piedmont"), a company certified by the FAA to perform maintenance, repair and overhaul services on APUs and landing gears. Piedmont's FAA, certified repair station (located in North Carolina) provides MRO services for airlines, air cargo carriers, maintenance service centers and the military, especially for landing gear and auxiliary power units (APU).

In July 2007, Limco-Piedmont completed an initial public offering of its shares of Common stock and Limco-Piedmont's shares were listed on the NASDAQ Global Market (symbol: LIMC) until July 2, 2009, when TAT acquired all of the publicly held shares of Limco-Piedmont (approximately 32% of Limco-Piedmont's total shares) in a stock for stock merger. As a result of such merger, Limco-Piedmont again became a wholly-owned subsidiary of TAT.

On January 1, 2008, TAT established a wholly-owned subsidiary under the laws of the State of California, TAT-GAL Inc., which acts as purchasing agent for TAT's operations.

Following a series of transactions occurring between March 2008 and March 2009, TAT acquired 70% control of Bental. The acquisition of Bental shares (for an aggregate price of \$9,192) was financed by loans in a total amount of \$6.25 million received from Bank Mizrahi and TAT's internal resources.

On December 19 2007, Isal Amlat Industries (1993) Ltd., an Israeli company publicly traded on the Tel Aviv Stock Exchange ("Isal Amlat"), through KMN Industries Ltd. in which Isal Amlat holds 94% of the issued share capital ("KMN Industries"), purchased the controlling interests in TAT and in TAT Industries, TAT's controlling shareholder, by purchasing from Mr. Shlomo Ostersetzer, the former Chairman of TAT's Board of Directors and TAT's former President, Mr. Dov Zeelim, the former Vice Chairman of TAT's Board of Directors and TAT's former Chief Executive Officer, and FIMI Opportunity Fund, or FIMI, 10% of TAT's then outstanding Ordinary shares for consideration of NIS 50.4M, and 54% of TAT Industries' then outstanding Ordinary shares for consideration of NIS 105.3M.

The agreement between KMN Industries and Mr. Zeelim, as amended on January 31, 2008, provided KMN Industries with additional shares in TAT Industries purchased from Mr. Zeelim.

Pursuant to an agreement between KMN Industries and Mr. Zeelim entered into in May 2008, in connection with Mr. Zeelim's resignation from the office of Chief Executive Officer of TAT, Mr. Zeelim exercised his put option on June 12, 2008 and 4.17% of TAT Industries' then outstanding Ordinary shares were purchased by KMN Industries.

On July 17, 2008 KMN Industries and FIMI amended the terms of their agreement. Accordingly, 141,443 of TAT's Ordinary shares constituting then 2% of TAT's outstanding shares were purchased by KMN Industries in December 2008 at a price per share of \$19.343 and the remaining 100,000 of TAT's Ordinary shares constituting then 1.1% of TAT's outstanding shares were purchased by KMN Industries in November 2009 for a total consideration of \$2.0 million.

On March 11, 2009 and on August 13, 2009, TAT's board of directors authorized its management to enter into engagements with Oppenheimer Israel Investment House for the blind trust purchase of TAT's shares under rule 10b5-1 of the Securities Exchange Act of 1934. The first purchase plan was terminated on March 26, 2009, with TAT having purchased 4,650 Ordinary shares for an aggregate price of \$26,000. The second purchase plan authorized Oppenheimer Israel to purchase shares of TAT in the aggregate amount of up to \$2 million (approximately NIS 7.8 million) over a period of six months and at a price not exceeding \$9 per share. A total of 253,390 Ordinary shares were purchased, representing about 2.8% of the Company's share capital in consideration of approximately \$2 million (an average of \$7.90 per share). Both plans ended and the purchased shares became dormant as defined in the Israeli Companies Law.

In September, 2011 Isal Amlat purchased an aggregate of 18,600 Ordinary shares of TAT at an average price of 20.39 NIS per share (approximately \$5.54 per share). Such purchases were made on the Tel Aviv Stock Exchange. Following such purchases, Isal beneficially owned 4,750,951 Ordinary shares, representing 54.00% of TAT's Ordinary shares.

On May 21, 2012, TAT's Board of Directors approved a stock repurchase plan under Rule 10b5-1 of the Securities Exchange Act of 1934. The plan was for a period of 6 months (subject to extension) and provided for the purchase of shares in an aggregate amount of up to \$0.5 million U.S. dollars and for a price not exceeding \$7.5 per share. Such plan replaced and superseded a prior repurchase plan approved by TAT's Board of Directors' on February 21, 2012. On November 21, the term of such stock repurchase plan ended. As of such date, the Company had purchased 16,433 shares for approximately \$71,000 (average of \$4.32 per share) constituting less than 0.1% of TAT's issued shares. The purchased shares became dormant as defined in the Israeli Companies Law.

On December 4, 2009, TAT's indirect subsidiary, Piedmont, acquired 288,334 shares of Class B Common stock of First Aviation Services Inc., or FAvS, representing 37% of FAvS's then share capital and \$750,000 of FAvS Preferred Shares (entitling Piedmont to cash dividends at an annual rate of 12% payable quarterly or at the discretion of FAvS to PIK dividends payable in additional Preferred Shares at an annual rate of 15%). In consideration for such shares, Piedmont transferred to FAvS its propellers and parts businesses and guaranteed for a period of up to two years up to \$7 million of the bank debt incurred by FAvS to fund the transaction described in the next paragraph. FAvS is a provider of maintenance and repair services for various wheels, brakes and starter/generators.

As part of the transaction described above, FAvS also acquired all the assets and liabilities of Aerospace Turbine Rotables ("AeTR") for a cash consideration of \$7 million (guaranteed by Piedmont). AeTR specializes in renovation and repair of landing gear, safety equipment and hydraulic and electrical components for corporate, regional and military aircraft.

FAvS' shares are quoted over the counter (OTC). FAvS' share value as of the closing date (December 4, 2009) and as of December 31, 2009, 2010, 2011 and 2012 was \$17.8, \$15.0, \$12.4, \$5.45 and \$7.00, respectively (share value adjusted as result of a 1 for 20 reverse stock split).

TAT believes that the share value does not reflect the fair value of FAvS' share, because the extremely low trading volume in FAvS' shares does not reflect an active market. Therefore the fair value of FAvS, at the transaction date, was based on an appraisal performed by management, which included a number of factors, including the assistance of independent appraisers. According to the appraisal, FAvS' fair value amounted to \$22.549 million as of November 30, 2009. As a result of the sale of Piedmont's propellers and spare parts businesses, TAT recorded a capital gain in the amount of approximately \$4.4 million in its statement of income for the year ended December 31, 2009.

On October 1, 2010, Piedmont agreed to secure the guarantee mentioned above for \$6.6 million, by providing a letter of credit to the lender for FAvS. Such guaranty was for a period of 15 months ending December 31, 2011 and its amount was to be reduced as such debt amortized in increments of \$0.1 million per month. Piedmont was also granted a second lien on the assets of FAvS to secure the repayment obligations of FAvS in the event that the letter of credit is drawn upon. Piedmont also entered into an intercreditor agreement with the lender to FAvS which subordinated Piedmont's claims if the letter of credit is drawn upon to the obligations of FAvS to the lender. This guarantee was later terminated on March 2013, see below.

As of December 31, 2010, TAT recognized an impairment charge of \$1.8 million of its then 37% interest in FAvS that was based on an independent appraisal. The impairment was due to a decline in FAvS' profitability margins and future forecasted sales levels.

A commercial dispute between Piedmont and FAvS relating to the propeller maintenance business which had been contributed to FAvS by Piedmont as part of the transaction discussed above arose in April 2010 when a customer of the propeller maintenance business requested reimbursement from FAvS for damages to certain propellers. FAvS then sought reimbursement from Piedmont for such amounts. Although Piedmont rejected all of FAvS' claims with regards to Piedmont's responsibility for the claimed damages, in July 2010, the parties reached an agreement pursuant to which Piedmont loaned \$700,000 to FAvS and agreed to bear a portion of the additional cost of the replacement of propeller blades that FAvS would be responsible for. In exchange FAvS agreed to waive all claims against Piedmont with respect to such customer. Such loan was subsequently forgiven.

Notwithstanding such waiver, in the last quarter of 2010, FAvS again asserted claims against Piedmont relating to the propeller maintenance business including claims not previously asserted. After reviewing this issue during the 2010 fourth quarter and thereafter, Piedmont estimated the additional liability it may bear and accordingly wrote off the loan and recorded an accrual, which it believed, covered its potential cost in connection with this matter.

In order to finally settle all disputes between them, on June 30, 2011 Piedmont and FAvS entered into a Settlement Agreement and Release (the "Settlement Agreement"). Pursuant to the Settlement Agreement, each party fully released the other party and acknowledged that the settlement was a compromise of disputed claims and was not to be construed as an admission of liability or wrongdoing. In addition, each party agreed not to disparage the other and Piedmont paid an aggregate of \$700,000 to FAvS.

Simultaneously with the execution of the Settlement Agreement, Mr. Hollander, the Chief Executive Officer and controlling stockholder of FAvS, purchased 166,113 shares of Class A Common Stock of FAvS at a price of \$18.06 per share (for an aggregate price of \$3 million) (share price and share amount adjusted as result of a 1 for 20 reverse stock split) following which Piedmont's interest in FAvS was diluted to 30.6% (29.64% as of December 31, 2012). In addition, Piedmont agreed to extend its guarantee of the bank debt incurred by FAvS to fund the AeTR transaction through June 30, 2013 and to continue to provide a letter of credit to secure such guarantee. The amortization schedule for such debt was revised so that no amortization would occur until June 30, 2012. Thereafter the debt amortized at the rate of \$200,000 per month. As of December 31, 2012, the guaranty amount was \$4.6 million. The guaranty was terminated in March 2013, see below.

The Stockholders Agreement entered into in 2009 between Piedmont and Mr. Hollander was also amended to delete the reciprocal drag along rights and to provide that Piedmont may designate one member to the Board of Directors of FAvS (rather than the two provided in the original agreement). Finally, the Rights Agreement entered into in 2009 between Piedmont and FAvS was amended so that Piedmont's right to approve certain material corporate actions by FAvS has been limited to the right to approve contracts or agreements with affiliates of FAvS. The amendment also provides that the approval of Piedmont will not be required if FAvS seeks to raise additional capital from Mr. Hollander so long as the consideration being paid by Mr. Hollander is not less than the consideration that would be paid by a third-party in an arms-length transaction and is fair, equitable and reasonable under the circumstances.

In connection with the Settlement Agreement and the dilution in Piedmont's interest in FAvS, Piedmont recorded, at June 30, 2011, a gain in the amount of \$0.24 million related to the \$3 million capital investment in FAvS.

In June, 2012, FAvS entered into a transaction with Mr. Hollander, pursuant to which FAvS borrowed \$3 million from Mr. Hollander, secured by a third lien on the assets of FAvS. The loan bears annual interest at 10% and in addition Mr. Hollander was issued warrants to purchase shares of Class A Common Stock of FAvS, representing 15% of FAvS post-exercise shareholders' equity, at an exercise price of \$7.00 per share.

Pursuant to the terms and conditions of the transaction, management believed that there were indicators of impairment with respect to TAT's investment in FAvS. Accordingly, the Company performed an impairment test of its investment in FAvS, with the assistance of a third party valuation. Based on the results of this test the Company determined that its investment in FAvS was impaired by \$3.3 million. The impairment was due to a decline in FAvS' profitability margins and future forecasted sales levels which related to the business of API, one of FAvS subsidiaries, and approximates TAT's share in the loss resulting from the API Transaction discussed below.

On March 18, 2013 FAvS sold 97% of the stock of API for a total purchase price of \$16.5 million, of which \$15.9 million was used to repay debt (the "API Transaction"). The sale resulted in FAvS retaining a 3% equity interest in the API business. The API transaction resulted in a loss from discontinued operations and write-down of the API business of \$11.5 million which is included in the FAvS loss for the year ended December 31, 2012. Simultaneously with the transaction FAvS paid-off its Term Loan in the amount of \$4 million thereby terminating the guaranty and releasing the Letter of Credit provided by TAT to secure such guaranty. Accordingly the restricted deposit associated with the above Letter of Credit, was released as well.

In October 2012 two lenders to TAT's controlling stockholders, KMN Industries and TAT Industries (herein "Controlling Stockholders"), filed separate petitions to the court to enforce liens granted to such lenders by each of the Controlling Stockholders in certain collaterals including KMN Industries' holdings of an approximately 80% ownership interest in TAT Industries (which owns approximately 43% of TAT) and KMN Industries' direct holdings in TAT (which represents approximately 10% of TAT).



On December 18, 2012 the court appointed permanent receivers on behalf of the two lenders mentioned above for the purpose of jointly enforcing the liens granted to such lenders. Such collateral is subject to sale which will result in a change of control of TAT. On March 15, 2013 the receivers of TAT's shares mentioned above announced a tender to purchase such shares. Pursuant to the tender all proposals to acquire such shares must be submitted no later than April 25, 2013. As of the date hereof, the Company has no information with respect to any proposals received.

On January 3, 2013 the Israeli court appointed a temporary liquidator for Isal Amlet, the controlling shareholder of TAT Industries, following the request of the trustee to debentures issued by Isal Amlet. On January 28, 2013 such court has issued a Liquidation Order for Isal Amlet, effective as of end of May 2013.

A. Business Overview

Overview

TAT provides a variety of services and products to the commercial and military aerospace and defense industries and operates under four segments: (i) Original Equipment Manufacturing or "OEM" of Heat Management Solutions (ii) OEM of Electric Motion Systems (iii) Heat Transfer Services and Products, and (iv) Maintenance, Repair and Overhaul or "MRO" services for Aviation Components, each with the following characteristics.

TAT's activities in the field of OEM of Heat Management Solutions primarily relate to its Gedera facility and include (i) the design, development, manufacture and sale of a broad range of heat transfer components (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; (ii) the manufacture and sale of environmental control and cooling systems and (iii) a variety of other electronic and mechanical aircraft accessories and systems such as pumps, valves, power systems and turbines.

TAT's activities in the field of OEM of Electric Motion Systems primarily relate to its subsidiary, Bental, and include the design, development, manufacture and sale of a broad range of electrical motors, alternators, blowers' drivers and actuators for different applications for airborne and ground systems.

TAT's activities in the field of Heat Transfer services and products primarily relate to its subsidiary, Limco, and include the maintenance, repair and overhaul of heat transfer equipment and to a lesser extent, the manufacturing of certain heat transfer products. TAT's Limco subsidiary operates an FAA certified repair station, which provides heat transfer MRO services and products for airlines, air cargo carriers, maintenance service centers and the military. Limco is also certified by the European Aviation Safety Agency, or EASA, and the Civil Aviation Administration of Thailand (Thai).

TAT's activities in the field of MRO services for aviation components primarily relate to its subsidiary, Piedmont, and includes the maintenance, repair and overhaul of APUs, landing gear and other aircraft components. TAT's Piedmont subsidiary operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

As mentioned above under 'History and Development of TAT', Piedmont's Parts services division, was operated until December 4, 2009, when it was sold to FAvS, in which TAT now holds an equity interest of approximately 29.64%.

FAvS, together with its subsidiaries, offers maintenance, repair and overhaul services through three Federal Aviation Administration authorized facilities. Customers of FAvS include passenger and cargo airlines, general aviation, and military operators.

#### OEM of Heat Management Solutions

TAT is an OEM of Heat management solutions, primarily through its Gedera facility, to the aerospace and defense industries. The main OEM activity of Gedera is the design and manufacture of a complete line of heat transfer products, including heat exchangers, pre-coolers, oil coolers and cold plates, or heat transfer products. Heat transfer products facilitate the necessary removal and dissipation of heat generated during the operation of mechanical and electronic systems. Gedera's heat transfer products are generally integrated into a complete cooling system. Using Gedera's technological expertise, Gedera designs each of its heat transfer products to meet the specific space, power, performance and other needs of its customers. Gedera's heat transfer products are marketed worldwide for applications in commercial and military aircraft and electronic systems, the primary users of such equipment. Gedera's customers include Liebherr-Aerospace Toulouse S.A., or Liebherr, Boeing McDonnell Douglas Aerospace, or Boeing, Israel Aerospace Industries, or IAI, Cessna Aircraft Company, or Cessna, Cirrus Aircraft Inc., or Cirrus, Pilatus Aircraft Ltd, or Pilatus, Embraer Empresa Brasileira de Aeronáutica S.A., or Embraer, Eaton Aerospace LLC, or Eaton, Parker Hannifin Corporation, or Parker, as well as the United States Air Force, United States Army, and Navy. Such customers typically enter into supply contracts with Gedera pursuant to which Gedera manufactures specified heat transfer products in connection with the customers' production or retrofitting of particular aircraft equipment. Such supply contracts are generally long term engagements that may have terms of ten years or more.

As part of its OEM activities, Gedera is also engaged in the design, development and manufacture of complete environmental control systems and complete cooling systems. This product line principally includes cooling systems for electronic systems (used in airborne military platforms), ground cooling systems (used in military facilities, tents, vehicles and other military applications) and Vapor Cycle air conditioning systems (or ECS — Environmental Cooling Systems) used in light aircraft.

In addition, Gedera designs, develops and manufactures aviation and flow control accessories. These accessories include fuel components, such as valves and pumps, secondary power systems, and various instrumentation and electronic assemblies. Customers for Gedera's aviation accessories include Lockheed-Martin Corp, Teledyne Continental Motors, the Israeli Air Force, IAI, Elbit Systems, or Elbit, as well as the United States Air Force and Navy.

Gedera also provides limited MRO services for military customers, mainly for aviation accessories as well as for certain heat transfer products. Gedera currently overhauls emergency power systems, hydrazine tanks, jet fuel starters, and cooling turbines and valves for F-16s. In addition, Gedera overhauls anti-icing valves and starters for the Apache helicopter. Customers for Gedera's MRO services include the Israeli Air Force, IAI, NATO, as well as the United States Air Force, United States Army, and Navy.

Gedera relies on highly qualified personnel and strong engineering, development and manufacturing capabilities that enable it to support its customers from the early stages of development of their product and system specifications.

TAT estimates the size of the markets in which Gedera operates to be significant based on the scope of development projects and purchasing processes of its customers. Many of the projects Gedera is engaged in are lengthy and complex, which account for its long term supplier relationships and the customer loyalty it enjoys. TAT plans to expand its Gedera operations in the OEM segment, among other things, by transitioning from the manufacture of standalone components to the development and manufacture of complete systems/sub systems, and by targeting strategic territories with high commercial potential.

## OEM of Electric Motion Systems

Through its subsidiary, Bental, TAT is an OEM of a wide range of innovative electric motion components and systems for the defense, aerospace and industrial markets. Bental designs and manufactures high performance, high precision motion systems and sub-systems that operate under challenging conditions. Bental specializes in innovative motion technologies such as brush and brushless motors, permanent magnet generators, electronic drivers and controllers, servo actuators, stabilized payload systems and more. Bental's products are integrated into various aviation and defense platforms and applications, including turret and gun control systems for armored fighting vehicles (AFVs), unmanned air, naval and ground vehicles (UAVs, USVs, UGVs), tanks and military vehicles, missiles, jet engines, cryogenic coolers for thermal imaging systems, optical systems, rotational drives for large antennae pedestals and more.

Bental's products have to comply with severe performance requirements, environmental conditions, quality assurance and industry standards. Bental usually manufactures relatively small series of products, custom designed for specific customer orders. Bental's products are designed either of its own initiatives or pursuant to customer specifications. Bental relies on highly qualified personnel and strong engineering, development and manufacturing capabilities that enable it to support its customers from the early stages of development of their product and system specifications. Bental targets customers mainly in the defense market and to a lesser extent, in the commercial market. Its customers include military forces, defense industries, commercial manufacturers of military equipment, commercial airlines, aircraft manufacturers, and other manufacturers of machinery. Bental is a certified supplier to IAI, Rafael, Israeli Ministry of Defense (MOD), Aeronautics, Raytheon, Elbit Systems, Pall Aeropower, Kodak (Creo), IBM, Galileo Avionica and others.

TAT estimates the size of Bental's market for its products to be significant based on the scope of development projects and purchasing processes of its customers. Many of the projects Bental is engaged in are lengthy and complex, which account for its long term supplier relationships and the customer loyalty it enjoys.

Bental plans to expand its OEM operations, among other things, by transitioning from the manufacture of standalone components to the development and manufacture of complete systems, by extending its operation towards commercial aviation market, by developing Product Manufacturing Authorization, or PMA products and by targeting international markets.

#### Heat Transfer Services and Products

Through its subsidiary, Limco, TAT provides Heat Transfer services and products to the aerospace industry. Limco's FAA certified repair station provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military. Limco is also certified by EASA, and the Civil Aviation Administration of Thailand (Thai). Limco specializes in MRO services for components of aircraft, such as heat transfer products and pneumatic ducting. Generally, manufacturer specifications, government regulations and military maintenance regimens require that aircraft components undergo MRO servicing at regular intervals or as necessary. Aircraft Heat Exchangers typically require MRO services, including repairs and installation of replacement units, after three to ten years of service or sooner if required. Aircraft manufacturers typically provide warranties on new aircraft and their components and subsystems, which may range from one to five years depending on the bargaining power of the purchaser. Warranty claims are generally the responsibility of the OEM during the warranty period. Limco's business opportunity usually begins upon the conclusion of the warranty period for these components and subsystems. Limco's customers include major US domestic and international airlines, air cargo carriers, maintenance service centers, OEMs such as commercial and military aircraft manufacturers and defense contractors, and the U.S. government (Army, Air Force and Coast Guard). Such customers typically enter into MRO contracts with Limco which are generally long term engagements that may have terms of one to ten years or more.

Limco is authorized by leading OEMs of aerospace products to provide MRO services for their systems. For example, Limco is a well recognized Hamilton Sundstrand repair center, providing MRO services for all of its air-to-air heat transfer products. Limco's repair station is certified by the FAA and EASA.

In addition to its MRO services, Limco also manufactures heat transfer products used in commercial, regional, business and military aircraft, complete environmental control systems and cooling systems for electronics. Customers for Limco's heat transfer products include the U.S. Army, Air Force and Navy, Raytheon, Boeing, Bell Helicopters, Vought Aircraft, Spirit and Gulfstream.

Limco relies on highly qualified personnel with strong manufacturing, engineering and development capabilities that enable it to provide excellent MRO services while supporting customers' specifications in the development of their new products and systems.

TAT estimates the size of the markets in which Limco operates to be significant based on the number of aircraft requiring MRO services provided by Limco along with the customer loyalty Limco enjoys. TAT plans to expand its Limco operations in the MRO segment, among other things, by developing MRO capabilities for additional types of heat transfer products with significant commercial potential.

#### MRO services for Aviation Components

Through its subsidiary, Piedmont, TAT provides MRO services for aviation components to the aerospace industry. Piedmont's FAA and EASA certified repair station provides aircraft component MRO services mainly for airlines, air cargo carriers and maintenance service centers. Piedmont specializes in MRO services for components of aircraft, such as APUs and landing gears. Generally, manufacturer specifications, government regulations and military maintenance regimens require that aircraft components undergo MRO servicing at regular intervals or as necessary. Aircraft components typically require MRO services, including repairs and installation of replacement units, after three to ten years of service or sooner if required. Aircraft manufacturers typically provide warranties on new aircraft and their components and subsystems, which may range from one to five years depending on the bargaining power of the purchaser. Warranty claims are generally the responsibility of the OEM during the warranty period. Piedmont's business opportunity usually begins upon the conclusion of the warranty period for these components and subsystems. Piedmont's customers mainly include US domestic and international airlines, air cargo carriers and maintenance service centers. Such customers typically enter into MRO contracts with Piedmont which are generally long term engagements that may have terms of one to ten years or more.

Piedmont is licensed by Honeywell as an authorized repair center, to provide MRO services for several of its APU models. Piedmont's repair station is certified by the FAA and EASA.

Piedmont relies on highly qualified personnel with strong manufacturing, engineering and development capabilities that enable it to provide excellent MRO services.

TAT estimates the size of the markets in which Piedmont operates to be significant based on the number of aircraft requiring MRO services provided by Piedmont. TAT plans to expand its Piedmont operations in the MRO segment, by using Piedmont's experience and reputation to develop MRO capabilities for additional types of APU and landing gear with significant commercial potential and by offering additional supplementary services such as machining, plating and grinding, or MPG.

## Business Strategy

TAT's principal strategy is as follows:

- **Enhancing OEM Capabilities** — TAT's goal through Gedera, Limco and Bental is to capitalize on its technical expertise, experience and reputation in the markets of heat management solutions and electrical motion systems, to expand the scope of its OEM offerings both in the airborne and ground segments, for the commercial and defense industries. TAT also intends to continue the transition from the development and manufacture of single components to the development and manufacture of complete systems.
- **Expand the scope of MRO services** - TAT's goal is to use its technical expertise, engineering resources and facilities to provide MRO services for additional types of aircraft and additional aircraft systems, subsystems and components and intends to develop the required technical expertise to provide these additional MRO services.
- **Increasing Market Share** — TAT plans to continue its aggressive marketing efforts for new customers as well as to expand its activities with its flagship customers. As part of TAT's efforts to achieve greater penetration in the international markets, TAT intends to expand its marketing presence in Western Europe, which is TAT's second largest market, and to substantially increase its presence in Asian, Far East, South American nations, East Europe and Africa, which are fast growing markets where TAT has had limited sales to date.
- **Penetrating the PMA Market** — TAT's goal, through Bental is to capitalize on its technical expertise, experience and reputation in the markets of electric motion systems, to expand the scope of its OEM offerings to the Product Manufacturing Authorization, or PMA as a supplier of off the shelf, cataloged electric motion motors for the commercial and defense industries.

- Effective synergy among group members — TAT plans to enhance the synergies between its various businesses by, among other things, using Gedera's OEM design capabilities to provide Limco enhanced capabilities to repair heat transfer systems and products, enabling Limco to compete more effectively in the industry and by supplying to Limco heat transfer components which should enable Limco to reduce prices on its MRO services. In addition, TAT believes that its acquisition of Bental provides growth potential and plans to capitalize on its affiliation with Bental by penetrating new markets such as the market for ground systems and introducing technologically innovative products to its existing customers.
- Organic growth and M&A — In addition to growing the existing businesses of Gedera, Limco and Bental, TAT also believes that additional acquisition opportunities exist that will complement its OEM and MRO businesses. TAT will continue to pursue targeted complementary business acquisitions which will broaden the scope and depth of its OEM and MRO operations and increase its market share.

## Products and Services

### OEM of Heat Management Solutions

Through its Gedera facility, TAT manufactures a wide range of heat transfer products used on board aircraft, air conditioning systems, environmental control systems and cooling systems for electronics for military use. These products/systems are manufactured in compliance with all of the stringent quality assurance standards that apply to the manufacture of aircraft parts. Gedera's quality systems comply with ISO 9001, AS9100, Boeing quality systems approval D6-82479 and FAR 21.303 (the FAA standard for Parts Manufacturer Approval).

### Heat Transfer Products

Gedera manufactures a wide range of heat transfer products. Gedera specializes in the design and manufacturing of highly efficient, compact and reliable heat transfer products that are designed to meet stringent constraints such as size, weight and applicable environmental conditions. Heat transfer products, such as heat exchangers, precoolers, evaporators, oil coolers and cold plates, are integral components of a wide variety of environmental control systems and mechanical and engine systems, as well as a wide range of electronic systems. These systems generate heat during operation that must be removed and dissipated. Heat transfer products facilitate the exchange of the heat created through the operation of these systems by transmitting the heat from a hot medium (air, oil or other fluids) to a cold medium for disposal.



In the aerospace industry, there is a constant need for improvements in performance, weight, cost and reliability. In addition, as electronic systems become smaller and more densely packed, the need for sophisticated and efficient heat transfer components to provide the cooling functions becomes more critical. Using Gedera's technological expertise, TAT believes it is well positioned to respond to these industry demands through continued new product development and product improvements.

Gedera's principal heat transfer products include air-to-air heat exchangers and precoolers and liquid-to-air heat exchangers. Typically, the air-to-air heat exchangers and precoolers cool a jet engine's hot "bleed air" which, when cooled, is then used in the aircraft's air conditioning, pressurization and pneumatic systems. The liquid-to-air heat exchangers cool liquids such as engine oil, hydraulic oil and other liquid coolants used in other systems.

Gedera provides one to all of the different types of heat transfer products in certain aircraft. Wide body planes generally require seven different types of heat transfer components, while regional aircraft and helicopters contain approximately three types. Gedera's heat exchangers and precoolers are generally sold for between \$2,000 and \$20,000 per unit. A significant portion of Gedera's heat transfer products are sold to customers in connection with the original manufacture or retrofitting of particular aircraft equipment. Gedera generally enters into long-term supply contracts with its customers, which require Gedera to supply heat transfer products as part of a larger project.

Gedera also manufactures heat dissipation equipment, such as evaporators, cold plates, cooling chests, heat sinks and cold walls (which may be air-to-air, liquid-to-air or liquid-to-liquid), which control and dispose of heat emitted by the operation of various electronic systems. These heat dissipation products are currently utilized mainly in radar systems, avionics, electronic warfare systems and various pods for targeting, navigation and night vision.

Gedera's customers for heat transfer products/systems include: Liebherr, Boeing, IAI, Cessna, Bell Helicopter, Raytheon Aircraft Company, as well as the United States Air Force and Navy. As a result of the specialized nature of the systems in which Gedera's parts are included, spare and replacement parts for the original heat transfer products/systems are usually provided by Gedera.

#### Aviation And Flow Control Accessories

Gedera is also engaged in the design, development and manufacture of aviation and flow control accessories. These accessories include fuel component systems, such as valves and pumps, secondary power systems, various instrumentation and electronic assemblies. Gedera's customers for the design, development and manufacture of aviation and flow control accessories include Lockheed-Martin, Boeing, Teledyne, the Israeli Air Force, IAI, as well as the U.S. Air Force and Navy.

#### Cooling And Air-Conditioning Systems

Gedera is also engaged in the design, development and manufacture of complete environmental control systems and cooling systems. This product line includes ground cooling systems used in military facilities, tents, vehicles and other military applications. It also includes Vapor Cycle air conditioning systems (or ECS — Environmental Cooling Systems) used in light aircraft. Gedera offers mobile cooling and air conditioning solutions for military applications such as mobile command and control units, command and control vehicles, armored vehicles, mobile broadcast units, mobile hospitals, etc. In addition, Gedera offers a generic complete cooling systems for aircraft systems such as environmental control systems, engine starter systems and hydraulic systems and also offers air conditioning systems for light airplanes and helicopters, either as part of the development process of new aircraft or as an upgrade for existing aircraft. Gedera designs, develops and manufactures the air conditioning systems based on customer specifications, while providing a complete engineering solution in compliance with strict military and civil standards. Gedera's systems are used for military applications in Israel and abroad and are tested under strict standards and in battle field proven conditions.

#### OEM of Electric Motion Systems

Through its Bental subsidiary in Israel, TAT designs, develops and manufactures a wide range of innovative motion systems and other electro-mechanical solutions for the defense, aerospace and industrial markets. Bental's primary product lines are electric motors, actuators and alternators, and include the following list of products: customized electrical motors, alternators, drivers, actuators, stabilized payload control systems, propulsion motors, starter generators, blowers, turret & gun control system motors and more. Such products are integrated into various platforms and applications such as turret & gun control systems and other systems of military ground vehicles, unmanned aerial, naval and ground vehicles (UAV's, USVs, UGVs), missiles, jet engines, cryo-coolers for thermal imaging systems, optical systems, rotational drives for large antennae pedestals, medical equipment, semi conductor industry process, testing and quality assurance equipment, large printing machines and diamond polishing spindles. Bental's customers include IAI, Israeli MOD, Rafael, Raytheon, Elbit Systems, Pall Aeropower, Kodak (Creo), IBM, Galileo Avionica and others. Bental's products are manufactured based on customer specifications, often with special performance requirements which are suited for extreme environmental conditions for military and commercial applications. Bental's products are manufactured in compliance with ISO 9001 and are subject to strict quality control and inspection procedures that are carried out through all steps of design and manufacture.

#### Electric Motors

Bental develops, designs and manufactures different types of electric motors for use in an array of motion systems which are designed to comply with special performance requirements and be suitable for extreme environmental conditions for military ground equipment and remote-piloted vehicle applications. Bental also develops, designs and manufactures electric motors for special uses for customers in the commercial segment. In addition, Bental provides maintenance and repair services for the equipment manufactured by it. Bental also imports mass produced motors in large quantities pursuant to special orders from its customers in Israel.

#### Actuators

Bental develops, designs and manufactures an array of actuators for unmanned aerial vehicles and remote-piloted vehicle and other aerospace applications, to comply with special performance requirements and extreme environmental conditions.

Bental's Rotary Servo Actuator (RSA) systems are developed with tactical UAV manufacturers in mind. The RSA systems are high performance, low-weight compact servo actuators used for various aviation and UAV applications. The systems include motor, reduction gear, feedback sensor and electronic servo control & amplifier.

#### Alternators

Bental develops, designs and manufactures different types of alternators for automatic pilot and other military applications, to comply with special performance requirements and extreme environmental conditions.

The product line of brushless direct current alternators is based on rare earth magnet technology. The systems are capable of supplying very high power. The alternator product family is designed to serve aerospace and other defense applications. Bental's systems are comprised of the alternator and Generator Control Unit (GCU).

## Heat Transfer Services and Products

### MRO Services For Heat Transfer Products

Through its Limco subsidiary in the U.S., TAT provides MRO services for Heat Transfer products. The demand for MRO services is driven by the size and age of the aircraft fleet, aircraft utilization and regulations by the FAA and other governmental authorities.

Due to the increased maintenance costs of their aging fleets many carriers are seeking ways to reduce costs, minimize down-time, increase aircraft reliability and extend time between overhauls. One of the ways they are accomplishing these goals is through the outsourcing of more of their maintenance and support functions to reliable third parties. Limco also believes that commercial carriers who have made the decision to outsource their MRO requirements are searching for MRO service providers with a wide-range of service capabilities. These MRO service providers allow the carriers to concentrate their outsourcing of MRO services to a select group of third party providers. The global military aircraft fleet also presents similar opportunities for MRO service providers. Recent military operations around the world have significantly increased usage of the global military aircraft fleet and resulted in a higher rate of maintenance activity. Limco believes that an aging military fleet and the increased use of upgrade programs aimed at extending the useful life of aircraft will provide continued MRO growth opportunities.

Limco specializes in the repair and overhaul of heat transfer products. Heat transfer products are devices that efficiently transfer heat from one fluid to another or from hot air to colder air in various cooling systems and are essential components of an aircraft. These products include heat exchangers, oil coolers, pre-coolers, re-heaters, condensers, water separators and evaporators.

Limco is continually increasing its MRO capabilities based upon market need or customer request. Limco's capabilities include heat transfer components used in aircraft and systems manufactured by Airbus, Boeing, Bombardier, Cessna, Embraer, Lockheed Martin, Fokker, Fairchild, Gulfstream, British Aerospace and others.

One of Limco's operational strengths and competitive advantages is the close cooperation with TAT's Gedera facility. Through Gedera's core manufacturing capabilities and engineering expertise, Limco enjoys a constant supply source of cores of the highest quality necessary in order to perform its MRO services for Heat Transfer products. In addition, Limco benefits from Gedera's varying engineering and development capabilities relevant to Limco's Heat Transfer services.

Limco performs MRO services at its repair station in Tulsa, Oklahoma which is ISO9000 and AS9100 certified and licensed by the FAA and EASA, as well as by the Civil Aviation Administration of Thailand, to provide MRO services. Limco's Oklahoma facilities provided MRO services for heat transfer products.

Limco offers MRO services for heat transfer components to its customers on multiple levels. If the damage is significant, Limco will remanufacture the unit, which generally entails replacing the core matrix of the damaged or old heat transfer product in lieu of replacing the entire unit with a new one. Limco designs and develops these customized remanufactured units as a cost effective alternative to new part replacement. In the event of less severe damage, Limco will either overhaul or repair the unit as necessary. Re-manufactured units carry warranties similar to those provided to new units.

#### OEM Authorizations And Licenses

Limco believes that establishing and maintaining relationships with OEMs of aircraft systems and components, is an important factor in achieving sustainable success as an independent MRO service provider. OEMs grant participants in the overhaul and repair services market authorizations or licenses to perform repair and overhaul services on the equipment they manufacture. OEMs maintain tight controls over their authorized and licensed MRO service providers, in order to maintain high quality of service to their customers, and generally grant very few authorizations or licenses. Obtaining OEM authorizations requires sophisticated technological capabilities, experience-based industry knowledge and substantial capital investment. Limco believes that service providers that have received OEM authorizations and licenses gain a competitive advantage because they typically receive discounts on parts, technical information, OEM warranty support and use of the OEM name in marketing. Limco is an independent MRO service provider that is a well recognized repair center of Hamilton Sundstrand, the largest heat transfer equipment manufacturer, for its air-to-air heat transfer equipment in North America.

### OEM Capabilities

In addition to its MRO services, Limco also acts as an OEM manufacturer of heat transfer products used mainly in military aircraft and also in commercial, regional and business aircraft. Limco specializes in the design and manufacturing of highly efficient heat transfer components, which are designed to meet stringent constraints such as size, weight and applicable environmental conditions. These units include heat exchangers, oil coolers, pre-coolers, re-heaters, condensers, fuel heaters and evaporators.

Limco also manufactures air conditioning systems, complete environmental control systems and cooling systems for electronics. Limco currently offers approximately 80 OEM parts to the aerospace industry. These parts are manufactured in compliance with the stringent quality assurance standards that apply to the manufacture of aircraft parts.

Limco's quality systems are ISO9000 and AS9100 certified and Limco has both Boeing quality systems approval D6-82479 and FAR 21.303 (the FAA standard for Parts Manufacturer Approval).

### MRO Services for Aviation Components

Through its Piedmont subsidiary in the U.S., TAT provides MRO services for aviation components, APUs and Landing Gear. As previously mentioned, the demand for MRO services is driven by the size and age of the aircraft fleet, aircraft utilization and regulations by the FAA and other governmental authorities.

Due to the increased maintenance costs of their aging fleets many carriers are seeking ways to reduce costs, minimize down-time, increase aircraft reliability and extend time between overhauls. One of the ways they are accomplishing these goals is through the outsourcing of more of their maintenance and support functions to reliable third parties. Piedmont also believes that commercial carriers who have made the decision to outsource their MRO requirements are searching for MRO service providers with a wide-range of service capabilities. These MRO service providers allow the carriers to concentrate their outsourcing of MRO services to a select group of third party providers. The global military aircraft fleet also presents similar opportunities for MRO service providers. Piedmont believes that an aging military fleet and the increased use of upgrade programs aimed at extending the useful life of aircraft will provide continued MRO growth opportunities.

Piedmont specializes in the repair and overhaul of APUs and landing gear. APUs are relatively small, self-contained generators used to start jet engines, usually with compressed air, and to provide electricity, hydraulic pressure and air conditioning while an aircraft is on the ground. In many aircraft, an APU can also provide electrical power during in-flight emergency situations. Landing gear are the structure that support an aircraft on the ground and allow it to taxi, takeoff and land.

Piedmont performs MRO services at its repair station in North Carolina, which is AS9001 certified and licensed by the FAA and EASA to provide MRO services.

Piedmont specializes in providing MRO services for APU models manufactured primarily by Honeywell, and in providing MRO services for landing gear for regional aircraft manufactured by Bombardier Canadair Regional Jet, ATR, British Aerospace Jet Stream and Bombardier Dash 8.

#### OEM Authorizations And Licenses

Piedmont believes that establishing and maintaining relationships with OEMs of aircraft systems and components is an important factor in achieving sustainable success as an independent MRO service provider. OEMs grant participants in the overhaul and repair services market authorizations or licenses to perform repair and overhaul services on the equipment they manufacture. OEMs maintain tight controls over their authorized and licensed MRO service providers, in order to maintain high quality of service to their customers, and generally grant few authorizations or licenses. Obtaining OEM authorizations requires sophisticated technological capabilities, experience-based industry knowledge and substantial capital investment. Piedmont believes that service providers that have received OEM authorizations and licenses gain a competitive advantage because they typically receive discounts on parts, technical information, OEM warranty support and use of the OEM name in marketing. Piedmont is an authorized repair station licensed by Honeywell, the largest manufacturer of APUs, for several of its APU models.

#### Machining, Plating and Grinding, or MPG Services

Piedmont extended the provision of MPG services, either as supplementary to its traditional MRO services or as stand-alone services. Piedmont believes that establishing and maintaining relationships with customers to its MPG shop is an important factor in achieving sustainable success as an independent MRO service provider and creates a competitive advantage.

Customers.

General

TAT targets both the commercial and defense markets for aviation and ground applications. Our customers include commercial manufacturers of military equipment, commercial airlines, aircraft manufacturers, military forces, defense industries, and other manufacturers of electronic systems, aviation units and machinery in the U.S., Europe, Asia, South America and Israel.

Major Customers

OEM Customers

TAT provides, primarily through Gedera and Bental, OEM services worldwide to customers in the commercial, defense and industrial markets. TAT currently sells its OEM products and systems to approximately 200 commercial and military aircraft manufacturers and defense contractors, and the U.S. and Israeli governments.

TAT's leading OEM customers are set in the following table:

Aircraft manufacturers	Boeing McDonnell Douglas Aerospace, Airbus, Cessna Aircraft Company, Bombardier, Cirrus Aircraft Inc., Pilatus Aircraft Ltd, Embraer Empresa Brasileira de Aeronáutica S.A, Bell Helicopters, Lockheed Martin,
System manufacturers/integrators and Defense Contractors	Liebherr-Aerospace, Thales Electron Devices, Honeywell International, Rafael, Elbit, IAI, LockheedAeronautics, Schiebel, Martin, Fairchild, British Aerospace, EADS, Eaton Aerospace, Parker Hannifin Corporation.
Industry players	Kodak (Creo), IBM



The development projects and purchasing processes of many of TAT's OEM customers are lengthy and complex and accordingly, involve long term supply contracts with several of its material customers. These agreements provide for delivery schedules that are customized for the relevant product or service. With some of its customers, TAT enters into master purchase orders in which the anticipated supply quantities as well as the prices for the supplied products are determined for a certain period, and the actual purchase orders are fulfilled based on customer demands from time to time. In addition, TAT also enters into master agreements that determine supply quantities and prices for a set period, but under which the customer is not obligated to purchase any quantity of products.

MRO Customers

TAT services approximately 200 MRO customers, primarily through Limco and Piedmont, including major U.S. domestic and international airlines, air cargo carriers, maintenance service centers, the U.S. military and navy and other military air forces. TAT is not a party to any OEM manufacturing contracts, and acts solely upon orders received from its MRO services' customers.

TAT's leading MRO customers are set in the following table:

Domestic and International Airlines and Air Cargo carriers	Lufthansa, , Singapore Airlines, Air France-KLM, SAS, Swiss, ELAL, Delta, United, US Airways, Air Canada Jazz, Air Wisconsin, Austrian Airlines
Maintenance Service Centers	Fokker, Honeywell International, Kellstrom Commercial, Aerokool
Government and Air forces	U.S. Army, Air Force and Navy; Israeli Air force; NATO Air-forces

Due to the long term relationships of TAT with many of its customers, their relative financial stability and their loyalty to TAT, TAT anticipates that the risk of major customer terminations is low. TAT also makes significant efforts to penetrate new markets and to broaden its customer base in order, among other things, to reduce the risk of relying on a small number of customers.

## Military Contracts

Sales to the U.S. and Israeli governments accounted for approximately 3.6% and 0.7% of TAT's revenues for the year ended December 31, 2012, approximately 4.7% and 2.6% of its revenues for the year ended December 31, 2011 and approximately 3.7% and 3.6% of its revenues for the year ended December 31, 2010, respectively.

Many of TAT's contracts are competitively bid and awarded on the basis of technical merit, personnel qualifications, experience and price. TAT also receives some contract awards involving special technical capabilities on a negotiated, noncompetitive basis due to TAT's technical capabilities.

TAT provides products under government contracts that usually require performance over a period of several months to several years. Long-term contracts for the U.S. military may be conditioned upon continued availability of congressional appropriations. Variances between anticipated budget and congressional appropriations may result in a delay, reduction or termination of these contracts.

The vast majority of the governmental contracts to which TAT is party to are fixed-price contracts, some of which contain fixed price escalation mechanism. Under these contracts TAT agrees to perform specific work for a fixed price and, accordingly, realizes the benefit or detriment to the extent that the actual cost of performing the work differs from the contract price. The allowable government contract costs and fees of TAT are subject to audit and may result in non-reimbursement of some contract costs and fees. While governments reserve the right to conduct further audits, audits conducted for periods through fiscal year 2012 have resulted in no material cost recovery disallowances for TAT.

The eligibility of TAT to perform under their government contracts requires TAT to maintain adequate security measures. TAT have implemented security procedures that they believe adequately satisfies the requirements of their current government contracts.

## Sales and Marketing

## Gedera

Gedera derives its revenues mainly from sales to customers in the United States, Israel and Europe. The below tables detail Gedera's (i) geographic revenues; and (ii) revenues derived from commercial and defense customers, for the years ended December 31, 2012 and 2011, before elimination of intercompany sales of \$3.0 million and \$4.0 million, respectively.

Geographic Region	Year Ended December 31, 2012		Year Ended December 31, 2011	
	Revenues		Revenues	
	In Thousands	Percentage	In Thousands	Percentage
North America	\$ 11,064	35.7 %	\$ 14,678	48.9 %
Europe	6,570	21.2	5,771	19.2
Israel	9,326	30.1	8,218	27.4
Other	4,072	13.1	1,353	4.5
Total	\$ 31,032	100 %	\$ 30,020	100 %

	Year Ended December 31, 2012		Year Ended December 31, 2011	
	Revenues		Revenues	
	In Thousands	Percentage	In Thousands	Percentage
Commercial Customers	\$ 14,019	45.2 %	\$ 10,040	33.4 %
Defense Customers	17,013	54.8	19,980	66.6
Total	\$ 31,032	100 %	\$ 30,020	100 %

## Bental

Bental derives its revenues mainly from sales to customers in Israel. The below tables detail Bental's (i) geographic revenues; and (ii) revenues driven from commercial and defense customers, for the years ended December 31, 2012 and 2011.

Sources of Revenues	Year Ended December 31,			
	2012		2011	
	Revenues in Thousands	Percentage	Revenues In Thousands	Percentage
North America	\$ 595	5.9 %	\$ 480	4.1 %
Europe	435	4.4	277	2.4
Israel	8,897	88.9	10,727	92.0
Other	80	0.8	174	1.5
<b>Total</b>	<b>\$ 10,007</b>	<b>100 %</b>	<b>\$ 11,658</b>	<b>100 %</b>

	Year Ended December 31,			
	2012		2011	
	Revenues In Thousands	Percentage	Revenues In Thousands	Percentage
Commercial Customers	\$ 440	4.4 %	\$ 937	8.0 %
Defense Customers	9,567	95.6	10,721	92.0
<b>Total</b>	<b>\$ 10,007</b>	<b>100 %</b>	<b>\$ 11,658</b>	<b>100 %</b>

## Limco

Limco derives its revenues mainly from sales to customers in the US and Europe. The below tables details Limco's (i) geographic revenues and (ii) revenues derived from commercial and defense customers, for the years ended December 31, 2012 and 2011, respectively.

Sources of Revenues	Year Ended December 31,			
	2012		2011	
	Revenues in Thousands	Percentage	Revenues In Thousands	Percentage
North America	\$ 20,175	72.8 %	\$ 22,583	81.8 %
Europe	3,210	11.6	2,657	9.6
Israel	468	1.7	297	1.1
Other	3,856	13.9	2,066	7.5
Total	\$ 27,709	100 %	\$ 27,603	100 %

	Year Ended December 31,			
	2012		2011	
	Revenues In Thousands	Percentage	Revenues In Thousands	Percentage
Commercial Customers	\$ 15,240	55.0 %	\$ 14,340	52.0 %
Defense Customers	12,469	45.0	13,263	48.0
Total	\$ 27,709	100 %	\$ 27,603	100 %

## Piedmont

Piedmont derives its revenues mainly from sales to customers in the US and Europe. The below tables details Piedmont's geographic revenues and (ii) revenues derived from commercial and defense customers, for the years ended December 31, 2012 and 2011, respectively.

Sources of Revenues	Year Ended December 31,			
	2012		2011	
	Revenues in Thousands	Percentage	Revenues In Thousands	Percentage
North America	\$ 16,442	73.3 %	\$ 13,677	67.9 %
Europe	4,717	21.0	5,596	27.8
Israel	-	-	90	0.4
Other	1,283	5.7	783	3.9
Total	\$ 22,442	100 %	\$ 20,146	100 %

	Year Ended December 31,			
	2012		2011	
	Revenues In Thousands	Percentage	Revenues In Thousands	Percentage
Commercial Customers	\$ 22,442	100 %	\$ 20,146	100 %
Defense Customers	-	-	-	-
Total	\$ 22,442	100 %	\$ 20,146	100 %

Gedera, Bental, Limco and Piedmont market their products and services through their respective marketing staffs and a worldwide network of independent representatives. Gedera's, Bental's, Limco's and Piedmont's representatives are strategically located near key customer sites in offices throughout the United States, Europe, the Middle East, Asia and South America. Their staff is in regular contact with engineering and procurement personnel and program managers of existing and target customers to identify new programs and needs for their products, obtain requests for quotations and identify new product opportunities. Gedera's, Bental's, Limco's and Piedmont's marketing activities also include advertising in technical publications which target heat transfer components and related markets, attending exhibitions, trade shows and professional conferences, organizing seminars and direct mailing of advertisements and technical brochures to current and potential customers and advertising in technical publications which target relevant products and related markets.

#### Backlog

At December 31, 2012, TAT had a backlog of approximately \$52.7 million for products and services. TAT anticipates that approximately \$31.8 million of such backlog will be delivered by December 31, 2013 and approximately \$20.9 million will be delivered by December 31, 2014 and thereafter. At December 31, 2011, TAT had a backlog of approximately \$55.4 million for products and services.

#### Product and Service Warranties

TAT provides warranties for its products and services ranging from one to three years, which vary with respect to each contract and in accordance with the nature of each specific product. To date, TAT's warranty costs have not been substantial. As of December 31, 2012, the combined warranty reserve for TAT was \$276 thousand.

## Competitive Environment

### OEM of Heat Management Solutions

The aerospace and defense OEM industries in general and specifically, the commercial and military aviation markets, are characterized by intense competition and the need to constantly be in the forefront of technological innovations in order to be able to offer advanced and attractive products. Competition in these OEM markets is also based on price, quality and turn-around time. TAT estimates the market size of heat management solutions to be significant based on the scope of development projects and purchasing processes of the potential customers. TAT estimates that due to the high barriers to enter the aerospace and defense OEM industries, which include the need for highly qualified and trained personnel, technologically advanced facilities and the need to obtain appropriate governmental approvals, there are a small number of competing suppliers in the markets in which it operates. The nature of the projects in the OEM industry, which are often time consuming and complex also require long term supplier relationships and customer loyalty in order to succeed.

TAT's competitors in the global OEM aerospace and defense industries can be divided into two main groups:

- Complete system manufacturers that either independently or through subcontractors, design, develop and manufacture complete systems (such as a manufacturer of a cooling system for aircraft hydraulic systems) directly for the platform manufacturer (i.e. hydraulic system; business jet). Although these companies have the capabilities to design and manufacture each standalone component in a complete system (i.e. a heat exchanger integrated in the cooling system for hydraulic systems) it is unlikely that such companies will compete with TAT in projects where there is a specific requirement for a stand-alone component. These companies will compete on complete systems and/or projects where the components/products TAT develops are part of the complete system. In such cases it is very likely that these companies will subcontract to companies such as TAT the design and manufacturing of one or a few components in the system.
- Component manufacturers for which the design and manufacture of components (such as heat exchangers) is the main business (and which are normally placed in the "value chain" one level below the system manufacturers, such as a manufacturer of a cooling system for aircraft's Hydraulic system and two levels below the platform manufacturer such as manufacturer of a new aircraft). For certain platform, although some of the Component manufacturers have the capabilities to design, develop and manufacture a complete system (i.e. environmental cooling system for business jet), these companies will usually not compete on projects for complete systems in which their manufactured component constitutes a small part of the complete system, mainly due to the extreme competitive barriers to entry and to their inability to move up the "value chain" from a component supplier to a whole system manufacturer. These companies are likely to compete in projects where there is a specific requirement for a standalone aviation component (such as a heat exchanger) and in tenders by manufacturers of complete systems or products for sub-contractors.



The major competitors of TAT in the area of OEM of Heat Management Solutions include manufacturers in the U.S. such as Honeywell International, Hughes-Treitler division of Ametek Inc., Lytron Inc., Kintex, Niagra Thermal, Hamilton Sundstrand, Stewart Werner South Wind Corp., United Aircraft Products and Triumph Thermal Systems, manufacturers based in Europe such as I.M.I. Marston Ltd., Dunlop Aerospace (including Serck Aviation), Liebherr-Aerospace Toulouse S.A and manufacturers based in Asia such as Sumitomo Precision Products from Japan. Such competitors may enjoy competitive advantages over Gedera, such as:

- The ability to independently offer systems in addition to components;
  - Greater access to capital;
  - Stronger relationships with customers and suppliers;
  - Better name recognition;
  - Access to superior technology and marketing resources; and
- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends.

#### Heat Transfer Services

The market for Heat Transfer services and products is highly competitive. Competition in this market is based on quality, price, and the ability to provide a broad range of services and to perform repairs and overhauls rapidly. TAT's competitors in the global Heat Transfer Services can be divided into two main groups:

- Service Divisions of OEMs – generally, each OEM of products in the heat management solutions segment has the necessary capabilities to provide MRO services for products it designs and manufactures throughout their lifetime – commencing the initial production period and through the after-market period (service divisions of OEMs). These service divisions of OEMs may also acquire capabilities to service other OEM's products and to become a provider of MRO services.

- Service Centers – which provide MRO services for broad range of components and systems. These Service Centers can be either the in-house maintenance services of a number of commercial airlines or other independent service providers.

Accordingly, in the areas of OEM operations, manufacturers of components can compete with manufacturers of complete systems, mainly for small systems. Such OEM manufacturers can also compete for the provisions MRO services, with other providers of MRO service.

For heat transfer MRO services TAT's major competitors are the Triumph Accessories, Elite, Drake Air, LORI Heat Transfer Center of Honeywell and SECAN-Honeywell (France).

A number of Limco's competitors have inherent competitive advantages. For example, Limco competes with the service divisions of large OEMs who in some cases have design authority with respect to their OEM products and are able to derive significant brand recognition from their OEM manufacturing activities. Limco also competes with the in-house service divisions of large commercial airlines and there is a strong incentive for an airline to fully utilize the services of its maintenance employees and facilities. Further, Limco's competitors may have additional competitive advantages, such as:

- The availability of large quantities of expensive spare parts;
  - Greater access to capital;
- Stronger relationships with customers and suppliers;
  - Better name recognition;
- Access to superior technology and marketing resources; and
- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends.

#### OEM of Electric Motion Systems

The market in which Bental operates is highly competitive and is characterized by large customers that are related to the defense and/or aerospace governmental agencies in their countries. Bental's market is also subject to strict import and export regulations and to the budgetary constraints imposed by the governments of such countries. Bental is required to constantly be at the forefront of technological innovations in order to be able to offer advanced innovative products to its customers. Bental's operations require highly qualified and trained engineering, manufacturing, information and quality assurance personnel.

An analysis of the market participants in the global market of electric motion systems shows that it is comprised mainly of large companies that provide standard products and niche companies that provide special customized solutions. With respect to the markets outside Israel, the providers of the systems in which Bental's products are integrated tend to prefer local manufacturers for the purchase of the components and therefore, the penetration of these markets requires product innovation and local presence. In the Israeli market, the competition is mainly against imported components. Bental's major competitors in this segment are: for electric motors - Danaher Motion — Kollmorgen (USA), Artus Pacific Scientific (Europe), Moog Components Group (USA) Aveox (USA), Ametek (USA), ICPE (Europe); For actuators - Kearfott Corp. (USA), Moog Components Group (USA), Pegasus Actuators (Europe), M.T.C Ltd. (Israel); for alternators - Sullivan Products (USA), Prestolite (USA), Sermat (Europe).

#### MRO Services for Aviation Components

The market for MRO services, in which Piedmont operates, is highly competitive. Competition in this market is based on quality, price, and the ability to provide a broad range of services and to perform repairs and overhauls rapidly. Piedmont's primary MRO services competitors are the service divisions of OEMs, the in-house maintenance services of a number of commercial airlines and other independent service providers. For APU and landing gear MRO services Piedmont's major competitors are Standard Aero Group Inc., Aerotech International Inc., Honeywell International, Chase Aerospace, Professional, Messier-Dowty Aerospace (MD), AAR Corp., Hawker Pacific and APRO.

A number of Piedmont's competitors have inherent competitive advantages. For example, Piedmont competes with the service divisions of large OEMs who in some cases have design authority with respect to their OEM products and are able to derive significant brand recognition from their OEM manufacturing activities. Piedmont also competes with the in-house service divisions of large commercial airlines and there is a strong incentive for an airline to fully utilize the services of its maintenance employees and facilities. Further, Piedmont's competitors may have additional competitive advantages, such as:

- The ability to adapt more quickly to changes in customer requirements and industry conditions or trends;
  - Greater access to capital;
  - Stronger relationships with customers and suppliers;
  - Better name recognition; and
  - Access to superior technology and marketing resources.

#### Competitive Strengths

We believe that TAT's success can be attributed to several critical factors, including the following:

- Active efforts to preserve its customer base in existing projects, while actively making efforts to broaden and increase its engagements with such clients.
- Conducting marketing activities aiming at penetrating new geographical markets and obtaining new customers, while taking advantage of the unique knowledge and expertise that Gedera, Bental, Limco and Piedmont gained in various areas.
- Entering into additional related operating segments that will enable Gedera, Bental, Limco and Piedmont to fulfill its growth potential.
- Providing its customers with the best value, including competitive prices, by tailoring service packages that combine the design and planning of an OEM component, the manufacture of such component, and the provision of maintenance services.
- Extending MRO capabilities in order to establish a 'one-stop-shop' center for comprehensive MRO services for the types of aircraft Limco and Piedmont target.

- Enhancing its engineering capabilities in order to support customer needs related to new projects and in order to certify MRO services that differ from processes previously approved by the FAA or ESAA. This will allow shortening the long and complex approval process, streamlining the design and certification process, and reducing costs.
  - Constant search for new technologies and manufacturing techniques in the heat management solutions line.
- Innovations and improvements aiming at enhancing the quality and performance of Gedera's, Bental's, Limco's and Piedmont's existing products.
  - Cutting delivery times and reducing costs.
- Entrepreneurship and innovation in the development of new products in an effort to become a market leader and to enter into long term platforms.

#### Engineering and Manufacturing

As of December 31, 2012, TAT, had 493 employees engaged in manufacturing, repair, and testing of products and in engineering (out of a total of 575 employees). TAT believes that its engineering staff provides it with the ability to support its customers with innovative and efficient products while maintaining short product development cycles, high quality design and competitive pricing.

Gedera's engineering staff has extensive knowledge and experience related to its heat transfer components. Most of Gedera's product lines have a designated project manager who is an experienced engineer and is in charge of all the activities in his area. The product manager interfaces with the customer, engineering department, manufacturing department and vendors, and is responsible for all aspects of the program including scheduling, adherence to specifications, customer support and reporting.

In general, Gedera has manufacturing capabilities for most of the components of its heat transfer components. Gedera also manufactures the necessary tools, fixtures, test equipment and special jigs required to manufacture, assemble and test these products. Gedera developed proprietary design techniques which assist in the mechanical design and manufacturing of its products. All of Gedera's products are inspected and tested by trained inspectors using highly sophisticated test equipment in accordance with customer requirements.

Bental's engineering staff has extensive knowledge and experience related to its electric motion systems. Most of Bental's product lines have a designated project manager who is an experienced engineer and is in charge of all the activities in his area. The product manager interfaces with the customer, engineering department, manufacturing department and vendors, and is responsible for all aspects of the program including scheduling, adherence to specifications, customer support and reporting.

Limco's engineering department enhances its ability to provide its customers with high-end top quality MRO services, supports the provision of MRO services for new products with commercial potential and supports its OEM activity. Limco's engineering department employs several certified mechanical and aerospace engineers. Limco's multi-disciplinary team of engineers specializes, among others, in heat transfer components and supports all processes of thermal and structural analysis, mechanical and metallurgical research and development for manufacturing design. All of Limco's engineers have direct experience with aerospace component repair and have experience with the process of obtaining supplemental type certificates from the FAA and in obtaining FAA product manufacturing authorizations. Limco utilizes onsite DER at Piedmont facility who is certified by the FAA to approve the repair of engines, mechanical systems and equipment, which enables Limco to respond quickly to its customers' needs. Having a DER available on staff allows Limco to enter the market for a particular type of service more quickly than those of its competitors who do not an immediate access to a DER. Limco works directly with the FAA Aircraft Certification Office in obtaining approvals on projects that are outside its DER's authority.

Piedmont's engineering department enhances its ability to provide its customers with high-end top quality MRO services and supports the provision of MRO services for new products with commercial potential. Piedmont's engineering department employs several certified mechanical and aerospace engineers, including a Designated Engineering Representative, or DER, certified by the FAA. Piedmont's engineers have direct experience with aerospace component repair and have experience with the process of obtaining supplemental type certificates from the FAA and in obtaining FAA product manufacturing authorizations. Piedmont's onsite DER is certified by the FAA to approve the repair of APUs and equipment, which enables Piedmont to respond quickly to its customers' needs. Having a DER on staff allows Piedmont to enter the market for a particular type of service more quickly than its competitors who do not employ a DER. Piedmont works directly with the FAA Aircraft Certification Office in obtaining approvals on projects that are outside its DER's authority.

## Research and Development

The technological developments in the markets in which TAT operates, increase the need to constantly examine the use of new materials and technology in an effort to improve both the physical characteristics of the products (size, weight), as well as their performance (optimal heat transfer, higher reliability and increased lifespan). TAT also develops new products and enhanced functionalities to its existing products based on customer demands and by the competitive environment and market potential. TAT invests resources to attain such technological and product improvements in cooperation with its customers.

## Source and Availability of Raw Materials and Spare Parts

Gedera, Bental, Limco and Piedmont acquire most of the components for the manufacture of their products from a limited number of suppliers and subcontractors, most of whom are located in Israel and the United States. Certain of these suppliers are currently the sole source of one or more components upon which Gedera, Bental, Limco and Piedmont are dependent. Since many of Gedera's, Bental's, Limco's and Piedmont's purchases require long lead-times, a delay in the supply of an item can significantly delay the delivery of a product. Generally, Gedera, Bental, Limco and Piedmont have not experienced difficulty in obtaining timely deliveries of necessary components. The raw materials used in Gedera's, Bental's, Limco's and Piedmont's manufacturing programs are generally readily available metals and alloys. Gedera, Bental, Limco and Piedmont have not had any difficulty in obtaining such materials in the past and if they are unable to obtain these components when needed, Gedera, Bental, Limco and Piedmont would experience delays in manufacturing their products and their financial results could be adversely affected.

Gedera, Bental, Limco and Piedmont select their suppliers primarily based on their ability to ensure that their parts are serviceable and traceable to OEM-approved sources, their delivery performance and their ability to help reduce their total cost of procuring those parts. For quality control, cost and efficiency reasons, Gedera, Bental, Limco and Piedmont generally purchase supplies only from vendors with whom they have ongoing relationships or who their customers have previously approved.

Authorizations from OEMs often require that TAT purchases component parts that are needed for its MRO services from the OEM or its designated distributors. Gedera and Piedmont have separate agreements with Honeywell under which Honeywell has agreed to sell Gedera and Piedmont certain parts at a discount for a period of five years, ending August 28, 2017 and May 31, 2014, respectively.

When deemed essential, Gedera, Bental, Limco and Piedmont have been and are investing efforts in order to qualify second sources or have identified alternate sources for many of its parts needs.

#### Israeli Export Policy

Exports of military related products are subject to the military export policy of the State of Israel. Current Israeli Government policy encourages exports to approved customers, provided that such exports do not run counter to Israeli policy or national security considerations. Gedera and Bental must obtain a permit to initiate a sales proposal and ultimately an export license for the transaction required. Gedera and Bental may not be able to obtain export permits or licenses in the future. In addition, governmental policy with respect to military exports may be altered. However, to date Gedera and Bental have not encountered any significant difficulties in obtaining necessary permits or licenses for sale of their products.

#### Proprietary Rights

At the present time Gedera, Bental, Limco and Piedmont do not own any patents. Gedera, Bental, Limco and Piedmont rely on laws protecting trade secrets, and consider such items proprietary, but TAT believes that Gedera, Bental, Limco and Piedmont's success depends less on the ownership of such proprietary rights than on their innovative skills, technical competences marketing and engineering abilities. Gedera, Bental, Limco and Piedmont have no material registered trademarks.

#### B. Government Regulations

##### Aerospace and Safety Regulations

The commercial aerospace industry is highly regulated by the FAA in the United States, EASA in Europe, the Civil Aviation Authority in England and other governmental authorities elsewhere in the world, while the military aerospace industry is governed by military quality specifications established by the U.S. Department of Defense for the manufacturing and repair industries and ISO-9000. TAT is required to be certified by one or more of these entities and, in some cases, by individual OEMs. TAT must also satisfy the requirements of its customers, including OEMs and airlines that are subject to FAA regulations and to evolving industry standards, and provide these customers with products that comply with the government regulations applicable to commercial flight operations. TAT believes it currently satisfies or exceeds these FAA maintenance standards in its repair and overhaul activities. Each of its repair stations is approved by the FAA. TAT also believes it currently satisfies all industry standards in its facilities.



TAT's operations are also subject to a variety of worker and community safety laws including the Occupational Safety and Health Act of 1970, known as OSHA, which mandates general requirements for safe workplaces for all US employees. In addition, OSHA provides special procedures and measures for the handling of certain hazardous and toxic substances. TAT believes that its operations are in material compliance with OSHA's health and safety requirements.

TAT believes that it is in material compliance with US, European and other governmental regulations affecting the aerospace and defense industry.

#### Israeli Regulations

TAT's operations in Israel are subject to supervision by the Ministry of Defense and Civil Aviation Administration. Gedera and Bental are certified by the Israeli Air Force and the Ministry of Defense for both manufacturing and maintenance. Gedera is also licensed as a repair station for certain components by the Israeli Civil Aviation Administration. In addition, Gedera's and Bental's export of certain products and/or know-how is subject to approval by the Department for the Control of the Defense Export of the Israeli Ministry of Defense, known as API. Permits from API must be obtained for the initiation of sales proposals with regard to such exports, as well as for the actual export of such products.

#### Environmental Matters

TAT's operations are subject to a number of federal, state and local environmental laws in the United States and Israel, and to regulation by government agencies, including the U.S. Environmental Protection Agency. Among other matters, these regulatory authorities impose requirements that regulate the emission, discharge, generation, management, transportation and disposal of pollutants and hazardous substances. These authorities may require TAT to initiate actions to remediate the effects of hazardous substances which may be or have been released into the environment, and require TAT to obtain and maintain permits in connection with TAT's operations. This extensive regulatory framework imposes significant compliance burdens and risks.

Although TAT seeks to maintain its operations and facilities in compliance with applicable environmental laws, there can be no assurance that TAT has no violations, or that change in such laws, regulations or interpretations of such laws or in the nature of TAT's operations will not require TAT to make significant additional expenditures to ensure compliance in the future. Currently, TAT does not believe that it will have to make material capital expenditures for its operations to comply with environmental laws or regulations, or to incur material costs for environmental remediation during the 2013 fiscal year.

TAT has received no material third party environmental claims relating to its facilities, and TAT believes that it has all material licenses and certifications that are required in the jurisdictions in which it operates.

C. Property, Plants and Equipment

The Gedera facility is located in Park Re'em near Gedera. The Park Re'em's location houses TAT's executive offices, Gedera's research and development and manufacturing operations and includes approximately 344,000 square feet facility. The land of this facility is leased by TAT Industries from the Israel Land Authority, or ILA pursuant to a lease that expires in 2016 with respect to one plot (237,000 square feet) and 2020 with respect the other plot (107,000 square feet). The leases term may be extended for a subsequent period of up to 49 years, subject to payment to be calculated according to the ILA's rules. Approximately 43,000 square feet of the facility was sub-leased to TAT in 1991 until 2020 for rental fees which were paid in advance for the whole sub-lease period. TAT sub-leases the remaining 301,000 square feet of the facility from TAT Industries pursuant to an agreement TAT entered into in connection with the purchase of the operations relating to the manufacture of aviation accessories of TAT Industries in February 2000. The agreement is for a period of 24 years and 11 months and the rental fee is subject to revaluation every fifth year. From 2000 to 2004, TAT paid TAT Industries annual rental fees of approximately \$300,000 per year, with an additional incremental payment of 2% per year. In 2005 the rental fee was reviewed by a real estate appraiser, and as a result was increased to \$310,000 per year with an additional incremental payment of 2% per year. In 2010 the rental fee was reviewed again by a real estate appraiser, and as a result was increased to \$400,000 per year with an additional incremental payment of 2% per year. Total rental payment TAT paid to TAT Industries during 2012 and 2011 were \$416,000 and \$408,000, respectively. See also Item 7.B "Major Shareholders and Related Party Transactions – Related Party Transactions – Management and Services Agreement with TAT Industries."

The operations of Bental are conducted in Kibbutz Marom-Golan. The Marom-Golan facility is located on a 54,000 square feet land, that houses Bental's offices, research and development and manufacturing operations that include all together approximately 18,500 square feet. The facility is leased from Bental Investments Cooperative Agriculture Society Ltd. and from Kibbutz Marom-Golan pursuant to a lease that expires in December 2013 (for a 14,500 square feet plot) and June 2027 (for a 4,000 square feet plot), respectively. The lease agreement may be extended for subsequent periods upon terms. Total rental payment Bental paid in 2012 and 2011 was \$51,000 and \$53,000, respectively.

Limco owns and operates a 55,000 square feet manufacturing plant in Tulsa, Oklahoma which has historically supported all its business, including its aftermarket heat transfer component repair station. This facility also has housed Limco's administration, engineering, quality control and support services. Limco also leases an additional 9,000 square feet repair station adjacent to its Tulsa manufacturing plant which has supported its heat transfer component and pneumatic ducting MRO services.

Piedmont leases approximately 56,000 square feet space for its facility in Kernersville, North Carolina to support its aftermarket APU, Landing Gear and related component repair station. In 2012 and 2011, the annual rental expense for this property was \$78,000 and \$70,000, respectively for each one of these years. The lease, expires on October 31, 2016. Piedmont also leases approximately 32,000 square feet for its facility in Winston Salem, North Carolina to support its plating and machining shop as well as related component repairs. In 2012 and 2011, the annual rental expense for this property was \$48,000 for each one of these years. The lease expires on December 31, 2017.

Item 4A. Unresolved Staff Comments

Not applicable.

Item 5. Operating and Financial Review and Prospects

Operating Results

The following discussion of our results of operations should be read together with our consolidated financial statements and the related notes, which appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our current plans, estimates and beliefs and involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this annual report.

Overview

TAT provides a variety of services and products to the aerospace and defense industries under four segments: (i) OEM of Heat Management Solutions; (ii) OEM of Electric Motion Systems; (iii) Heat Transfer Services and Products; and (iv) MRO services for Aviation Components.

TAT's activities in the field of OEM of Heat Management Solutions primarily relate to its Gedera facility and include the (i) design, development, manufacture and sale of a broad range of heat transfer products (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; and (ii) manufacture and sale of environmental control and cooling systems and (iii) a variety of other electronic and mechanical aircraft accessories and systems such as pumps, valves, power systems and turbines. It also includes, to a lesser extent, the maintenance services for heat transfer products and flow control accessories.

TAT's activities in the field of OEM of Electric Motion Systems primarily relate to its subsidiary, Bental, and include the design, development, manufacture and sale of a broad range of electrical motor applications for airborne and ground systems.

TAT's activities in the field of Heat Transfer Services and Products primarily relate to its subsidiary, Limco, and include the maintenance, repair and overhaul of heat transfer products and other aircraft component. Limco operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military. In addition to its MRO services, Limco also manufactures heat transfer products used in commercial, regional, business and military aircraft.

TAT's MRO services for Aviation Components primarily relate to its subsidiary, Piedmont, and include the maintenance, repair and overhaul of APUs, and landing gear. Piedmont operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

TAT is reliant on the commercial and military aviation and defense industries. Any downturn in these industries could decrease demand for its services and products and negatively impact its financial condition. The commercial airline industry is cyclical and has historically been subject to fluctuations due to general economic and political conditions, such as fuel and labor costs, price competition, downturns in the global economy and national and international events.

TAT's revenues from OEM operations generally have higher gross margins than from MRO services. Respectively, the manufacture of OEM products require higher level of expertise, associated labor and initial investments than does the provision of MRO services.

TAT's cost of revenues for OEM operations and MRO services consists of component and material costs, direct labor costs, shipping expenses, royalties, overhead related to manufacturing and depreciation of manufacturing equipment. TAT's gross margin is affected by the proportion of its revenues generated from each of its operational segments.

The principal factors that affect the operating income of TAT's four segments in addition to their gross profit, is the amount TAT expends for selling and marketing expenses and general and administrative expenses. While TAT plans to tightly monitor and save on its operating expenses, TAT believes that these operating expenses may increase in the future in accordance with its plans to grow the business of these segments.

TAT's research and development expenses are related to new products and technologies or significant improvement in existing products and technologies, primarily within the OEM operations in Israel and in the Heat Transfer Services and Products operating segment in the U.S.

TAT's selling and marketing expenses during the past year were similar to previous year. While TAT plans to tightly monitor and save on its operating expenses, TAT believes that its selling and marketing expenses may increase in the future in accordance with its plans to grow the business of these segments.

TAT's general and administrative expenses have increased during 2012, following a decrease in 2011 compared to the previous year. The increase in 2012 was primarily as result of a provision recorded for a doubtful debt and a decrease in FAvS participation in certain operating expenses during year 2012 in the MRO services for aviation components operating segment. The decrease in 2011 was primarily as result of \$1.8 million non-recurring expense recorded in the fourth quarter of 2010 related to the Parts services operations and the Propellers MRO operations contributed to FavS. While TAT plans to tightly monitor and save on its operating expenses, TAT believes that its general and administration expenses may increase in the future in accordance with its plans to grow the business of these segments.

In July 2005, Limco acquired Piedmont for approximately \$20.2 million, which included \$5.3 million in cash and the assumption of approximately \$8.7 million of bank indebtedness and \$5.6 million of other liabilities of Piedmont. The acquisition was accounted for using the purchase method of accounting as determined in the relevant accounting standards and accordingly, the purchase price was allocated to the assets acquired and the liabilities assumed based on the estimated fair value at the date of acquisition.

In July 2007, Limco completed an initial public offering of its shares of Common stock. In connection with the initial public offering, Limco sold an aggregate amount of 4,205,000 shares of its Common stock (including over allotment option shares) and TAT sold an aggregate amount of 855,000 shares of Limco's Common stock held by TAT (including over allotment option shares), at a price to the public of \$11.00 per share. Net proceeds to Limco from the offering were approximately \$41.2 million and net proceeds to TAT from the offering were approximately \$8.7 million. As a result, TAT recognized a net capital gain of approximately \$26.4 million net of taxes of \$1.2 for the year ended December 31, 2007.

In July 2009, TAT acquired all of the publicly held shares of Limco (approximately 32% of Limco's total shares). Under the terms of the merger agreement, Limco's stockholders received one half of an Ordinary share of TAT for each share of Limco Common stock they own following which they held approximately 27.8% of the then share capital of TAT. As a result of such merger, Limco again became a wholly-owned subsidiary of TAT.

On December 4, 2009, TAT's indirect subsidiary, Piedmont, acquired 288,334 shares of Class B Common stock of First Aviation Services Inc., or FAvS, representing 37% of FAvS's then share capital (total number of shares acquired is adjusted to reflect of a 1 for 20 reverse stock split) and \$750,000 of FAvS' Preferred Shares (entitling Piedmont to cash dividends at an annual rate of 12% payable quarterly or at the discretion of FAvS to PIK dividends payable in additional Preferred Shares at an annual rate of 15%). In consideration for such shares, Piedmont transferred to FAvS its propellers and parts businesses and guaranteed for a period of up to two years up to \$7 million of the bank debt incurred by FAvS to fund the transaction described in the next paragraph. FAvS is a provider of maintenance and repair services for various wheels, brakes and starter/generators.

On December 4, 2009 and as part of the above mentioned transaction, FAvS also acquired all the assets and liabilities of Aerospace Turbine Rotables ("AeTR"). AeTR specializes in renovation and repair of landing gear, safety equipment and hydraulic and electrical components for corporate, regional and military aircraft.

FAvS' shares are quoted over the counter (OTC) at the NASDAQ stock market. FAvS' share value as of the closing date (December 4, 2009) and as of December 31, 2009, 2010, 2011 and 2012 was \$17.8, \$15.0, \$12.4, \$5.45, and \$7.00, respectively (share value adjusted as result of a 1 for 20 reverse stock split). TAT believes that the share value does not reflect the fair value of FAvS shares, because the extremely low trading volume in FAvS' shares does not reflect an active market. Therefore the fair value of FAvS was based on an appraisal performed by management, which included a number of factors, including the assistance of independent appraisers. According to the appraisal, FAvS' fair value amounted to \$22.549 million as of November 30, 2009. As a result of the sale of Piedmont's propellers and spare parts businesses, TAT recorded a capital gain in the amount of \$4.4 million in its statement of income.

During the year ended December 31, 2010, TAT recorded write down of inventory in the amount of \$3.5 million attributable to inventory of the MRO segment. In 2010 management recognized that the aviation industry is not recovering quickly enough, as it previously estimated, from year 2009 recession and that the industry does not pick up growth rates as were in prior years. As a result management estimated a decline in future forecasted sales levels and profitability margins resulting from the said anticipated weakness in the global aviation industry in general and to a greater extent in the U.S., where the MRO segment is operated under Limco and Piedmont.

During the year ended December 31, 2010, the Company performed its annual impairment test of goodwill. Based on the results of this test, the Company encountered adverse changes in the business climate including a weak U.S. and global economy which resulted in a reduction in demand for the MRO services. In year 2010 management also recognized that the aviation industry is not recovering quickly enough, as it previously estimated, from year 2009 recession and that the industry does not pick up growth rates as were in prior years. As a result management estimated a decline in future forecasted sales levels and profitability margins resulting from the said anticipated weakness in the global aviation and revised its future cash flow expectations, which lowered the fair value estimates of a certain reporting unit. The Company determined under the second step of its annual test that the fair value of goodwill at its MRO reporting unit was less than the carrying value for this reporting unit. The Company recorded a \$4.2 million impairment charge in the third quarter of 2010 to reflect the implied fair value of goodwill for the MRO reporting unit

During 2010, the Company also reviewed its other intangible assets for impairment, in accordance with ASC 360. The Company estimated the fair value of its other intangible assets using a discounted cash flow analysis and compared those values to the carrying value of the assets. The Company concluded, based on this comparison, that customer relations were impaired at its MRO reporting unit. The Company recorded a \$0.48 million impairment charge during the year ended December 31, 2010 to reflect the fair value of those customer relations for the MRO reporting unit.

As of December 31, 2010, TAT recognized an impairment charge of \$1.8 million of its 37% interest in FAvS, which was performed with the assistance of an independent appraisal.

During the year ended December 31, 2011, the Company recorded a write down of inventory in the amount of \$2.5 million under cost of revenues, attributable to inventory of the MRO for Aviation Components operating segment. The write down was due to management's estimate of the continued decline in future forecasted sales levels and profitability margins in certain product lines in this operating segment resulting from the weakness in these areas of business.

In addition, although revenues in the MRO for Aviation Components operating segment have increased in 2011 compared to 2010, profit margins were lower than anticipated. Accordingly, the Company reviewed the MRO for Aviation Components' long lived assets for impairment by estimating the fair value of this segment's operations and the fair value of its specific long lived assets, and comparing those values to the carrying value of the assets.

The Company concluded, based on this valuation, that certain fixed assets and intangible asset amounting to \$1.9 million and \$1.1 million, respectively at its MRO for Aviation Components operating segment were impaired.

Due to management estimates of a continuing decline in sales levels in the OEM of Electric Motion Systems operating segment, resulting from the weakness in the Israeli defense market, the Company reviewed indications for impairment of certain identifiable assets in this segment. Accordingly, the Company reviewed these assets for impairment by estimating their fair value based on their net selling price and comparing those values to the carrying value of the assets. As a result the Company concluded that the intangible asset 'Customer Relations' at its OEM of Electric Motion Systems operating segment in the amount of \$0.3 million was impaired.



Accordingly, the Company recorded a \$3.3 million impairment charges during the quarter ended September 30, 2011 to reflect the fair value of the long lived assets mention above.

During the second quarter ended June 30, 2012, management believed that there were indicators of impairment of goodwill in its OEM of Electric Motion System reporting unit, primarily due to a decline in future forecasted sales levels and profitability margins resulting from the continued weakness in the defense industry. Accordingly, the Company performed an impairment test of goodwill, as of June 30, 2012, for this reporting unit, with the assistance of a third party valuation. Based on the results of this test, the Company determined that the entire balance of goodwill included in this reporting unit was impaired and recorded an impairment charge of \$1.0 million

In addition, in June 2012, FAvS entered into a transaction with its controlling stockholder, Mr. Hollander, pursuant to which FAvS borrowed \$3 million from Mr. Hollander, secured by a third lien on the assets of FAvS. The loan bears interest at 10% and in addition Mr. Hollander was issued warrants to purchase shares of Class A Common Stock of FAvS, representing 15% of FAvS post-exercise shareholders' equity, at an exercise price of \$7.00 per share. Pursuant to the terms and conditions of the transaction, management believed that there were indicators of impairment with respect to TAT's investment in FAvS. Accordingly, the Company performed an impairment test of its investment in FAvS, with the assistance of a third party valuation. Based on the results of this test the Company determined that its investment in FAvS was impaired by \$3.3 million. The impairment was due to a decline in FAvS' profitability margins and future forecasted sales levels which related to the business of API, one of FAvS subsidiaries, and approximates TAT's share in the loss resulting from the API Transaction discussed below.

On March 18, 2013 FAvS sold 97% of the stock of API for a total purchase price of \$16.5 million, out of which \$15.9 million was used to repay debt (the "API Transaction"). The sale resulted in FAvS retaining a 3% equity interest in the API business. The API transaction resulted in a loss from discontinued operations and write-down of the API business of \$11.5 million which is included in the FAvS loss for the year ended December 31, 2012. Simultaneously with the transaction FAvS paid-off its Term Loan in the amount of \$4 million thereby terminating the guaranty and releasing the Letter of Credit provided by TAT to secure such guaranty. Accordingly the restricted deposit associated with the above Letter of Credit, was released as well.

## Sources of Revenues

TAT, directly and through its subsidiaries, provides a variety of services and products to the commercial and military aerospace and defense industries, such as the manufacture, maintenance and repair of a broad range of heat transfer components (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; other environmental control and cooling systems a variety of other electronic and mechanical aircraft accessories and a wide range of electric motion systems.

TAT specializes in the repair and overhaul of heat transfer products, APUs, landing gear and pneumatic ducting. TAT is a well recognized repair center for heat transfer products of Hamilton Sundstrand, a leading provider of aerospace products, to provide MRO services for all of its air-to-air heat transfer products, and an authorized repair center by Honeywell, a leading manufacturer of aerospace products and aerospace services provider, to provide MRO services for several of their APU models. TAT's repair stations are certified by the FAA and the EASA as well as by the Civil Aviation Administration of Vietnam (CAAV) and Thailand (Thai) .

The following table reflects the geographic breakdown of TAT's revenues for each of the three years ended December 31, 2012:

	Years Ended December 31,					
	2012		2011		2010	
	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues
Sale of products						
North America	\$ 17,068	34.7 %	\$ 20,988	29.6 %	\$ 7,531	19.3 %
Europe	9,828	19.9 %	6,048	16.1 %	5,567	14.3 %
Israel	18,223	37.0 %	18,945	50.3 %	23,223	59.6 %
Other	4,151	8.4 %	1,527	4.0 %	2,633	6.8 %
Total	\$ 49,270	100.00 %	\$ 47,508	100.00 %	\$ 38,954	100.00 %

	Years Ended December 31,					
	2012		2011		2010	
	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues
<b>Services</b>						
North America	\$ 28,120	72.8 %	\$ 26,403	75.9 %	\$ 25,607	62.8 %
Europe	5,105	13.2 %	8,253	17.3 %	8,573	21.0 %
Israel	288	0.7 %	384	0.8 %	410	1.0 %
Other	5,139	13.3 %	2,849	6.0 %	6,211	15.2 %
Total	\$ 38,652	100.00 %	\$ 37,889	100.00 %	\$ 40,801	100.00 %

TAT's revenues from its four operational segments for the three years ended December 31, 2012 were as follows:

	Year Ended December 31,					
	2012		2011		2010	
	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues	Revenues in Thousands	% of Total Revenues
<b>Revenues</b>						
OEM of Heat Management Solutions	\$ 31,032	35.3 %	\$ 30,020	35.2 %	\$ 29,651	37.2 %
Heat Transfer Services and Products *	27,709	31.5 %	27,603	32.3 %	24,468	30.7 %
MRO services for Aviation Components *	22,442	25.5 %	20,146	23.6 %	16,333	20.4 %
OEM of Electric Motion Systems	10,007	11.4 %	11,658	13.6 %	13,046	16.4 %
Eliminations	(3,268 )	(3.7 )%	(4,030 )	(4.7 )%	(3,743 )	(4.7 )%
Total revenues	\$ 87,922	100.00 %	\$ 85,397	100.00 %	\$ 79,755	100.00 %

\* As of January 1, 2011, TAT began reporting its operations based on four operating segments, after dividing its MRO Services operating segment into two separate segments: Heat Transfer Services and Products and MRO services for Aviation Components. Accordingly, the revenues and costs reported for the twelve month period ended December 31, 2010 for MRO Services operating segment were divided between these two new operating segments. Additionally, the operating segment name of 'OEM of Heat Transfer Products' was changed to 'OEM of Heat Management Solutions'.

## Costs and Expenses

Cost of revenues TAT's cost of revenues for OEM operations and MRO services consist of component and material costs, direct labor costs, royalties, shipping expenses, overhead related to manufacturing and depreciation of manufacturing equipment. Cost of revenues for 2011 also included non-recurring expenses associated with a write down of inventory and impairment charges of long lived assets.

TAT's gross margin was affected by the proportion of TAT's revenues generated from OEM operations and MRO services in each of the reported years, as well as by non-recurring expenses associated with a write down of inventory and impairment charges of long lived assets recorded in 2011.

Research and development expenses, net. Research and development expenses, net are related to new products and technologies or to a significant improvement of products and technologies, net of grants and participations received.

Selling and marketing expenses. Selling and marketing expenses consist primarily of commission payments, compensation and related expenses of TAT's sales teams, attendance at trade shows, advertising expenses and related costs for facilities and equipment.

General and administrative expenses. General and administrative expenses consist of compensation and related expenses for executive, finance and administrative personnel, professional fees, other general corporate expenses and related costs for facilities and equipment.

Impairment of goodwill and intangible assets. During the second quarter ended June 30, 2012, management believed that there were indicators of impairment of goodwill in its OEM of Electric Motion System reporting unit, primarily due to a decline in future forecasted sales levels and profitability margins resulting from the continued weakness in the defense industry. Accordingly, the Company performed an impairment test of goodwill, as of June 30, 2012, for this reporting unit, with the assistance of a third party valuation. Based on the results of this test, the Company determined that the entire balance of goodwill included in this reporting unit was impaired and recorded an impairment charge of \$1.0 million. During the quarter ended September 30, 2010, TAT performed its annual impairment test of goodwill. Based on the results of this test TAT recorded goodwill impairment charge for the goodwill included in the MRO Services segment. In addition, the Company recorded an impairment charge related to Intangible assets 'Customer Relations' in the MRO Services segment.

Financial income (expense), net. Financial income (expense), net consists of income and interest expense. Interest expense relates to the interest paid to banks and changes in the rate of the NIS against the U.S. dollar.

Other income (expense). Other income (expense) results from capital gain on sale of property and equipment and from other-than-temporary impairment loss on auction rate securities recorded in 2010.

Tax expense (income). Tax expense consists of Israeli, U.S. federal, state and local taxes on the income of TAT's business and changes in deferred tax assets (liabilities).

Impairment of share in associated company. During the quarter ended June 30, 2012 TAT recognized an impairment with respect to its approximately 30% interest in FAvS', which was based on an independent appraisal. During the quarter ended December 31, 2010, TAT performed an impairment testing of its investment in FAvS, due to certain indicators suggesting such test. Based on the results of this test the Company determined that its investment in FAvS was impaired due to a decline in FAvS' profitability margins and future forecasted sales levels.

#### Impact of Critical Accounting Policies

TAT's consolidated financial statements are prepared in accordance with U.S. GAAP. These accounting principles require management to make certain estimates, judgments and assumptions based upon information available at the time that they are made, historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented. While all the accounting policies impact the financial statements, certain policies may be viewed to be critical. These policies are those that are both most important to the portrayal of TAT's financial condition and results of operations and require management's most difficult, subjective and complex judgments and estimates. Actual results could differ from those estimates.

In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles in the United States and does not require management’s judgment in its application. There are also areas in which management’s judgment in selecting among available alternatives would not produce a materially different result. Management has reviewed these critical accounting policies and related disclosures with TAT’s Audit Committee.

TAT’s management believes the significant accounting policies which affect management’s more significant judgments and estimates used in the preparation of TAT’s consolidated financial statements and which are the most critical to aid in fully understanding and evaluating the reported financial results include the following:

- Revenue recognition
- Inventory valuation
- Goodwill, Intangible assets and Long-lived assets
- Income taxes
- Doubtful debts
- Fair value estimation of TAT’s investment in FavS, performed by management with the assistance of a third party valuation.

#### Segments

TAT operates under four segments: (i) Original Equipment Manufacturing or “OEM” of Heat Management Solutions (ii) OEM of Electric Motion Systems (iii) Heat Transfer Services and Products, and (iv) Maintenance, Repair and Overhaul or “MRO” services for Aviation Components.

Until December 31, 2010, TAT operated under three segments. Commencing January 1, 2011, TAT began reporting its operations based on four operating segments, after dividing its MRO Services operating segment into two separate segments: Heat Transfer Services and Products; and MRO services for Aviation Components. Additionally, the operating segment name of ‘OEM of Heat Transfer Products’ was changed to ‘OEM of Heat Management Solutions’.

TAT's activities in the area of OEM of Heat Management Solutions primarily relate to its Gedera facility and include (i) the design, development, manufacture and sale of a broad range of heat transfer products (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; (ii) the manufacture and sale of environmental control and cooling systems and (iii) a variety of other electronic and mechanical aircraft accessories and systems such as pumps, valves, power systems and turbines. It also includes, to a lesser extent, the maintenance services for heat transfer products and flow control accessories.

TAT's activities in the area of OEM of Electric Motion Systems primarily relate to its subsidiary, Bental, and include the design, development, manufacture and sale of a broad range of electrical motor applications for airborne and ground systems.

TAT's activities in the field of Heat Transfer Services and Products primarily relate to its subsidiary, Limco, and include the maintenance, repair and overhaul of heat transfer equipment and in a lesser extent, the manufacturing of certain heat transfer products. TAT's Limco subsidiary operates an FAA certified repair station, which provides heat transfer MRO services and products for airlines, air cargo carriers, maintenance service centers and the military.

TAT's activities in the field of MRO services for Aviation Components primarily relate to its subsidiary, Piedmont, and includes the maintenance, repair and overhaul of APUs, landing gear and other aircraft components. TAT's Piedmont subsidiary operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

#### Revenue Recognition

TAT generates its revenues from the sale of products and systems (the OEM segments) and from providing MRO Services (remanufacture, repair and overhaul services and long-term service contracts).

Revenues from the sale of products and services are recognized in accordance with ASC 605-10-S99 when persuasive evidence of an arrangement exists, delivery of the product has occurred, provided the collection of the resulting receivable is probable, the price is fixed or determinable and no significant obligation exists. TAT does not grant a right of return.

Revenues from product sales are recognized when product is shipped to the customer and title passes to the customer.

Revenues from multi-year, fixed price contracts for OEM customers are recognized when a product is shipped (and title passes) to the customer. Management provides for losses, if expected for the remaining portion of such contracts. For the years ended December 31, 2012, 2011 and 2010, no losses have been recognized for such fixed price contracts.

Revenues from MRO services are recognized as services are performed, at the time when the customer-owned material is shipped back to the customer.

Revenue from maintenance contracts are accounted according to ASC 605-10-S99. Accordingly, revenues from maintenance contracts are recognized over the contract period in proportion to the costs expected to be incurred in performing services under the contract. TAT estimates the costs that are expected to be incurred based on its experience with the aggregate costs incurred and to be incurred on contracts of this nature. The cost incurred related to the maintenance contracts are not incurred on a straight-line basis, as the timing to provide the maintenance services is dependent on when parts under these contracts require maintenance, therefore TAT accrues revenue based on anticipated costs per contract as costs are incurred. These revenues are then compared to actual results and adjusted to either deferred revenue for results greater than historical estimates or expensed in those cases of performances less than historical estimates. These accounts are reviewed monthly and adjusted as needed based on cost structures.

Revenues from royalties from sales of products developed with TAT's intellectual property, technology and technical assistance are recognized when the related sales are made.

#### Valuation of Goodwill, Intangible Assets and Long-Lived Assets

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations.

In conjunction with acquisitions of assets, we allocate the purchase price based upon the relative fair values of the assets acquired and liabilities assumed. In connection with a business combination, amounts assigned to intangible assets are based upon fair value. We regularly assess whether indefinite life intangibles and goodwill have been impaired and will adjust the carrying values of these assets whenever events or changes in circumstances indicate that some or all of the carrying value of the assets may not be recoverable. Our judgments regarding the existence of impairment indicators are based on legal factors, market conditions and operating performances of our businesses and products. Future events could cause us to conclude that impairment indicators exist and that the carrying values of our intangible assets or goodwill are impaired. Any resulting impairment loss could have a material adverse impact on our financial position and results of operations.



We evaluate the recoverability and measure the possible impairment of goodwill. The impairment test is a two-step process that begins with the estimation of the fair value of the reporting unit. The first step screens for potential impairment, and the second step measures the amount of the impairment, if any. Our estimate of fair value considers publicly available information regarding the market capitalization of the company, as well as (1) publicly available information regarding comparable publicly traded companies in the aviation industry, (2) the financial projections and future prospects of our business, including its growth opportunities and likely operational improvements, and (3) comparable sales prices, if available. As part of the first step to assess potential impairment, we compare, on an operating unit level, our estimate of fair value for such operating unit to the book value of the operating unit. If the book value of any of the operating units is greater than the estimate of its fair value, we would then proceed to the second step to measure the impairment, if any. The second step measures the amount of impairment by comparing the implied fair value of goodwill with its carrying value. Such implied fair value is determined by allocating the fair value of the operating unit to all of the assets and liabilities of that unit as if the operating unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the operating unit. The excess of the fair value of the operating unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. If the carrying amount of the operating unit's goodwill is greater than its implied fair value, an impairment loss will be recognized in the amount of the excess.

We have determined September 30 of each year as the date of the annual impairment test for goodwill and other indefinite life intangible assets.

During the second quarter ended June 30, 2012, management believed that there were indicators of impairment of goodwill in its OEM of Electric Motion System reporting unit, primarily due to a decline in future forecasted sales levels and profitability margins resulting from the continued weakness in the defense industry. Accordingly, the Company performed an impairment test of goodwill, as of June 30, 2012, for this reporting unit, with the assistance of a third party valuation. Based on the results of this test, the Company determined that the entire balance of goodwill included in this reporting unit was impaired and recorded an impairment charge of \$1.0 million.

During the quarter ended September 30, 2011, although revenues in the MRO for Aviation Components operating segment have increased in 2011 compared to 2010, profit margins for this operating segment were lower than anticipated. Accordingly, the Company reviewed certain of its long lived assets for impairment by estimating their fair value based on their net selling price and comparing those values to the carrying value of the assets. The Company concluded, based on this valuation, that certain fixed assets and intangible assets amounting to \$1.9 million and \$1.1 million, respectively at its MRO for Aviation Components operating segment were impaired.

Due to management estimates of a continuing decline in sales levels in the OEM of Electric Motion Systems operating segment resulting from the weakness in the Israeli defense market, the Company reviewed indications for impairment of certain identifiable assets in this segment. Accordingly, the Company reviewed these assets for impairment by estimating their fair value based on their net selling price and comparing those values to the carrying value of the assets. As a result the Company concluded that the intangible asset 'Customer Relations' at its OEM of Electric Motion Systems operating segment in the amount of \$0.3 million was impaired.

Accordingly, the Company recorded a \$3.3 million impairment charges during the quarter ended September 30, 2011 to reflect the fair value of the long lived assets mentioned above.

As of December 31, 2012, there are no goodwill or other remaining identifiable intangible assets included on the balance sheet.

#### Investment in Company Accounted for using the Equity Method

Investment in which the Company exercises significant influence, which is not considered subsidiary ("associate"), is accounted for the equity method, whereby the Company recognizes its proportionate share of the company's net income or loss after the date of investment. The Company reviews this investment for impairment whenever events indicate the carrying amount may not be recoverable.

On December 4, 2009, the Company, through its subsidiary Piedmont, signed an investment agreement with FAvS. According to the agreement Piedmont was issued 288,334 shares of Class B Common stock of First Aviation Services Inc., or FAvS, represented 37% of FAvS's then share capital (total number of shares acquired is adjusted as result of a 1 for 20 reverse stock split) and \$ 750 thousand of FAvS Preferred shares (entitlement to cash dividends at an annual rate of 12% payable quarterly or to additional Preferred shares at an annual rate of 15%) in return for Piedmont's propeller and parts businesses. The net assets value as of December 4, 2009, of the propeller and parts businesses was \$4,325 thousand, the fair value of FAvS' Ordinary shares and Preferred shares was \$8,931 thousand (including businesses' acquisition expenses of \$200 thousand). Accordingly, the Company recorded \$4.4 million of capital gain.

As of December 31, 2010, the Company recorded a \$4.5 million loss from its share in the loss and impairment of its 37% interest in FAvS.

In June, 2012, FAvS entered into a transaction with its controlling stockholder, Mr. Hollander, pursuant to which FAvS borrowed \$3 million from Mr. Hollander, secured by a third lien on the assets of FAvS. The loan bears interest at 10% and in addition Hollander was issued warrants to purchase shares of Class A Common Stock of FAvS, representing 15% of FAvS post-exercise shareholders' equity, at an exercise price of \$7.00 per share.

Pursuant to the terms and conditions of the transaction, management believed that there were indicators of impairment with respect to TAT's investment in FAvS. Accordingly, the Company performed an impairment test of its investment in FAvS, with the assistance of a third party valuation. Based on the results of this test the Company determined that its investment in FAvS was impaired by \$3.3 million. The impairment was due to a decline in FAvS' profitability margins and future forecasted sales levels which related to the business of API, one of FAvS subsidiaries, and approximates TAT's share in the loss resulting from the API Transaction discussed below.

On March 18, 2013 FAvS sold 97% of the stock of API for a total purchase price of \$16.5 million, of which \$15.9 million was used to repay debt (the "API Transaction"). The sale resulted in FAvS retaining a 3% equity interest in the API business. The API transaction resulted in a loss from discontinued operations and write-down of the API business of \$11.5 million which is included in the FAvS loss for the year ended December 31, 2012. Simultaneously with the transaction FAvS paid-off its Term Loan in the amount of \$4 million thereby terminating the guaranty and releasing the Letter of Credit provided by TAT to secure such guaranty. Accordingly the restricted deposit associated with the above Letter of Credit, was released as well.

FAvS audited consolidated financial statements for the year ended December 31, 2012, which were signed on March 20, 2013, included a restatement of 2011 consolidated results to correct errors in previously reported amounts. TAT's management reviewed the restatement and its effect on the consolidated financial statements of the Company and found it to be immaterial. Accordingly, no restatement was recorded in the Company's consolidated financial statements.

#### Income Taxes

TAT operates within multiple taxing jurisdictions and is subject to audits in these jurisdictions. These audits can involve complex issues, which may require an extended period of time to resolve. In management's opinion, adequate provisions for income taxes have been made for all years. Although management believes that its estimates are reasonable, no assurance can be given that the final tax outcome of these issues will not be different than those that are reflected in its historical income tax provisions.

TAT accounts for income taxes in accordance with ASC 740-10. TAT uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax bases of assets and liabilities and net operating loss and credit carry forwards using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when it is more likely than not that some portion of the deferred tax assets will not be realized. To the extent that TAT's decisions and assumptions and historical reporting are determined not to be compliant with applicable tax laws TAT may be subject to adjustments in its reported income for tax purposes as well as interest and penalties.

Interpretation ASC 740-10 prescribes a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. ASC 740-10 also provides guidance on derecognition of tax positions, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure and transition. In addition, ASC 740-10 requires significant judgment in determining what constitutes an individual tax position as well as assessing the outcome of each tax position. Changes in judgment as to recognition or measurement of tax positions can materially affect the estimate of the effective tax rate and consequently, affect our operating results.

#### Allowances for Doubtful Accounts

TAT performs ongoing credit evaluations of its customers' financial condition and requires collateral as deemed necessary. Allowances for doubtful accounts are maintained for estimated losses resulting from the inability of TAT's customers to make payments. In judging the adequacy of the allowance for doubtful accounts, TAT considers multiple factors including the aging of receivables, historical bad debt experience and the general economic environment. Management applies considerable judgment in assessing the realization of receivables, including assessing the probability of collection and the current credit worthiness of each customer. If the financial condition of TAT's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

#### Inventories

Inventories are stated at the lower of cost or market. Cost is determined by the basis of actual cost or by the average cost method. TAT's policy for valuation of inventory and commitments to purchase inventory, including the determination of obsolete or excess inventory, requires it to perform a detailed assessment of inventory at each balance sheet date which includes a review of, among other factors, an estimate of future demand for products within specific time frames, valuation of existing inventory, as well as product lifecycle and product development plans. The business environment in which TAT operates, the wide range of products that TAT offers and the relatively short sales-cycles TAT experiences, all contribute to the exercise of judgment relating to maintaining and writing-off of inventory levels. The estimates of future demand that TAT uses in the valuation of inventory are the basis for its revenue forecast, which is also consistent with its short-term manufacturing plan. Inventory reserves are also provided to cover risks arising from non-moving items. Inventory management remains an area of management focus as TAT balances the need to maintain strategic inventory levels to ensure competitive lead times against the risk of inventory obsolescence because of changing technology and customer requirements. TAT writes down obsolete or slow moving inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand, market conditions and sale forecasts.

During the quarter ended September 30, 2011, we recorded a write down of inventory in the amount of \$2.5 million under cost of revenues, attributable to inventory of the MRO services for Aviation Components operating segment. Although revenues in the MRO for Aviation Components operating segment increased in the three and nine month periods of year 2011 compared to year 2010, profit margins were lower than anticipated. Accordingly, the write down was due to management's estimation of the continued decline in future forecasted sales levels and profitability margins in certain product lines in this operating segment resulting from the weakness in these areas of business.

If actual market conditions are less favorable than TAT anticipates, additional inventory write-downs may be required.

### Key Indicators

TAT's management evaluates its performance by focusing on its key performance indicators, which are revenues, sources of revenues, gross profit and operating income. These key performance indicators are primarily affected by the competitive landscape in which TAT operates and its ability to meet the challenges posed.

The following table presents, for the periods indicated, information concerning TAT's results of operations:

	Year Ended December 31		
	2012	2011	2010
	(in thousands)		
<b>Revenues</b>			
OEM of Heat Management Solutions	\$31,032	\$30,020	\$29,651
Heat Transfer Services and Products *	27,709	27,603	* 24,468
MRO services for Aviation Components *	22,442	20,146	* 16,333
OEM Electric Motion Systems	10,007	11,658	13,046
Eliminations	(3,268 )	(4,030 )	(3,743 )
<b>Total revenues</b>	<b>87,922</b>	<b>85,397</b>	<b>79,755</b>
<b>Cost of revenues</b>			
OEM of Heat Management Solutions	23,105	22,660	22,425
Heat Transfer Services and Products	19,671	20,173	* 18,005
MRO services for Aviation Components	19,044	17,882	* 14,631
OEM Electric Motion System	8,043	9,388	10,092
Write down of inventory and impairment charges of long lived assets	-	5,763	3,500
Eliminations	(3,281 )	(3,884 )	(3,965 )
<b>Total cost of revenues</b>	<b>66,582</b>	<b>71,982</b>	<b>64,688</b>
Research and development costs, net	1,152	786	651
Selling and marketing expenses	3,426	3,439	3,475
General and administrative expenses	11,487	10,949	12,832
Impairment of goodwill and intangible assets	1,015	-	4,704
Other expenses (income)	9	(169 )	-
<b>Operating income (loss)</b>	<b>4,251</b>	<b>(1,590 )</b>	<b>(6,595 )</b>
Financial expense, net	(181 )	(380 )	(111 )
Other expenses	-	-	(200 )
Gain from dilution of interests in affiliated company	-	240	-
<b>Income (loss) before taxes on income</b>	<b>4,070</b>	<b>(1,730 )</b>	<b>(6,906 )</b>
Taxes on income (tax benefit)	2,086	(316 )	(4,153 )
<b>Net income (loss) after taxes on income</b>	<b>1,984</b>	<b>(1,414 )</b>	<b>(2,753 )</b>
Share in results of affiliated company and impairment of share in affiliated company	(3,756 )	331	(4,510 )
<b>Net loss (income) attributable to non controlling interest</b>	<b>58</b>	<b>53</b>	<b>(123 )</b>
<b>Net loss attributable to TAT Technologies' Shareholders</b>	<b>\$(1,714 )</b>	<b>\$(1,030 )</b>	<b>\$(7,386 )</b>

\* As of January 1, 2011, TAT began reporting its operations based on four operating segments, after dividing its MRO Services operating segment into two separate segments: Heat Transfer Services and Products and MRO services for Aviation Components. Accordingly, the revenues and costs reported for the twelve month period ended December

31, 2010 for MRO Services operating segment were divided between these two new operating segments. Additionally, the operating segment name of 'OEM of Heat Transfer Products' was changed to 'OEM of Heat Management Solutions'.

The following table presents, for the periods indicated, information concerning TAT's results of operations as a percentage of revenues:

	Year Ended December 31,					
	2012		2011		2010	
<b>Revenues</b>						
OEM of Heat Management Solutions	35	%	35	%	37	%
Heat Transfer Services and Products	32		32		31	
MRO services for Aviation Components	26		24		20	
OEM Electric Motion Systems	11		14		17	
Eliminations	(4	)	(5	)	(5	)
<b>Total revenues</b>	<b>100</b>		<b>100</b>		<b>100</b>	
<b>Cost of revenues</b>						
OEM of Heat Management Solutions	27		27		28	
Heat Transfer Services and Products	22		24		23	
MRO services for Aviation Components	22		21		18	
OEM Electric Motion Systems	9		11		13	
Write down of inventory and impairment charges of long lived assets	-		7		4	
Eliminations	(4	)	(5	)	(5	)
<b>Cost of revenues</b>	<b>76</b>		<b>84</b>		<b>81</b>	
Research and development costs, net	1		1		1	
Selling and marketing expenses	4		4		4	
General and administrative expenses	13		13		16	
Impairment of goodwill and intangible assets	1		-		6	
Other expenses (income)	-		*		-	
<b>Operating income (loss)</b>	<b>5</b>		<b>(2</b>	<b>)</b>	<b>(8</b>	<b>)</b>
Financial expense, net	*		*		*	
Other expenses	*		-		*	
Gain from dilution of interests in affiliated company	*		*		-	
<b>Income (loss) before taxes on income</b>	<b>5</b>		<b>(2</b>	<b>)</b>	<b>(9</b>	<b>)</b>
Taxes on income (tax benefit)	3		*		(5	)
<b>Net income (loss) after taxes on income</b>	<b>2</b>		<b>(2</b>	<b>)</b>	<b>(4</b>	<b>)</b>
Share in results of affiliated company and impairment of share in affiliated company	(4	)	(*	)	(6	)
Net loss (income) attributable to non controlling interest	*		*		*	
<b>Net income (loss) attributable to TAT Technologies' Shareholders</b>	<b>(2</b>	<b>)%</b>	<b>(1</b>	<b>)%</b>	<b>(10</b>	<b>)%</b>

\* Less than one percent.



Year ended December 31, 2012 compared with Year ended December 31, 2011

Revenues. Total revenues were \$87.9 million for the twelve months ended December 31, 2012, compared to \$85.4 million for the twelve months ended December 31, 2011, an increase of 3.0%. This reflects the increase in revenues in all our significant operating segments - the OEM of Heat Management Solutions segment, the Heat Transfer Services and Products segment and the MRO Services for Aviation Components segment; while revenues in the OEM of Electric Motion Systems operating segment significantly decreased due to growing weakness in the relevant defense markets. This decrease is a continuation of the decrease in revenues this segment had experienced during 2011.

Revenues from OEM of Heat Management Solutions. Revenues from OEM of Heat Management Solutions operating segment increased to \$31.0 million for the year ended December 31, 2012 from \$30.0 million for the year ended December 31, 2011, an increase of 3.4%.

Revenues from OEM of Electric Motion Systems. Revenues from OEM of Electric Motion Systems operating segment decreased to \$10.0 million for the year ended December 31, 2012, from \$11.7 million for the year ended December 31, 2011, a decrease of 14.2%. During 2012 and 2011 this segment experienced a gradual decrease in revenues due to growing weakness in the relevant defense markets.

Revenues from Heat Transfer Services and Products. Revenues from Heat Transfer Services and Products operating segment increased to \$27.7 million for the year ended December 31, 2012, from \$27.6 million for the year ended December 31, 2011, an increase of 0.4%.

Revenues from MRO services for Aviation Components. Revenues from MRO services for Aviation Components operating segment increased to \$22.4 million for the year ended December 31, 2012, from \$20.1 million for the year ended December 31, 2011, an increase of 23.6%. The increase was attributable to increased sales both to existing and new customers.

Cost of revenues. Cost of revenues was \$66.6 million for the twelve months ended December 31, 2012, compared to \$66.2 million for the twelve months ended December 31, 2011 (excluding a \$5.76 million write down of inventories and impairment charges of long lived assets recorded in the 2011 third quarter), an increase of 0.5%. This reflects (i) the increase in cost of revenues in the OEM of Heat Management Solutions operating segment and in the MRO Services for Aviation Components operating segment, which is primarily attributable to the increase in revenues in these operating segments; partially offset by (ii) the decrease in cost of revenues in the Heat Transfer Services and Products operating segment which is primarily attributable to decreased material costs; and (iii) the decrease in cost of revenues in the OEM of Electric Motion Systems operating segment, which is primarily attributable to the decrease in revenues in this operating segment.

Cost of revenues as a percentage of revenues was 75.7% for the twelve months ended December 31, 2012, compared to 77.5% for the twelve months ended December 31, 2011 (excluding a \$5.76 million write down of inventories and impairment charges of long lived assets recorded in the 2011 third quarter). This decrease is primarily attributable to (i) product mix with higher margin products sold during this period along with lower rate of fixed production costs in the MRO Services for Aviation Components operating segment (partially effected by the sale of inventory items that were impaired in approximately \$0.6 million in previous years) and in the OEM of Heat Management Solutions operating segments; (ii) product mix with higher margin products in the Heat Transfer Services and Products operating segment; and (iii) similar cost of revenues as a percentage of revenues in the OEM of Electric Motion Systems operating segment.

Cost of revenues for OEM of Heat Management Solutions. Cost of revenues for OEM of Heat Management Solutions operating segment increased to \$23.1 million for the year ended December 31, 2012, from \$22.6 million for the year ended December 31, 2011, an increase of 2.0%. This increase is mainly attributable to the increase in revenues in 2012.

Cost of revenues as a percentage of revenues in this segment decreased to 74.5% in the year ended December 31, 2012, from 75.5% for the year ended December 31, 2011. Primarily as a result of product mix with higher margin products sold during year 2012 along with lower rate of fixed production costs in 2012 compared with 2011.

Cost of revenues for OEM of Electric Motion Systems. Cost of revenues for OEM of Electric Motion Systems operating segment decreased to \$8.0 million for the year ended December 31, 2012, from \$9.4 million for the year ended December 31, 2011, a decrease of 14.3%. This decrease is mainly attributable to the decrease in revenues in 2012.

Cost of revenues as a percentage of revenues in this segment was 80.4% in the year ended December 31, 2012, similar to 80.5% in the year ended December 31, 2011.

Cost of revenues for Heat Transfer Services and Products. Cost of revenues for Heat Transfer Services and Products operating segment decreased to \$19.7 million for the year ended December 31, 2012 from \$20.2 million for the year ended December 31, 2011, a decrease of 2.5%. This decrease is mainly attributable to the decrease in material costs in 2012 compared with 2011.

Cost of revenues as a percentage of revenues in this segment decreased to 71.0% in the year ended December 31, 2012 from 73.1% for the year ended December 31, 2011, primarily as a result of product mix with higher margins sold during year 2012.

Cost of revenues for MRO services for Aviation Components. Cost of revenues for MRO services for Aviation Components operating segment increased to \$19.0 million for the year ended December 31, 2012 from \$17.9 million for the year ended December 31, 2011, an increase of 6.5%. This increase is mainly attributable to the increase in revenues in 2012.

Cost of revenues as a percentage of revenues in this segment decreased to 84.9% in the year ended December 31, 2012 from 88.8% for the year ended December 31, 2011, Primarily as a result of product mix with higher margin products sold during year 2012 along with lower rate of fixed production costs in 2012 compared with 2011.

Write down of inventory and impairment of long lived assets. For the twelve months ended December 31, 2011, charges under this item were \$5.46 million attributable to a write down of inventory and impairment charges of intangible assets and fixed assets in the MRO Services for Aviation Components operation and \$0.3 million attributable to impairment of intangible asset 'Customer Relations' in the OEM of Electric Motion Systems operating segment.

Research and development, net. Research and Development expenses were \$1.2 million for the twelve months ended December 31, 2012, compared to \$0.8 million for the twelve months ended December 31, 2011, an increase of 46.6%, and are related to new products and technologies within the OEM operations in Israel and the Heat Transfer Services and Products operating segment.

Research and Development expenses as a percentage of revenues were 1.3% for the twelve months ended December 31, 2012 compared to 0.9% for the twelve months ended December 31, 2011. TAT expects to invest additional resources in research and development activities, and accordingly will continue to incur and record additional research and development expenses in coming years.

Selling and marketing expenses. Selling and marketing expenses were \$3.4 million for the twelve months ended December 31, 2012, similar to \$3.4 million for the twelve months ended December 31, 2011. This was impacted by (i) the increased expenses in the OEM of Heat Management Solutions operating segment, primarily attributable to increased payroll costs, commissions and exhibition expenses; (ii) similar expenses in the Heat Transfer Services and Products operating segment; offset by (iii) the decreased expenses in the MRO Services for Aviation Components operating segment, attributable to decreased payroll costs, commissions and exhibition expenses; and (iv) the decreased expenses in the OEM of Electric Motion Systems operating segments, primarily attributable to a decrease in exhibition expenses.

Selling and marketing expenses as a percentage of revenues were 3.9 % for the twelve months ended December 31, 2012, similar to 4.0% for the twelve months ended December 31, 2011. TAT expects to continue to invest additional resources in selling and marketing activities in coming years.

General and administrative expenses. General and administrative expenses were \$11.5 million for the twelve months ended December 31, 2012, compared to \$10.9 million for the twelve months ended December 31, 2011, an increase of 4.9%. The increase in general and administrative expenses was impacted by (i) the increased expenses in the MRO Services for Aviation Components operating segment primarily attributable to a provision recorded for doubtful debt in the first quarter and to a decrease in FAvS' participation in certain operating expenses; (ii) the increased expenses in the Heat Transfer Services and Products operating segment, primarily attributable to the increase in payroll costs and employee related expenses; partially offset by (iii) the decreased expenses in the OEM of Heat Management Solutions operating segment primarily attributable to decreased payroll costs; and (iv) the decreased expenses in the OEM of Electric Motion Systems operating segment attributable to the increase in exchange rates between the U.S. dollar and the Israeli Shekel.

General and administrative expenses as a percentage of revenues were 13.1% for the twelve months ended December 31, 2012, compared to 12.8% for the twelve months ended December 31, 2011.

Impairment of Goodwill. During the twelve months ended December 31, 2012, the Company recorded an impairment charge of \$1.0 million to reflect the impairment of the entire balance of the goodwill included in the OEM of Electric Motion Systems operating segment. This was based on an impairment test performed by the Company, with the assistance of an independent appraisal.

Operating income (loss). For the twelve months ended December 31, 2012, TAT reported operating income of \$5.3 million compared to operating income of \$4.2 million for the twelve months ended December 31, 2011 (excluding the above mentioned impairment charge of goodwill recorded in 2012 second quarter and non-recurring write down of inventories and impairment charges of long lived assets recorded in 2011 third quarter), an increase of 26.2%. The increase in operating income is attributable to (i) the increase in operating income in the OEM of Heat Management Solutions operating segment; (ii) the decrease in operating loss in the MRO Services for Aviation Components and the OEM of Electric Motion Systems operating segments; partially offset by (iii) the moderate decrease in operating income in the Heat Transfer Services and Products operating segment.

Financial expenses. Financial expenses for the twelve months ended December 31, 2012 were \$2.2 million, similar to \$2.2 for the twelve months ended December 31, 2011. Financial expenses during the twelve months ended December 31, 2012 primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel, realized losses from hedging transactions, bank fees and interest payments on short-term credit and long-term loans.

Financial income. Financial income for the twelve months ended December 31, 2012 was \$2.0 million, compared to \$1.8 million for the twelve months ended December 31, 2011. Financial income during the twelve month period ended on December 31, 2012 primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel and between the U.S. dollar and the Euro, change in fair value of unrealized hedging transactions profits, interest received from the Israeli tax authorities for excess payments made in previous years and from interest received on short-term investments.

Taxes on income (tax benefit). Taxes on income for the twelve months ended December 31, 2012, amounted to \$2.1 million, compared to a tax benefit of \$0.3 million for the twelve months ended December 31, 2011. Taxes on income for the twelve months ended December 31, 2012, were impacted by (i) the decrease in pre-tax loss incurred in 2012 compared to the pre-tax loss incurred in 2011 in the MRO Services for Aviation Components operating segment; partially offset by (ii) the decrease in tax expenses in the OEM of Heat Management Solutions operating segment, mainly due to the adoption of a new tax regulation under the Law for the Encouragement of Capital Investments in 2011; (iii) the decrease in pre-tax income in the Heat Transfer Services and Products operating segment; and (iv) similar tax expense in the OEM of Electric Motion Systems operating segment.

Share in Results of affiliated company. TAT recognized a loss of \$0.45 million from its approximately 30% interest in FAvS's results for the twelve months ended December 31, 2012 compared to income of \$0.3 million for the twelve months ended December 31, 2011. Additionally, during the twelve months ended December 31, 2012 TAT recognized an impairment of \$3.3 million with respect to its approximately 30% interest in FAvS. This was based on an impairment test performed by the Company, with the assistance of an independent appraisal.

Net loss attributable to noncontrolling interest. TAT recognized net loss of \$0.1 million attributable to noncontrolling interest for the twelve months ended December 31, 2012, similar to the net loss attributable to noncontrolling interest for the twelve months ended December 31, 2011. In both periods net loss attributable to noncontrolling interest was attributable to our 70% held Bental subsidiary.

Net loss attributable to controlling interest. TAT recognized net loss of \$1.7 million for the twelve months ended December 31, 2012 compared to net loss of \$1.0 million for the twelve months ended December 31, 2011. The net loss reported for the twelve months ended December 31, 2012 is the result of a \$1.0 million impairment charge of goodwill, recorded in the second quarter of 2012, in TAT's OEM for Electric Motion Systems operating segment and the \$3.3 million impairment charge, also recorded in the second quarter of 2012, with respect to TAT's investment in FAvS. The net loss reported for the twelve months ended December 31, 2011 was the result of a \$5.76 million (before taxes) write down of inventories and impairment charges of long lived assets (\$3.61 million, net of taxes). Excluding these impairment charges net income for the twelve month period ended December 31, 2012, was \$2.6 million similar to net income of \$2.6 million for twelve month period ended December 31, 2011.

Year ended December 31, 2011 compared with Year ended December 31, 2010

Revenues. Total revenues were \$85.4 million for the twelve months ended December 31, 2011, compared to \$79.8 million for the twelve months ended December 31, 2010, an increase of 7.1%. This reflects (i) the increase in revenues in the Heat Transfer Services and Products operating segment; (ii) the increase in revenues in the MRO Services for Aviation Components operating segment; and (iii) the increase in revenues in the OEM of Heat Management Solutions operating segment. This was partially offset by decreased revenues in the OEM of Electric Motion Systems operating segment for the twelve months ended December 31, 2011 compared to the twelve months ended December 31, 2010 due to growing weakness in the relevant markets.

Revenues from OEM of Heat Management Solutions. Revenues from OEM of Heat Management Solutions segment increased to \$30.0 million for the year ended December 31, 2011 from \$29.7 million for the year ended December 31, 2010, an increase of 1.2%.

Revenues from OEM of Electric Motion Systems. Revenues from OEM of Electric Motion Systems segment decreased to \$11.7 million for the year ended December 31, 2011, from \$13.0 million for the year ended December 31, 2010, a decrease of 10.6%. During 2011 this segment experienced a gradual decrease in revenues due to growing weakness in the relevant markets

Revenues from Heat Transfer Services and Products. Revenues from Heat Transfer Services and Products increased to \$27.6 million for the year ended December 31, 2011, from \$24.5 million for the year ended December 31, 2010, an increase of 12.8%. The increase was attributable to increased sales both to existing and new customers.

Revenues from MRO services for Aviation Components. Revenues from MRO services for Aviation Components increased to \$20.1 million for the year ended December 31, 2011, from \$16.3 million for the year ended December 31, 2010, an increase of 23.4%. The increase was attributable to increased sales both to existing and new customers.

Cost of revenues. Cost of revenues was \$66.2 million for the twelve months ended December 31, 2011 compared to \$61.2 million for the twelve months ended December 31, 2010 (excluding write down of inventories and impairment charges of long lived assets), an increase of 8.2%. This primarily reflects (i) the increase in cost of revenues in the Heat Transfer Services and Products operating segment; and (ii) the increase in cost of revenues in the MRO Services for Aviation Components operating segment, attributable to the increase in revenues in these operating segments; partially offset by (iii) the decrease in cost of revenues in the OEM of Electric Motion Systems operating segment attributable to the decrease in revenues in this operating segment.

Cost of revenues as a percentage of revenues was 77.5% for the twelve months ended December 31, 2011, similar to 76.7% for the twelve months ended December 31, 2010 (excluding write down of inventories and impairment charges of long lived assets). This increase is primarily attributable to product mix with higher margin products sold during the twelve months ended December 31, 2011, in the Heat Transfer Services and Products and MRO Services for Aviation Components operating segments; partially offset by product mix with lower margin products sold during the twelve months ended December 31, 2011 in the OEM of Electric Motion Systems operating segment.

All of the following cost of revenues' data for the operational segments does not reflect the elimination of inter-company transactions.

Cost of revenues for OEM of Heat Management Solutions. Cost of revenues for OEM of Heat Management Solutions was \$22.7 million for the year ended December 31, 2011, similar to \$22.4 million for the year ended December 31, 2010.



Cost of revenues as a percentage of revenues in this segment was 75.5% in the year ended December 31, 2011, similar to 75.6% for the year ended December 31, 2010.

Cost of revenues for OEM of Electric Motion Systems. Cost of revenues for OEM of Electric Motion Systems segment decreased to \$9.4 million for the year ended December 31, 2011, from \$10.1 million for the year ended December 31, 2010, a decrease of 7.0%. This decrease is mainly attributable to the decrease in revenues in these operating segments.

Cost of revenues as a percentage of revenues in this segment increased to 80.5% in the year ended December 31, 2011, from 77.4% in the year ended December 31, 2010, primarily as a result of product mix with lower margin products sold during year 2011 and of the higher rate of fixed costs to total costs resulting from the lower revenues in 2011 compared with 2010.

Cost of revenues for Heat Transfer Services and Products. Cost of revenues for Heat Transfer Services and Products increased to \$20.2 million for the year ended December 31, 2011 from \$18.0 million for the year ended December 31, 2010, an increase of 12.0%. This increase is mainly attributable to the increase in revenues in 2011.

Cost of revenues as a percentage of revenues in this segment decreased to 73.1% in the year ended December 31, 2011 from 73.6% for the year ended December 31, 2010, primarily as a result of product mix with higher margins sold during year 2011.

Cost of revenues for MRO services for Aviation Components. Cost of revenues for MRO services for Aviation Components increased to \$17.9 million for the year ended December 31, 2011 from \$14.6 million for the year ended December 31, 2010, an increase of 22.2%. This increase is mainly attributable to the increase in revenues in 2011.

Cost of revenues as a percentage of revenues in this segment decreased to 88.8% in the year ended December 31, 2011 from 89.6% for the year ended December 31, 2010, primarily as a result of product mix with higher margins sold during year 2011.

Write down of inventory and impairment charges of long lived assets. For the year ended December 31, 2011, charges under this item were \$5.5 million attributable to a non-recurring write down of inventory and impairment charges of intangible assets and fixed assets in the MRO Services for Aviation Components operation and \$0.3 million attributable to impairment of intangible asset 'Customer Relations' in the OEM of Electric Motion Systems operating segment. For the year ended December 31, 2010, charges under this item were \$3.5 million attributable to a non-recurring write down of inventory in the MRO Services operation.

Research and development, net. Research and Development expenses were \$0.8 million for the twelve months ended December 31, 2011, similar to \$0.7 million for the twelve months ended December 31, 2010, and are related to new products and technologies within the OEM operations in Israel. Research and Development expenses as a percentage of revenues were 1% in the twelve months ended December 31, 2011 and in the twelve months ended December 31, 2010. TAT does expect to continue to incur research and development expenses in coming years.

Selling and marketing expenses. Selling and marketing expenses were \$3.4 million for the twelve months ended December 31, 2011, similar to \$3.5 million for the twelve months ended December 31, 2010. This reflects an increase in selling and marketing expenses in the OEM of Electric Motion Systems operating segment; partially offset by the decrease in selling and marketing expenses in the MRO Services for Aviation Components operating segment. Selling and marketing expenses as a percentage of revenues were 4.0 % for the twelve months ended December 31, 2011, compared to 4.4% for the twelve months ended December 31, 2010 due to the higher revenues in 2011.

General and administrative expenses. General and administrative expenses decreased to \$10.9 million for the twelve months ended December 31, 2011, from \$12.8 million for the twelve months ended December 31, 2010, a decrease of 14.7%. This reflects (i) a decrease in the MRO Services for Aviation Components operating segment due to a \$1.8 million non-recurring expense recorded in the fourth quarter of 2010 related to the Parts services operations and the Propellers MRO operations contributed to FAvS (see also “ FavS Transaction” below); and (ii) a decrease in the OEM of Electric Motion Systems operating segment; offset by (iii) an increase in the Heat Transfer Services and Products operating segment; and (iv) an increase in the OEM of Heat Management Solutions.

General and administrative expenses as a percentage of revenues were 12.8% for the twelve months ended December 31, 2011, compared to 16.1% for the twelve months ended December 31, 2010 primarily due to the non-recurring expense recorded in the fourth quarter of 2010 and to the higher revenues in 2011.

Impairment of Goodwill and Intangible assets. For the year ended December 31, 2010, charges under this item were \$4.7 million primarily attributable a \$4.2 million impairment of goodwill in the MRO reporting unit and a \$0.48 million impairment of ‘Customer Relations’ in the same reporting unit, during the quarter ended September 30, 2010. These impairments were related to adverse changes in the future outlook for MRO services business including a weak U.S. and global economy which resulted in a reduction in projected future demand for the MRO services.

Operating loss. TAT reported an operating loss of \$1.6 million for the twelve months ended December 31, 2011, compared to an operating loss of \$6.6 million for the twelve months ended December 31, 2010 – a decrease of \$5.0 million in operating loss. Excluding the said write down of inventory and impairment charges of long lived assets and goodwill, operating income for the twelve months ended December 31, 2011 was \$4.2 million compared to operating income of \$1.6 million for the twelve months ended December 31, 2010, an increase of 159%. The increase in operating income (excluding these write downs) is primarily attributable to the increase in income from operations in the Heat Transfer Services and Products operating segment and a decrease in operating loss in the MRO Services for Aviation Components operating segment; partially offset by the decrease in income from operations in the OEM of Heat Management Solutions operating segment and the operating loss in the OEM of Electric Motion Systems operating segment.

Financial expenses. Financial expenses were \$2.2 million for the twelve months ended December 31, 2011, compared to \$1.7 for the twelve months ended December 31, 2010. Financial expenses during the twelve months ended December 31, 2011 primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel, change in the fair value of unrealized hedging transactions profits, and interest payments on short-term credit and long-term loans.

Financial income. Financial income for the twelve months ended December 31, 2011 was \$1.8 million, compared to \$1.6 million for the twelve months ended December 31, 2010. Financial income during the twelve months period ended on December 31, 2011 primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel and between the U.S. dollar and the Euro, realized profits from hedging transactions, interest received from the Israeli tax authorities for excess payments made in previous years and from interest received on short-term investments.

Other expense, net. Other expense for the twelve months ended December 31, 2010, was \$0.2 million and is attributable to other-than-temporary impairment loss on auction rate securities based on fair value estimation.

Taxes. income for the twelve months ended December 31, 2011, amounted to \$0.3 million, compared to tax income of \$4.1 million for the twelve months ended December 31, 2010. Tax income for the twelve months ended December 31, 2011, is primarily attributable to (i) an increase in pre-tax income in the Heat Transfer Services and Products operating segment; (ii) a decrease in pre-tax loss in the MRO Services for Aviation Components operating segment; (iii) increase in tax expenses in the OEM of Heat Management Solutions operating segment, due to higher income before tax for Israeli tax purposes that was impacted by changes in exchange rates between U.S. dollar and the Israeli Shekel. The increase in the tax expenses was partially offset by the pre-tax losses incurred in the OEM of Electric Motion Systems operating segment.

Share in results of affiliated company and impairment of share in affiliated Company. TAT recognized income of \$0.33 million from its interest in FAvS's results for the twelve months ended December 31, 2011 compared to loss of \$4.5 million from its interest in FAvS's results and impairment of its share in FAvS (with the assistance of an independent appraisal) for the twelve months ended December 31, 2010.

On June 30, 2011 TAT's interests in FAvS were diluted from 36.6% to 30.3% (30.02% as of December 31, 2011) (see also "FavS Transaction" below).

Net loss (income)attributable to noncontrolling interest. TAT recognized an immaterial amount of net loss attributable to noncontrolling interest for the twelve months ended December 31, 2011 compared with net income attributable to noncontrolling interest of \$0.1 million for the twelve months ended December 31, 2010, primarily attributable to our 70% held Bental subsidiary.

Net loss attributable to controlling interest. TAT recognized a net loss of \$1.0 million for the twelve months period ended on December 31, 2011 compared to net loss of \$7.4 million for the twelve months ended on December 31, 2010.

#### Quarterly Results Of Operations (UNAUDITED)

The following table presents the unaudited consolidated statements of operations data for each of the eight fiscal quarters ended December 31, 2012, in dollars and as a percentage of revenues. In the opinion of TAT's management, this unaudited information has been prepared on the same basis as TAT's audited consolidated financial statements and includes all adjustments, consisting only of normal recurring adjustments, necessary for fair statement of the unaudited information for the quarters presented. The results of operations for any quarter are not necessarily indicative of results that TAT might achieve for any subsequent periods.

## Edgar Filing: TAT TECHNOLOGIES LTD - Form 20-F

	Three months ended							
	2012			2011				
	Dec. 31,	Sept. 30,	June 30,	Mar. 31,	Dec. 31,	Sept. 30,	June 30,	Mar. 31,
	(\$ in thousands)							
Revenues	\$23,039	\$22,079	\$22,127	\$20,677	\$23,391	\$20,710	\$19,894	\$21,402
Cost of revenues	17,779	16,279	16,421	16,103	18,442	16,284	15,801	15,692
Write down of inventory and impairment charges of long lived assets					-	5,763	-	-
Gross profit (loss)	5,260	5,800	5,706	4,574	4,949	(1,337 )	4,093	5,710
Research and Development, net	313	164	501	174	143	180	198	265
Selling and marketing expenses	830	783	924	889	957	715	885	882
General and administrative expenses	3,233	2,504	2,755	2,995	2,940	2,985	2,555	2,469
Impairment of goodwill and intangible assets	-	-	1,015	-	-	-	-	-
Other expenses (income)	(1 )	-	(4 )	14	(44 )	(125 )	-	-
Operating income (loss)	885	2,349	515	502	953	(5,092 )	455	2,094
Financial income (expenses), net	(18 )	(40 )	(383 )	260	(334 )	(377 )	122	209
Gain from dilution of interests in affiliated company	-	-	-	-	-	-	240	-
Income (loss) before taxes on income	867	2,309	132	762	619	(5,469 )	817	2,303
Taxes on income (tax benefit)	190	565	1,063	268	363	(1,948 )	489	780
Share in results of affiliated company and impairment of share in affiliated company	(540 )	136	(3,312 )	(40 )	(119 )	167	197	86
Net income (loss)	137	1,880	(4,243 )	454	137	(3,354 )	525	1,609
	(8 )	(108 )	44	130	(20 )	70	110	(107 )

Edgar Filing: TAT TECHNOLOGIES LTD - Form 20-F

Net loss (income) attributable to non controlling interest															
Net income (loss) attributable to TAT Technologies' Shareholders	\$129		\$1,772		\$(4,199 )		\$584		\$117		\$(3,284 )		\$635		\$1,502
Revenues	100.0 %		100.0 %		100.0 %		100.0		100.0 %		100.0 %		100.0 %		100.0 %
Cost of revenues	77.2		73.7		74.2		77.9		78.8		78.6		79.4		73.3
Write down of inventory and impairment charges of long lived assets	-		-		-		-		-		27.8		-		-
Gross profit (loss)	22.8		26.3		25.8		22.1		21.2		(6.4 )		20.6		26.7
Research and Development, net	1.4		0.7		2.3		0.8		0.6		0.9		1.0		1.2
Selling and marketing expenses	3.6		3.6		4.2		4.3		4.1		3.5		4.4		4.1
General and administrative expenses	14.0		11.4		12.4		14.5		12.6		14.4		12.9		11.6
Write off of goodwill and intangible assets	-		-		4.6		-		-		-		-		-
Other expenses (income)	-		*		*		0.1		(0.2 )		(0.6 )		-		-
Operating income (loss)	3.8		10.6		2.3		2.4		4.1		(24.6 )		2.3		9.8
Financial income (expenses), net	(0.1 )		(0.1 )		(1.7 )		1.3		(1.4 )		(1.8 )		0.6		0.9
Gain from dilution of interests in affiliated company	-		-		-		-		-		-		1.2		-
Income (loss) before taxes on income	3.7		10.5		0.6		3.7		2.7		(26.4 )		4.1		10.7
Taxes on income (tax benefit)	0.8		2.6		4.8		1.3		(1.6 )		(9.4 )		2.5		3.6
Share in results of affiliated company and impairment of share in affiliated	(2.3 )		0.6		(15.0 )				(0.5 )		(0.8 )		1.0		*

Edgar Filing: TAT TECHNOLOGIES LTD - Form 20-F

company

Net income (loss)	0.6		7.3		(19.2 )		2.4		0.6		(16.2 )		2.6		7.1	
Net loss (income)																
attributable to non controlling interest	*		(0.5 )		0.2		(0.2 )		(0.1 )		0.3		0.6		(0.5 )	
Net income (loss) attributable to TAT Technologies' Shareholders	0.6	%	7.8	%	(19.0 )%		2.6	%	0.5	%	(15.9 )%		3.2	%	7.0	%

TAT expects its operating results may fluctuate in the future as a result of various factors, many of which are outside of TAT's control, including the timing of orders, the provision of services and deliveries. Consequently, TAT believes that period-to-period comparisons of its operating results may not necessarily be meaningful, and as a result, you should not rely on them as an indication of future performance.

#### Seasonality

In the OEM industry in general and in TAT's OEM businesses in particular, the majority of customers operate based on annual budgets and tend to utilize during the fiscal fourth quarter the remaining balance of any un-used budgets. This trend is more typical with customers from the defense industry. Accordingly, TAT is more likely to generate increased revenues in the OEM businesses (such as TAT's OEM of Heat Management Solutions and OEM of Electric Motion Systems) during the fiscal fourth quarter. The aviation industry is known for its highest traffic in the third quarter, primarily attributable to summer vacations. As a result, during the fiscal third quarter, airlines tend to postpone, to the extent possible, maintenance and repair of their aircraft to minimize aircraft grounding. Accordingly, TAT is more likely to notice decreased revenues in the MRO businesses (such as TAT's MRO for Aviation Components and Heat Transfer Services and Products) during the fiscal third quarter with recovery during subsequent quarters. Notwithstanding the above, the seasonality trends do not necessarily have a material impact on the over whole revenues of TAT.



### Conditions in Israel

TAT is incorporated under the laws of, and its principal executive offices and manufacturing and research and development facilities are located in, the State of Israel. See “RISK FACTORS” for a description of governmental, economic, fiscal, monetary or political policies or factors that have materially affected or could materially affect TAT’s operations.

### Trade Relations

Israel is a member of the United Nations, the International Monetary Fund, the International Bank for Reconstruction and Development and the International Finance Corporation. Israel is a member of the World Trade Organization and is a signatory to the General Agreement on Tariffs and Trade. In addition, Israel has been granted preferences under the Generalized System of Preferences from the United States, Australia, Canada and Japan. These preferences allow Israel to export the products covered by such programs either duty-free or at reduced tariffs.

Israel and the European Union Community, known now as the “European Union,” concluded a Free Trade Agreement in July 1975 that confers some advantages with respect to Israeli exports to most European countries and obligates Israel to lower its tariffs with respect to imports from these countries over a number of years. In 1985, Israel and the United States entered into an agreement to establish a Free Trade Area. The Free Trade Area has eliminated all tariff and some non-tariff barriers on most trade between the two countries. On January 1, 1993, an agreement between Israel and the European Free Trade Association, known as the “EFTA,” established a free-trade zone between Israel and the EFTA nations. In November 1995, Israel entered into a new agreement with the European Union, which includes a redefinition of rules of origin and other improvements, such as allowing Israel to become a member of the Research and Technology programs of the European Union. In recent years, Israel has established commercial and trade relations with a number of other nations, including Russia, China, India, Turkey and other nations in Eastern Europe and the Asia-Pacific region.

## Impact of Currency Fluctuation and of Inflation

TAT reports its financial results in dollars and receives payment primarily in dollars or dollar-linked NIS for all of its sales while it incurs a portion of its expenses, principally salaries and related personnel expenses in Israel, in NIS. Additionally, certain assets, as well as a portion of its liabilities, are denominated in NIS. Therefore, the dollar cost of its operations is influenced by the extent to which any inflation in Israel is offset on a lagging basis, or is not offset by the devaluation of the NIS in relation to the U.S. dollar. When the rate of inflation in Israel exceeds the rate of devaluation of the NIS against the U.S. dollar, the dollar cost of operations in Israel increases. If the dollar cost of operations in Israel increases, its dollar-measured results of operations will be adversely affected. TAT cannot assure you that TAT will not be materially and adversely affected in the future if inflation in Israel exceeds the devaluation of the NIS against the dollar or if the timing of the devaluation lags behind inflation in Israel.

The following table presents information about the rate of inflation in Israel, the rate of devaluation (appreciation) of the NIS against the U.S. dollar, and the rate of inflation of Israel adjusted for the devaluation:

Year ended December 31,	Israeli inflation rate%	NIS appreciation (devaluation) to the US dollar rate%	Israeli inflation adjusted for appreciation (devaluation) %
2003	(1.9 )	7.6	5.7
2004	1.2	1.6	2.8
2005	2.4	(6.8 )	(4.4 )
2006	(0.1 )	8.2	8.1
2007	3.4	9.0	12.4
2008	3.8	1.1	4.9
2009	3.9	0.7	4.6
2010	2.7	6.4	9.1
2011	2.2	(7.7 )	(5.5 )
2012	1.4	2.3	3.7

A devaluation of the NIS in relation to the U.S. dollar has the effect of reducing the U.S. dollar amount of any of its expenses or liabilities which are payable in NIS, unless these expenses or payables are linked to the U.S. dollar. This devaluation also has the effect of decreasing the U.S. dollar value of any asset which consists of NIS or receivables payable in NIS, unless the receivables are linked to the U.S. dollar. Conversely, any increase in the value of the NIS in relation to the U.S. dollar has the effect of increasing the U.S. dollar value of any unlinked NIS assets and the U.S. dollar amounts of any unlinked NIS liabilities and expenses. During the years 2010 and 2009 the NIS appreciated against the U.S. dollar, which resulted in a significant increase in the U.S. dollar cost of TAT's NIS expenses. Such trend was reversed during the first half of 2011 and by the end of the year the NIS depreciated against the U.S. dollar by 7.7%. Such trend was continued through the end of September 2012, during which the NIS depreciated by additional 2.4%. By the end of 2012 this trend had reversed and the NIS was appreciated by 4.6%. During the first four months of 2012 NIS further appreciated against the U.S. dollar by approximately additional 2.8%.

Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations and especially larger periodic devaluations will have an impact on TAT's profitability and period-to-period comparisons of its results. The effects of foreign currency re-measurements are reported in TAT's consolidated financial statements in current operations. TAT cannot assure you that in the future its results of operations may not be materially adversely affected by currency fluctuations.

#### Corporate Tax Rate

Israeli companies are generally subject to income tax on their taxable income. The applicable rate for 2011 was 24% and was due to further gradually reduce to 18% in 2016 and thereafter. Nevertheless, on December 5, 2011, the Knesset (Israel's Parliament) passed a law for changing the tax burden (Legislative Amendments), which canceled, among others, the gradual reduction in the corporate tax rates in Israel. In addition, the corporate tax in Israel increased to 25% starting in 2012. However, the rate is effectively reduced for income derived from an approved enterprise and beneficiary enterprise. Until December 31, 2010, TAT and Bental have elected to participate in the alternative package of tax benefits for its current approved enterprise and beneficiary enterprise under the Law for the Encouragement of Capital Investments, 1959, as amended, the income derived from those enterprises will be exempt from Israeli corporate tax for a specified benefit period (except to the extent that dividends are distributed during the tax-exemption period other than upon liquidation) and subject to reduced corporate tax rates for an additional period.

Additional amendments to the Approved Enterprise Law became effective in January 2011 (the “2011 Amendment”). Under the 2011 Amendment, income derived by ‘Preferred Companies’ from ‘Preferred Enterprises’ (both as defined in the 2011 Amendment) would be subject to a uniform rate of corporate tax as opposed to the current incentives that are limited to income from Approved or Benefiting Enterprises during their benefits period. According to the 2011 Amendment, the uniform tax rate on such income, referred to as ‘Preferred Income’, would be 10% in areas in Israel that are designated as Development Zone A and 15% elsewhere in Israel during 2011-2012, 7% and 12.5%, respectively, in 2013-2014, and 6% and 12%, respectively, thereafter. Income derived by a Preferred Company from a ‘Special Preferred Enterprise’ (as defined in the Approved Enterprise) would enjoy further reduced tax rates for a period of ten years of 5% in Zone A and 8% elsewhere. As with dividends distributed from taxable income derived from an Approved Enterprise or Benefiting Enterprise during the applicable benefits period, dividends distributed from Preferred Income would be subject to a 15% tax (or lower, if so provided under an applicable tax treaty), which would generally be withheld by the distributing company. While the Company may incur additional tax liability in the event of distribution of dividends from tax exempt income generated from its Approved and Benefiting Enterprises, no additional tax liability will be incurred by the Company in the event of distribution of dividends from income taxed in accordance with the 2011 Amendment.

Under the transitional provisions of the 2011 Amendment, the Company and Bental elected to irrevocably implement the 2011 Amendment with respect to its existing Approved and Benefiting Enterprises while waiving benefits provided under the legislation prior to the 2011 Amendment.

Certain investment income derived by TAT from investments may not be regarded by the Israeli tax authorities as income from TAT’s approved and beneficiary enterprises and consequently may be taxed at the regular statutory rate in Israel.

Certain of TAT’s subsidiaries operate in and are subject to the tax laws of various other jurisdictions, primarily the United States. TAT’s U.S. subsidiaries are taxed based on federal and state tax laws. The effective tax of TAT’s U.S. subsidiaries was 38% in the years ended December 31, 2012, 2011 and 2010, respectively.

### Recently Issued Accounting Standards

In December 2011, the FASB amended its guidance on disclosures about offsetting assets and liabilities. The amendment enhances disclosures regarding financial instruments and derivative instruments that are either (1) offset in accordance with GAAP or (2) subject to an enforceable master netting arrangement. This information will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments.

The amendments in ASU 2011-11 will be applied for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented.

The Company does not expect ASU 2011-11, which relates to disclosure matters only, to have an impact on the Company's consolidated financial position, results of operations or cash flows.

### Liquidity and Capital Resources

As of December 31, 2012, TAT had cash and cash equivalents and short-term bank deposits of \$26.6 million and restricted cash of \$2.3 million (such restricted cash was released on March 18, 2013, following the API Transaction), which equals \$28.9 million of financial assets, compared with cash and cash equivalents \$26.2 million, marketable securities of \$1.9 million and restricted cash of \$3.3 million, which equals \$31.4 million of financial assets as of December 31, 2011. Financial assets, net of debt were \$24.5 million in December 31, 2012 compared to \$22.0 million in December 31, 2011

On November 15, 2011, TAT's subsidiary, Limco-Piedmont renewed its credit facility with a U.S bank for an additional 21 month period ending on August 31, 2013 for borrowings of up to \$10 million under certain conditions, of which, as of December 31, 2012, Limco-Piedmont had utilized \$0.7 million. As of December 31, 2012 the Company met all financial covenants related to such credit facility.

With regards to loans balance in the total amount of \$5.5 million received by TAT from an Israeli bank, in September, 2011 TAT reached agreement with its lending bank to adjust certain financial covenants related to the said loans. Accordingly, as of December 31, 2012 and 2011 the Company met all financial covenants related to such loans. On November 7, 2011, the Company made a prepayment of \$2.25 million, and on November 6, 2012, additional prepayment of \$0.8 million following which its remaining balance was \$2.5 million.

On September 7, 2011 TAT received a loan from its Bental subsidiary for the total amount of NIS2.5 million (approximately \$0.7 million), to be repaid in whole at the end of a 24 month period (the "Term"). The principle amount bears interest of Prime +1% payable on a quarterly basis and may be repaid at any time during the Term upon TAT's discretion. Simultaneously with such loan, Bental received a loan from an Israeli bank for similar amount under similar terms and conditions.

Capital expenditures for the years ended December 31, 2012, 2011 and 2010 were approximately \$2.4 million, \$3.3 million and \$2.9 million, respectively. These capital expenditures were principally for the purchase of equipment for the OEM and MRO facilities. TAT funded these expenditures from cash flows from operations and also from financing activities. TAT expects that its available cash and cash equivalents and cash flow that will be generated from operations will be sufficient to enable it fund its capital expenditures.

TAT believes that anticipated cash flow from operations and its current cash balances will be sufficient to meet its cash requirements for at least 12 months. TAT's future capital requirements will depend on many factors, including its rate of revenue growth, the expansion of its selling and marketing activities, costs associated with expansion into new markets and the timing of the introduction of new products and services.

On April 22, 2012, subsequent to the balance sheet date, TAT's Board declared a cash dividend in the total amount of \$2.5M' (approximately NIS9.4 million), or \$0.283 per share (approximately NIS1.065 per share), for all of the shareholders of TAT. The dividend was paid on May 17, 2012 to shareholders of record on May 3, 2012.

TAT's Israeli operations are profitable and expected to continue to be profitable. Accordingly there are no liquidity constraints that require the distribution of retain earnings from TAT's U.S. subsidiaries.

#### Cash Flows

The following table summarizes TAT's cash flows for the periods presented:

	Year Ended December 31, (in thousands)		
	2012	2011	2010
Net cash provided by (used in) operating activities	\$ 7,738	\$ 698	\$ 3,038
Net cash provided by (used in) investing activities	(9,912 )	(602 )	(2,986 )
Net cash provided by (used in) financing activities	(7,545 )	850	1,358
Effect of changes in exchange rate on cash and cash equivalents of foreign currency subsidiary company	68	(51 )	59
Net increase (decrease) in cash and cash equivalents	(9,651 )	(805 )	1,469
Cash and cash equivalents at beginning of the year	26,232	27,037	25,568
Cash and cash equivalents at end of the year	\$ 16,581	\$ 26,232	\$ 27,037

The net cash provided by operating activities for the year ended December 31, 2012 amounted to approximately \$7.7 million, compared to \$0.7 million for the year ended December 31, 2011 and \$3.0 for the year ended December 31, 2010.

Net cash provided by operating activities for the year ended December 31, 2012 was principally derived from \$1.8 million of net loss and from the following adjustments for the following non-cash line items: an upwards adjustment of \$2.4 million for depreciation and amortization; an upwards adjustment of \$1.0 million for impairment of goodwill; an upwards adjustment of \$3.8 million for share in results of affiliated company and impairment of share in affiliated company; an upwards adjustment of \$1.7 million for decrease in net deferred income tax asset; an upwards adjustment of \$0.7 million for decrease in amounts due from related parties; an upwards adjustment of \$0.5 million for decrease in other accounts receivable and prepaid expenses and an upwards adjustment of \$1.3 million for increase in trade accounts payable and other accounts payable and accrued expenses. This was offset with a downward adjustment of \$0.5 million for increase in trade accounts receivable, downward adjustment of \$0.4 million from change in fair value of derivatives and a downward adjustment of \$1.7 million for increase in inventories.

Net cash provided by operating activities for the year ended December 31, 2011 was principally derived from \$1.1 million of net loss adjusted for the following non-cash line items: an upwards adjustment of \$3.3 million for depreciation and amortization; an upwards adjustment of \$2.5 million for write down of inventory, an upwards adjustment of \$3.3 million for impairment of long lived assets; an upwards adjustment of \$1.3 million for decrease in other accounts receivable and prepaid expenses. This was offset with a downward adjustment of \$0.9 million for increase in deferred income taxes net, a downward adjustment of \$1.2 million for increase in related parties, net and trade accounts receivable, a downward adjustment of \$2.0 million for increase in inventories (excluding the above write down), a downward adjustment of \$2.5 million for decrease in trade accounts payable and a downward adjustment of \$1.6 million for decrease in other accounts payable and accrued expenses.

Net cash provided by operating activities for the year ended December 31, 2010, was principally derived from \$7.3 million of net loss and from the following adjustments for the following non-cash line items: an upwards adjustment of \$3.4 million for depreciation and amortization; an upwards adjustment of \$3.5 million for write down of inventory, an upwards adjustment of \$4.7 million for impairment of goodwill and long lived assets; an upwards adjustment of \$4.5 million for share in loss and impairment of investment of an affiliated company, an upwards adjustment of \$1.8 million for increase in trade accounts payable, an upwards adjustment of \$1.6 million for increase in other accounts payable and accrued expenses. This was offset with a downward adjustment of \$3.0 million for increase in deferred income taxes, net, a downward adjustment of \$4.7 million for increase in trade accounts receivable, a downward adjustment of \$1.6 million for increase in inventories (excluding the above write down), a downward adjustment of \$1.0 million for increase in other accounts receivable and prepaid expenses.

The increase in trade receivables in 2010 resulted primarily from the increased revenues, excluding revenues of the Parts services and Propellers MRO operations contributed to FAvS on December 4, 2009. The increase in inventories in 2011 and 2010 resulted from purchases of inventories in relatively large quantities sufficient to support long term contracts, enabling TAT to enjoy relatively lower prices.



Net cash used in investing activities was approximately \$9.9 million for the year ended December 31, 2012, compared to net cash used in investing activities of \$0.6 million for the year ended December 31, 2011 and net cash used in investing activities of approximately \$3.0 million for the year ended December 31, 2010.

Of the cash used in investing activities in the year ended December 31, 2012 approximately \$2.4 million was used for the purchase of property and equipment, primarily production equipment and building improvements and \$10.0 million used for investment in short-term deposit, partially offset by \$1.9 million of proceeds received from selling marketable securities and \$0.9 million from the release of restricted deposit.

Of the cash used in investing activities in the year ended December 31, 2011 approximately \$3.3 million was used for the purchase of property and equipment, primarily production equipment and building improvements and \$0.6 million used for the purchase of marketable securities, partially offset by \$1.2 million of proceeds received from selling marketable securities and \$1.8 million from the exercise of restricted deposit.

Of the cash used in investing activities in the year ended December 31, 2010 approximately \$3.0 million was used for the purchase of property and equipment, primarily production equipment and building improvements and \$0.6 million used for the purchase of marketable securities, partially offset by \$0.9 million of proceeds received from selling marketable securities.

Net cash used in financing activities was approximately \$7.5 million for the year ended December 31, 2012, compared to net cash used in financing activities of approximately \$0.8 million for the year ended December 31, 2011 and net cash provided by financing activities of approximately \$1.4 million for the year ended December 31, 2010.

In the year ended December 31, 2012, the net cash used in financing activities was primarily attributable to repayments of \$4.5 million of short-term credit, repayments of \$1.0 million of long-term loans and payment of \$2.5 million of cash dividend.

In the year ended December 31, 2011, the net cash used in financing activities was primarily attributable to repayments of \$3.4 million of long term loan, partially offset by proceeds of \$2.6 million short term credit received from a bank.

In the year ended December 31, 2010, the net cash provided by financing activities was primarily attributable to proceeds of \$1.7 million short term credit received from a bank and proceeds of \$1.2 million from long-term loans received, partially offset by \$1.6 million of repayments of long term loans.

A. Research and Development, Patents and Licenses

Not applicable.

B. Trend Information

Our revenues in the US in fiscal 2013 are expected to be impacted by global trends of increased traffic reported by airlines, by the increasing fuel costs that continue to impact the commercial airlines business environment by reducing airlines' profitability and offsetting the positive impact of growing air traffic, by the expected slowdown in the demand for MRO services as a result of airlines deferring MRO activities and utilizing existing stock (destocking) rather than maintaining inventory levels, by the fact that we continue to witness positive indications from commercial OEMs in the aerospace industry that increase backlog of new airplanes and/or airborne platforms/systems and by the fact that the defense market shows growing weakness and is impacted by budget constraints. We also expect that as soon as the aerospace and defense industries recover, our revenues will continue to trend upward.

C. Off-Balance Sheet Arrangements

We are not a party to any material off-balance sheet arrangements. In addition, we have no unconsolidated special purpose financing or partnership entities that are likely to create material contingent obligations.

## D. Tabular Disclosure of Contractual Obligations

The following table summarizes our minimum contractual obligations and commercial commitments as of December 31, 2012 and the effect we expect them to have on our liquidity and cash flow in future periods.

Contractual Obligations	Total	Payments due by Period			
		Less than 1 year	1-3 Years	3-5 Years	More than 5 years
Debt obligations	\$4,380,000	\$3,265,000	\$1,115,000	\$-	\$-
Operating lease obligations (1)	3,295,000	904,000	1,580,000	352,000	495,000
Purchase commitments	5,471,000	5,471,000	-	-	-
Estimated loan interest (2)	170,000	124,000	46,000	-	-
<b>Total</b>	<b>\$13,316,000</b>	<b>\$9,764,000</b>	<b>\$2,741,000</b>	<b>\$352,000</b>	<b>\$459,000</b>

(1) Pursuant to the terms of the agreement we entered into with TAT Industries in 2000 to purchase its operations relating to the manufacture of aviation accessories, we rent from TAT Industries the real estate and buildings encompassing an area of approximately 302,000 square feet for a period of 24 years and eleven months. In consideration we agreed to pay TAT Industries annual rental payments of approximately \$416,000 for the year ended December 31, 2012 with an additional incremental payment of 2% per year. Such rental rates are subject to revaluation every fifth year.

(2) Interest related to (i) a loan in the amount of \$523,000 which bears annual fixed interest of 5.25% and will be repaid in August 2014; and (ii) loans in the total amount of \$2,477,000 which will be repaid in four annual installments commencing 2011. These loans bear quarterly interest of Libor + 3.5% and Libor + 1.8%.

In addition, we have long-term liabilities for severance pay that are calculated pursuant to Israeli severance pay law generally based on the most recent salary of the employees multiplied by the number of years of employment, as of the balance sheet date. Employees are entitled to one month's salary for each year of employment or a portion thereof. As of December 31, 2012, our severance pay liability, net was \$497,000.

## Item 6. Directors, Senior Management and Employees

## A. Directors and Senior Management

Set forth below are the name, age, principal position and a biographical description of each of our directors and executive officers, as of the date hereof:

Name	Age	Position
Zeev Birnboim	63	Chairman of the Board of Directors *
Itsik Maaravi	53	Chief Executive Officer
Todd Schwartz	45	Chief Executive Officer of Piedmont
Yair Raz	57	Chief Executive Officer of Limco
Shmuel Mendel	61	Chief Executive Officer of Bental
Yaron Shalem	40	Chief Financial Officer
Shlomi Karako	54	Vice President Operations
Avi Shani	65	Independent outside Director **
Iris Shapira	46	Independent Director **
Jan Loeb	54	Director
Yankale Shahar	51	Independent outside Director **

(\*) Chairman of Bental's board of directors

(\*\*) Member of the audit committee and member of the committee that examines the financial statements, prior to the Board of Directors' approval; also a member of the compensation committee.

Zeev Birnboim was elected as the Chairman of TAT's Board of Directors in March 2013. Mr. Birnboim served from 2009 to 2012, as the Vice President of Business Development, Sales and Marketing of Krausz Industries Ltd. Prior to that, Mr. Birnboim served, inter alia, as the President & CEO of Vita Pri Hagalil Ltd (2004-2009), as the President & CEO of Smart Storage Ltd. (2002-2004) and as the President & CEO of Tadiran-Ampa Ltd. (1998-2002). Mr. Birnboim holds a B.A. in economics and MBA from Hebrew University and has completed the International Senior Management Program at Harvard University.

Avi Shani has served as an outside director (within the meaning of the Israeli Companies Law) since August 2008 and is a member of TAT's Audit Committee; in August 2011, Mr. Shani was re-elected to serve as an outside director for a second three-year term. Mr. Shani is also serving as a director of Psagot Providence Funds and of Psagot Pensions Funds. From 2005 until 2008 Mr. Shani served as the CEO of TCM Mobile, a start up company, and prior to that, during years 2000 - 2004 he served as Executive Vice President Investments and Chief Economist of IDB Development, a leading Israeli holding company, in charge of new Investments. Mr. Shani holds a B.A degree in Economics and an MBA, both from Tel Aviv University.

Iris Shapira was elected as a director and as a member of TAT's Audit Committee in January 2012. The Audit Committee also determined that Ms. Shapira is qualified as a "director with accounting and financial expertise". Ms. Shapira has served, since February 2010, as the CFO of Haldor Advanced Technologies Ltd. and, since 2010, as an outside director of Computer Direct Group Ltd. During 2010-2011, she served as an outside director of E.T. View Ltd, and during 2003-2007 as the CFO of Cloverleaf Communications Inc. Prior to that, Ms. Shapira served, inter alia, as the CFO of Emblaze Mobile Technologies Ltd. and of Mofet Venture Capital Fund. Ms. Shapira holds a B.A. in accounting and economics from Tel Aviv University and is a certified CPA (Israel).

Jan Loeb was elected as a director by our Board of Directors in August 2009. Mr. Loeb has served as President of Leap Tide Capital Management, Inc., a capital investment firm, since 2007. From February 2005 through January 2007, he served as a portfolio manager of Amtrust Capital Management, Inc. From February 2004 through January 2005, Mr. Loeb was a Portfolio Manager for Chesapeake Partners, a capital investment firm. From January 2002 through December 2004, Mr. Loeb was a Managing Director of Jefferies & Company, Inc., an investment banking firm based in New York City. From 1994 through 2001, Mr. Loeb was a Managing Director of Dresdner Kleinwort and Wasserstein, Inc., an investment banking firm based in New York City, which was formerly known as Wasserstein Perella & Co., Inc. Mr. Loeb is also a director of American Pacific Corp and was a director of Pernix Therapeutics Holdings, Inc. until September 2011. Mr. Loeb graduated from Baruch College – City University of New York with a baccalaureate in Finance and Investments.

Mr. Yacov Shahar had served as an outside director (within the meaning of the Israeli Companies Law) since August 2010 and is a member of TAT's Audit Committee. Mr. Shahar served as the Chief Financial Officer and Vice President of Elad Group, Canada, from 2004 through 2005, and between years 1990-2004 he served as a customer relations manager in the business division at Bank Hapoalim. Mr. Shahar holds a B.A. degree in Economics and Mathematics from the Hebrew University of Jerusalem.

Mr. Itsik Maaravi has served as TAT's Chief Executive Officer since January 2012. Prior to that, Mr. Maaravi served as President of TAT's Piedmont subsidiary, a position he held since July 2011. From July 2009 through June 2011 Mr. Maaravi was Chief Marketing Officer for Piedmont as well as for the Company's Limco subsidiary. Between 2000 and June 2009 Mr. Maaravi held senior marketing positions at Kamor Aviation and Israel Aerospace Industries.

Mr. Todd Schwarz has served as Chief Executive Offices of Piedmont since October 2012 and prior thereto as its Chief Financial Officer since January 2011. He began his career with Ernst& Young as a tax specialist in 1989 and immediately before joining Piedmont was the Vice President of Finance and Administration for a regional real estate developer. Mr. Schwarz holds a MBA from the University of Virginia's Darden School of Business and a B.A. in Accountancy from North Carolina State University.

Dr. Yair Raz has served as Chief Executive Offices of Limco since November 2012. Prior to that, Dr. Raz served as the Chief Operating Officer of Piedmont Aviation, a position he held since April 2012. From January 2011 to January 2012 Dr. Raz was the BTI Vice President Marketing and Business Development for North America. Between August 2005 and December 2011 Dr. Raz served as General Manager of PCI, a PWA and BTI Joint Venture in the US. Between 1995 and July 2005 Dr. Raz held a growing responsibility Leadership Positions with PCI in the US including Operation Manager, Engineering, Procurement and President Assistant. Between 1998 and 2012 Dr. Raz was also involved with the JV of BTI and PWA in Xian China. Between 1983 and 1995 Dr. Raz held growing leadership positions with BTL in Israel. Those positions included Quality and Plant Management. Dr. Raz holds a B.Sc degree in Mechanical Engineering and a M.Sc degree in Material science from the Technion in Haifa and a Phd. degree from La Salle University in the US.

Mr. Shmulik Mandel has served as Bental's Chief Executive Officer since June 2006. Between the years 1998-2006, Mr. Mandel served as the Chairman of the Board of Bental. From 1995 to 1998 Mr. Mandel served as the director of economic affairs for the United Kibutzim Movement in Israel. From 1993 to 2006 Mr. Mandel served as Chairman of the Board of Director of different corporations, among them Atudot Pension Fund Ltd., Lehavot Production and Shield Ltd., Lordan Ltd. and The Investment Company of the Bank for Industrial Development. Mr. Mandel holds a B.S degree in Computer Sciences from the Technion.

Mr. Yaron Shalem has served as TAT's Chief Financial Officer since August 2008. Prior to that, between the years 2006 and 2008 Mr. Shalem served as the CFO of OrganiTech USA Inc. - a provider of high-tech hydroponics factories. Prior to that, during years 2003-2005 Mr. Shalem served as the CFO of Arelnet Ltd. - a provider of IP based telecom switches. Before that Mr. Shalem was the CFO of CellPay Ltd, an Israeli start-up provider in the Mobile Payment arena. Mr. Shalem is a CPA and holds a B.A. in Economy & Accounting from Tel Aviv University and an MBA degree from Bar-Ilan University.

Mr. Shlomi Karako has served as TAT's VP Operations since June 2011. Prior to that, between the years 2009 and 2011 Mr. Karako served as an Executive Vice President at Spectronix Ltd. From 2005 through 2009 Mr. Karako served as the General Manager of the business jets division of the Israel Aerospace Industry (IAI). Prior to that, Mr. Karako served in the Israeli Air Force (IAF) for 27 years and retired as Colonel – his last position was managing the aircraft department, with responsibility for engineering, maintenance and logistics for all IAF aircraft. Mr. Karako holds a B.Sc in mechanical engineering from Beer-Shiva University and an M.B.A. from Tel Aviv University.

#### Compensation

The following table sets forth all the compensation TAT paid with respect to all of its directors and executive officers as a group for the year ended December 31, 2012.

	Salaries, fees, Commissions and bonuses	Other benefits
All directors and executive officers as a group (10 persons)	\$ 1,249,000	\$ 340,000

During the year ended December 31, 2012, TAT paid its directors, the determined medium amounts permitted by law to an outside director (within the meaning of the Israeli companies Law) which was: a per meeting attendance fee of NIS 2,540 (approximately \$658), plus an annual fee of NIS 68,005 (approximately \$17,627).

#### B. Board Practices

##### Introduction

According to the Israeli Companies Law and our articles of association, the management of our business is vested in our board of directors. The board of directors may exercise all powers and may take all actions that are not specifically granted to another organ in the company (including our shareholders). Our executive officers are responsible for our day-to-day management. Our executive officers have individual responsibilities established by our chief executive officer and board of directors.

## Election of Directors

Our articles of association provide for a board of directors consisting of such number of directors as may be determined from time to time at a general meeting of shareholders, provided that it shall be no less than two or more than eleven. Our board of directors is currently composed of five directors, including three independent directors, two of whom also qualify as outside directors within the meaning of the Israeli Companies Law.

Pursuant to our articles of association and in accordance with the Israeli Companies Law, our directors (except the outside directors) are elected at our annual general meeting of shareholders by a vote of the holders of a majority of the voting power represented and voting at such meeting; in addition, directors (except the outside directors) may be appointed by a vote of a majority of directors then in office. All our directors (except the outside directors) hold office until the annual general meeting of shareholders succeeding their election (provided that if no directors are elected at the annual general meeting, the directors in office at the time such meeting was convened shall continue to hold their office) or until their earlier death, resignation, removal or other circumstances as set forth in the Israeli law. All the members of our Board of Directors (except the outside directors) may be reelected upon completion of their term of office.

The Israeli Companies Law requires the board of directors of a public company to determine a minimum number of directors with “accounting and financial expertise.” Our board of directors determined, accordingly, that at least two directors must have “accounting and financial expertise,” as such term is defined by regulations promulgated under the Israeli Companies Law.

We are exempt from the requirements of the NASDAQ Marketplace Rules with regard to the nomination process of directors since we are a controlled company within the meaning of NASDAQ Marketplace Rule 5615(c)(2). See below in this Item 6. “Directors, Senior Management and Employees - Board Practices - NASDAQ Exemptions for a Controlled Company.”



## Outside and Independent Directors

Outside Directors. Under the Israeli Companies Law, Israeli companies whose shares have been offered to the public or whose shares are listed in an authorized stock exchange (accordingly, such shares are considered as held by "the public") are required to appoint at least two outside directors who meet the independence criteria set by the Israeli Companies Law.

A person is qualified to serve as an outside director only if he or she has "accounting and financial expertise" or "professional qualifications," as such terms are defined by the Israeli Companies Regulations (Conditions and Criteria for a Director Who Possesses Accounting Expertise and a Director Who Possesses Professional Competence), 2005. At least one of the outside directors must have "accounting and financial expertise." Each of our outside directors has "accounting and financial expertise."

The outside directors are elected by a special majority vote at a shareholders meeting as specified hereinafter. The shareholders voting in favor of their initial election must include at least a majority of the shares (i) of the non-controlling shareholders of the company and (ii) which do not have a personal interest in the approval of the election, as a result of their relationships with the controlling shareholders - who actually voted on the matter (not including abstentions). This minority approval requirement need not be met if the total shareholdings of those non-controlling shareholders and shareholders who do not have a personal interest in the matter as a result of their relationships with the controlling shareholders - who actually vote against their election represent 2% or less of all of the voting rights in the company.

In general, outside directors serve for a three-year term and may be reelected to two additional three-year terms by one of the following mechanisms: (1) the board of directors proposed the re-election of the nominee and the re-election was approved by the majority required for appointment of outside directors for their initial term; or (2) a shareholder holding 1% or more of the company's voting rights proposed the re-election of the nominee, and the re-election was approved by a majority of the votes cast by the shareholders of the company, excluding the votes of controlling shareholders or those who have a personal interest in the matter as a result of their relationships with the controlling shareholders, provided that the aggregate votes cast in favor of the re-election by shareholders who are not controlling shareholders and do not have a personal interest in the matter as a result of their relationships with the controlling shareholders constitute more than 2% of the company's voting rights. An outside director may be removed from office at the initiative of the board of directors at a special general meeting of shareholders, if the board resolves that the statutory requirements for that person's appointment as outside director no longer exist, or that the outside director has violated his or her duty of loyalty to the company. The resolution of the special general meeting of shareholders regarding the termination of office of an outside director requires the same majority that is required for the election of an outside director. The court may order the termination of the office of an outside director on the same grounds, following a motion filed by a director or a shareholder. If an outside directorship becomes vacant and as result, there is less than two directors who serve as outside directors in the company, the board of directors is required under the Israeli Companies law to convene a shareholders meeting immediately to appoint a new outside director.

Each committee of the board of directors that is authorized to exercise powers vested in the board of directors must include at least one outside director and the audit committee must include all of the outside directors. An outside director is entitled to compensation as provided in regulations adopted under the Israeli Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, in connection with such service.

Until the lapse of two years from termination of office, we may not engage an outside director or his spouse or child, to serve as an office holder and cannot employ or receive services from these persons, either directly or indirectly, including through a corporation controlled by that person; and with regards to a related person (to a such outside director) as defined in the Israeli Companies law which is not a spouse or child – until the lapse of one year from termination of office.

Independent Directors. As a controlled company, within the meaning of NASDAQ Marketplace Rule 5615(c)(2), we are exempt from the NASDAQ Marketplace Rule which requires that a majority of our board of directors qualify as independent directors, within the meaning of the NASDAQ Marketplace Rules. See Item 6. “Directors, Senior Management and Employees - Board Practices - NASDAQ Exemptions for a Controlled Company”.

#### Audit Committee

Under the Israeli Companies Law, the board of directors of any public company must establish an audit committee. In general, the audit committee must consist of at least three directors and must include all of the outside directors; the majority of the audit committee members must be independent directors within the meaning of the Israeli Companies Law. The audit committee may not include (i) the chairman of the board of directors, (ii) any director employed by the company or by a controlling shareholder of the company (including a company which is controlled by him), (iii) any director providing services to the company or to a controlling shareholder of the company (including to a company which is controlled by him) on an ongoing basis, or (iv) a controlling shareholder or any of the controlling shareholder’s relatives.

In addition, the NASDAQ Marketplace Rules require us to establish an audit committee comprised of at least three members, all of whom must be independent directors, each of whom is financially literate and satisfies the respective “independence” requirements of the Securities and Exchange Commission and NASDAQ and one of whom has accounting or related financial management expertise at senior levels within a company.

Our audit committee acts also as a committee for the review and the approval of our financial statements, and as such, assists our board of directors in overseeing the accounting and financial reporting processes of our company and audits of our financial statements, including the integrity of our financial statements, compliance with legal and regulatory requirements, our independent registered public accountants’ qualifications and independence, the performance of our internal audit function and independent registered public accountants, finding any defects in the business management of our company and proposing to our board of directors ways to correct such defects, approving related-party (officers, directors, controlling shareholder, etc.) transactions with the company as required by Israeli law, examining the scope of work and the payment to our independent auditors and such other duties as may be directed by our board of directors. The audit committee may consult from time to time with our independent auditors and internal auditor with respect to matters involving financial reporting and internal accounting controls.

Our audit committee consists of three members of our board of directors (including two outside directors and one independent director) who satisfy the respective “independence” requirements of the Securities and Exchange Commission, NASDAQ and Israeli law for audit committee members. Our board of directors has determined that each member of our audit committee qualifies as an audit committee financial expert, as defined by rules of the Securities and Exchange Commission. The audit committee meets at least once each quarter.

#### Internal Audit

The Israeli Companies Law requires the board of directors of a public company to appoint an internal auditor following a recommendation by the audit committee. The role of the internal auditor is to examine, among other things, the compliance of the Company’s conduct with applicable law and orderly business practice. The internal auditor must meet certain statutory requirements of independence. Mr. Doron Cohen has served as our internal auditor since December 24, 2008.

#### Directors' Service Contracts

There are no arrangements or understandings between us and any of our subsidiaries, on the one hand, and any of our directors, on the other hand, providing for benefits upon termination of their employment or service as directors of our company or any of our subsidiaries.

#### Approval of Related Party Transactions under Israeli Law

#### Fiduciary Duties of Office Holders

The Israeli Companies Law codifies the fiduciary duties that "office holders," including directors and executive officers, owe to a company. An office holder's fiduciary duties consist of a duty of care and a duty of loyalty. The duty of care requires an office holder to act at a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to utilize reasonable means to obtain (i) information regarding the business feasibility of a given action brought for his approval or performed by him by virtue of his position and (ii) all other information of importance pertaining to the foregoing actions. The duty of loyalty requires that an office holder acts in good faith and for the benefit of the company, including (i) avoiding any conflict of interest between the office holder's position in the company and any other position he holds or his personal affairs, (ii) avoiding any competition with the company's business, (iii) avoiding exploiting any business opportunity of the company in order to receive personal gain for the office holder or others, and (iv) disclosing to the company any information or documents relating to the company's affairs that the office holder has received by virtue of his position as an office holder. Such disclosure is not a breach of the fiduciary duty of the officer to the Company.

#### Disclosure of Personal Interests of an Office Holder; Approval of Transactions with Office Holders

The Israeli Companies Law requires that an office holder promptly, and no later than the first board meeting at which such transaction is considered, disclose any personal interest that he or she may have and all related material information known to him or her and any documents in their position, in connection with any existing or proposed transaction by us. An office holder who did not disclose his personal Interests, will be observed as breached his Fiduciary Duties. In addition, if the transaction is an extraordinary transaction, that is, a transaction other than in the ordinary course of business or other than on market terms, or likely to have a material impact on the company's profitability, assets or liabilities,. The Office Holder must also disclose any personal interest held by the office holder's spouse, brother or sister, parent, grandparent, child as well as brother, sister or parent of such person's spouse or the spouse of any of the above, or by any corporation in which the office holder or his relative (as defined in the Israeli Companies Law) is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager.

Under the Israeli Companies Law, in general all arrangements as to compensation of office holders who are not directors require the approval of the compensation committee and the board of directors, including and exculpation, insurance and indemnification of, or an undertaking to, indemnify an office holder who is not a director. The compensation of office holders who are directors must be approved by our compensation committee, board of directors and the general meeting of our shareholders.

Some transactions, actions and arrangements involving an office holder (or a third party in which an office holder has an interest) must be approved by the board of directors or as otherwise provided for in a company's articles of association. If the transaction is an extraordinary transaction (which defined as a transaction not in the ordinary course of business and for a material value) such a transaction must be approved by the audit committee and by the board of directors itself, and under certain circumstances shareholders' approval may be required. A director who has a personal interest in a transaction that is considered at a meeting of the board of directors or the audit committee may not be present during the board of directors or audit committee discussions and may not vote on the transaction, unless the transaction is not an extraordinary transaction or the majority of the members of the board or the audit committee have a personal interest, as the case may be. In the event the majority of the members of the board of directors or the audit committee have a personal interest, then the approval of the general meeting of shareholders is also required.

#### Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders

The disclosure requirements that apply to an office holder also apply to a transaction in which a controlling shareholder of the company has a personal interest. The Israeli Companies Law provides that an extraordinary transaction with a controlling shareholder or an extraordinary transaction with another person in whom the controlling shareholder has a personal interest or a transaction with a controlling shareholder or his relative regarding terms of service and employment, must be approved by the audit committee (or the compensation committee, as the case may be), the board of directors and the shareholders by a special majority, as follows. The shareholders's general meeting approval for such a transaction must include the majority of the shareholders who have no personal interest in the transaction who voted on the matter (not including abstentions). The transaction can be approved by shareholders' general meeting without this majority approval if the total shareholdings of those shareholders who have no personal interest and voted against the transaction do not represent more than two percent of the voting rights in the company.

Under the regulations promulgated under the Israeli Companies Law, certain extraordinary transactions between a public company and its controlling shareholder(s) do not require shareholder approval . In addition, under such regulations, directors' compensation and employment arrangements in a public company do not require the approval of the shareholders if both the audit committee and the board of directors agree that such arrangements are solely for the benefit of the company or if the directors' compensation does not exceed the maximum amount of compensation for outside directors determined by applicable regulations. Also, employment and compensation arrangements for an office holder that is a controlling shareholder of a public company do not require shareholder approval if certain criteria are met. The foregoing exemptions from shareholder approval will not apply if one or more shareholders holding at least 1% of the issued and outstanding share capital of the company or of the company's voting rights, objects to the use of these exemptions provided that such objection is submitted to the company in writing not later than fourteen days from the date of the filing of a report regarding the adoption of such resolution by the company. If such objection is duly and timely submitted, then the transaction or compensation arrangement of the directors will require shareholders' approval as detailed above.

In addition, a private placement of securities that will (i) cause a person to become a controlling shareholder or (ii) increase the relative holdings of a shareholder that holds 5% or more of the company's outstanding share capital, or (iii) will cause any person to become, as a result of the issuance, a holder of more than 5% of the company's outstanding share capital in a private placement in which 20% or more of the company's outstanding share capital prior to the placement are offered, the payment for which (in whole or in part) is not in cash or not under market terms, requires approval by the board of directors and the shareholders of the company.

## Exculpation, Indemnification and Insurance of Directors and Officers

### Exculpation of Office Holders

The Israeli Companies Law provides that an Israeli company cannot exculpate an office holder from liability with respect to a breach of his duty of loyalty, but may, if permitted by its articles of association, exculpate in advance an office holder from his liability to the company, in whole or in part, with respect to a breach of his or her duty of care. However, a company may not exculpate in advance a director from his or her liability to the company with respect to a breach of his duty of care in the event of distributions.

### Insurance for Office Holders

The Israeli Companies Law provides that a company may, if permitted by its articles of association, enter into a contract to insure an office holder for acts or omissions performed by the office holder in such capacity for:

Breach of his or her duty of care to the company or to another person;

Breach of his or her duty of loyalty to the company, provided that the office holder acted in good faith and had reasonable cause to assume that his act would not prejudice the company's interests;

Monetary liability imposed upon the office holder in favor of another person;

A monetary obligation imposed on the office holder in favor of another person who was injured by a violation, as this term is defined in section 52(54)(a)(1)(a) of the Israeli Securities Law; and

Expenses expended by the office holder, including reasonable litigation expenses, and including attorney's fees, in respect of any proceeding under chapters 8-C, 8-D or 9-A of the Israeli Securities Law or in respect to any monetary sanction.

### Indemnification of Office Holders

The Israeli Companies Law provides that a company may, if permitted by its articles of association, indemnify an office holder for acts or omissions performed by the office holder in such capacity for:

Monetary liability imposed on the office holder in favor of another person by any judgment, including a settlement or an arbitrator's award approved by a court;

Reasonable litigation expenses, including attorney's fees, actually incurred by the office holder as a result of an investigation or proceeding instituted against him or her by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the office holder or the imposition of any monetary liability in lieu of criminal proceedings, or concluded without the filing of an indictment against the office holder and a monetary liability was imposed on the officer holder in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent;

A monetary obligation imposed on the office holder in favor of another person who was injured by a violation, as this term is defined in section 52(54)(a)(1)(a) of the Israeli Securities Law;

Expenses expended by the office holder, including reasonable litigation expenses, and including attorney's fees, in respect of any proceeding under chapters 8-C, 8-D or 9-A of the Israeli Securities Law or in respect to any monetary sanction

Reasonable litigation expenses, including attorneys' fees, incurred by such office holder or which were imposed on him by a court, in proceedings the company instituted against the office holder or that were instituted on the company's behalf or by another person, or in a criminal charge from which the office holder was acquitted, or in a criminal proceeding in which the office holder was convicted of a crime which does not require proof of criminal intent; or

Any other liability, payment or expense which the Company may indemnify its office holders under the Israeli Company Law, the Israeli Securities Law or other Israeli law.

In accordance with the Israeli Companies Law, a company's articles of association may permit the company to:

Undertake in advance to indemnify an office holder, except that with respect to a financial liability imposed on the office holder by any judgment, settlement or court-approved arbitration award, the undertaking must be limited to types of occurrences, which, in the opinion of the company's board of directors, are, at the time of the undertaking, foreseeable due to the company's activities and to an amount or standard that the board of directors has determined is reasonable under the circumstances; and

Undertake in advance to indemnify an office holder for reasonable litigation expenses, including attorney's fees, actually incurred by the office holder as a result of an investigation or proceeding instituted against him or her by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the office holder or the imposition of any monetary liability in lieu of criminal proceedings, or concluded without the filing of an indictment against the office holder and a monetary liability was imposed on the officer holder in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent.

Undertake in advance to indemnify an office holder for reasonable litigation expenses, including attorneys' fees, incurred by such office holder or which were imposed on him by a court, in proceedings the company instituted against the office holder or that were instituted on the company's behalf or by another person, or in a criminal charge from which the office holder was acquitted, or in a criminal proceeding in which the office holder was convicted of a crime which does not require proof of criminal intent.



Retroactively indemnify an office holder of the company.

#### Limitations on Exculpation, Insurance and Indemnification

The Israeli Companies Law provides that neither a provision of the articles of association permitting the company to enter into a contract to insure the liability of an office holder, nor a provision in the articles of association or a resolution of the board of directors permitting the indemnification of an office holder, nor a provision in the articles of association exempting an office holder from duty to the company shall be valid, where such insurance, indemnification or exemption relates to any of the following:

Breach by the office holder of his duty of loyalty, except with respect to insurance coverage or indemnification if the office holder acted in good faith and had reasonable grounds to assume that the act would not prejudice the company;

Breach by the office holder of his duty of care if such breach was committed intentionally or recklessly, unless the breach was committed only negligently;

Any act or omission committed with intent to derive an unlawful personal gain; and

Any fine or forfeiture imposed on the office holder.

In addition, pursuant to the Israeli Companies Law, exemption of, procurement of insurance coverage for, an undertaking to indemnify or indemnification of an office holder must be approved by the compensation committee (with regards to a "Public Company" or to a "Bond Company", as determined in the Israeli Companies Law), and the board of directors and, if such office holder is a director or a controlling shareholder or a relative of the controlling shareholder, also by the shareholders general meeting. A special majority at the general meeting is required if a controlling shareholder is interested in such transaction as an office holder or as a relative of an office holder, as described above.

Our articles of association include provisions which allow us to insure, indemnify and exempt our office holders, subject to the provisions of the Israeli Companies Law. We currently maintain directors' and officers' liability insurance to cover liabilities of up to \$25 million per claim and in the aggregate; following the approvals by our audit committee and the board of directors in accordance with the conditions of a "framework transaction" approved by the general meeting of shareholders on August 30, 2010, such insurance has been recently renewed twice for additional periods of one year on March 15, 2012 and on March 15, 2013 through March 15, 2014. In July 2004, our shareholders approved a form of directors and officers letter of indemnification and exemption for liabilities and expenses incurred as a result of their acts in their capacity as directors and officers of our company, in an aggregate amount not to exceed \$5.0 million or 25% of our equity capital (net worth).

On February 8, 2009, following the approval by our board of directors and audit committee, our shareholders approved the purchase of a tail (runoff) policy insuring the directors and officers of our company in office prior to the acquisition of the control by Isal Amlat, as part of Isal Amlat's obligations under the purchase agreement. The resolution to obtain such policy was adopted by a super majority vote, as required for the approval of transactions with related parties under Israeli law. The policy will be in effect for 7 years, until January 1, 2015. The coverage limit under such policy is 10 million dollars and the premium for such policy is 115,000 dollars for the term of the policy.

Following our acquisition of the shares of Limco-Piedmont held by the public in July 2009 we purchased a tail policy insuring the former directors and officers of Limco-Piedmont. The coverage limit under the policy is \$25 million and the premium for such policy is \$190,000 dollars for the term of the policy.

In March 2012 our board of directors and audit committee approved the purchase of a directors and officers insurance policy for the directors and officers of our company and its subsidiaries, Limco-Piedmont and Bental, and its controlling shareholder TAT Industries. The coverage limit under the policy is 25 million dollars and the premium for the insurance term (one year) is approximately \$100,000.

In March 2013 our board of directors and audit committee approved the purchase of a directors and officers insurance policy for one year for the directors and officers of our company, its subsidiaries (Limco-Piedmont and Bental) and its controlling shareholder (TAT Industries). The coverage limit under the policy is 25 million dollars and the premium for the insurance term (one year) is approximately \$112,000 out of which approximately \$7,500 are charged to TAT Industries.

The 2012 Annual and Extraordinary General Meeting of shareholders of TAT was held on Thursday, June 28, 2012 (the "Meeting"). Among other topics in the meeting, there was also a proposal to amend the Articles of Association of the Company to reflect recent amendments to the Israeli Companies Law and Israeli Securities Law and subject to this approval, to modify certain amendments to the form of indemnification and exemption undertaking by the Company to its directors and officers (the "Form"). Those two aforementioned decisions were not approved in the Meeting and therefore the original Articles of Association and Form are still binding the Company, also with regards to insurance, indemnification and exemption of our office holders, and the Form, provided that they do not contradict provisions in the Israeli Companies Law and Israeli Securities Law which cannot be prescribed. For further details see TAT immediate reports on Form 6K dated May 23, 2012 (TASE reference number 2012-02-133929) and June 28, 2012 (TSAE reference number 2012-02-170526). Subject to the approval of our audit committee, board of directors and shareholders, TAT intends to modify its Articles of Association in order to adjust them to the Israeli Companies Law and Israeli Securities Law.

#### NASDAQ Exemptions for a Controlled Company

We are a controlled company within the meaning of NASDAQ Marketplace Rule 5615(c)(2), or Rule 5615(c)(2), because KMN beneficially owns more than 50% of our voting shares.

Under Rule 5615(c)(2), a controlled company is exempt from the following requirements of NASDAQ Marketplace Rules 5605(b)(1), 5605(d) and 5605(e) that would otherwise require that:

The majority of the company's board of directors qualifies as independent directors, as defined under NASDAQ Marketplace Rules.

The compensation of the chief financial officer and all other executive officers be determined, or recommended to the board of directors for determination, either by (i) a majority of the independent directors or (ii) a compensation committee comprised solely of independent directors.

Director nominees must either be selected or recommended for the board of directors, either by (a) a majority of independent directors or (b) a nominations committee comprised solely of independent directors.

We intend to continue to rely on these exemptions provided under Rule 5615(c)(2).

#### C. Employees

As of December 31, 2012, we and our subsidiaries employed 575 employees, of whom 439 were employed in manufacturing and quality control, 54 were employed in engineering and research and development and 82 were employed in administration, sales and marketing. Of such employees, 298 were located in Israel and 277 were employed by Limco and Piedmont and located in the United States.

Certain provisions of the collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (including the Industrialists Association) are applicable to our Israeli employees by order of the Israeli Ministry of Labor. These provisions concern mainly the length of the workday, minimum daily wages for professional workers, contributions to a pension fund, insurance for work-related accidents, procedures for dismissing employees, determination of severance pay and other conditions of employment. We generally provide our employees with benefits and working conditions beyond the required minimums. Furthermore, under the collective bargaining agreements, the wages of most of our employees are linked to the Consumer Price Index, although the extent of the linkage is limited.

In addition, Israeli law generally requires severance pay upon the retirement or death of an employee or termination of employment without due cause. Furthermore, Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute which is similar to the United States Social Security Administration. The payments thereto amount to approximately 12% of wages, with the employee contributing approximately 43% and the employer approximately 56%.

A general practice followed by us, although not legally required, is the contribution of monies on behalf of its senior employees to a fund known as "Management Insurance." This fund provides a combination of savings plan, insurance and severance pay benefits to the employee, giving the employee a lump sum payment upon retirement and securing his right to receive severance pay, if legally entitled, upon termination of employment. The employee contributes an amount equal to approximately 5%-6% of his wages and the employer contributes an additional amount of approximately 13-1/3% - 16% of such wages.

D. Share Ownership

Beneficial Ownership of Executive Officers and Directors

Except as set forth under 'Stock Option Plans' and in item 7A below, none of our directors and executive officers beneficially owns more than 1% of our outstanding shares.

## Stock Option Plans

In November 2011, our audit committee and board of directors approved a stock option plan (the “Plan”), which was subsequently approved by the Company’s shareholders, on June 28, 2012. According to the plan an aggregate of 380,000 options (“Options”) exercisable into up to 380,000 Ordinary shares, 0.9 NIS par value, of the Company will be granted to certain members of our board of directors and certain senior executives in TAT, Limco and Piedmont, at an exercise price of \$6.5 per share. The Options vest over a three-year period (one-third each year with the first one-third vesting on June 28, 2013), but the vesting of 50% of the Options is subject, in addition, to certain minimum shareholders' equity during a period of 4 years from the grant date. On August 21, 2012, pursuant to the Plan, TAT’s Board of Directors approved the grant of 330,000 Options, which were granted on October 4, 2012 (out of which 45,000 options were forfeited on October 30, 2012 and an additional 100,000 were forfeited in 2013 through the date of this report).

## Item 7. Major Shareholders and Related Party Transactions

### A. Major Shareholders

On October 2012 two Israeli lenders to TAT’s controlling stockholders, KMN Industries and TAT Industries (herein “Controlling Stockholders”), filed separate petitions to the court to enforce liens granted to such lenders by each of the Controlling Stockholders in certain collateral including KMN Industries’ holdings of an approximately 80% ownership interest in TAT Industries (which owns approximately 43% of TAT) and KMN Industries’ direct holdings in TAT (which represents approximately 10% of TAT).

On December 18, 2012 the court appointed permanent receivers on behalf of the two lenders mentioned above for the purpose of jointly enforcing the liens granted to such lenders. If such liens are enforced, such collateral is subject to sale which would result in a change of control of TAT. On March 15, 2013 the receivers of TAT’s shares mentioned above announced a tender to purchase such shares. Pursuant to the tender all proposals to acquire such shares must be submitted no later than April 25, 2013.

As of the date hereof, the Company has no information with respect to any proposals received.

In addition on January 3, 2013 the Israeli court appointed a temporary liquidator for Isal Amlet, the controlling shareholder of TAT Industries, following the request of the trustee of debentures issued by Isal Amlet. On January 28, 2013 such court has issued a Liquidation Order for Isal Amlet, effective as of end of May 2013.

Subject to the appointment of liquidator mentioned above, Isal Amlat, a Tel Aviv Stock Exchange publicly traded company, organized under the laws of the State of Israel, is the beneficial holder of 53.89% of TAT's outstanding shares (4,750,951 shares), of which 10.27% (905,043 shares) are held by Isal Amlat and 43.6% (3,845,908 shares) are held directly by TAT's parent company TAT Industries. 79.33% of TAT Industries' outstanding share capital is held by KMN Industries (KMN). 94% of KMN Industries' outstanding share capital is held by Isal Amlat. 81.68% of Isal Amlat's outstanding share capital is held by KMN Holdings Ltd., an Israeli company publicly traded on the Tel Aviv Stock Exchange, of which 58.63% of its outstanding share capital is held by Ron Elroy. Leap-Tide Capital Management Inc., which is controlled by Mr. Jan Loeb, a member of our board of directors, is the beneficial holder of 5.9% of TAT's Ordinary shares (522,607 shares). No other shareholder is known to us to be a beneficial owner of 5% or more of TAT's Ordinary shares.

The following table sets forth certain information as of April 5, 2013, regarding the beneficial ownership by all shareholders known to us to own beneficially 5% or more of our Ordinary shares:

Name	Number of	Percentage of	
	Ordinary Shares Beneficially Owned(1)	Ownership(2)	
Isal Amlat Investments (1993) Ltd. (3)	4,750,951	54.00	%
TAT Industries (4)	3,845,908	43.71	%
Leap-Tide Capital Management Inc.,	522,607	6.28	%

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Ordinary shares relating to options and warrants currently exercisable or exercisable within 60 days of the date of this table are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

(2) The percentages shown are based on 8,798,570 Ordinary shares issued and outstanding as of April 5, 2013 (net of 274,473 dormant shares).

(3) Subject to the appointment of liquidator mentioned above, includes 905,043 Ordinary shares held by Isal Amlat (through KMN Industries) and 3,845,908 Ordinary shares held directly by TAT Industries, which is 79.33% held by Isal Amlat. As such, Isal Amlat may be deemed to be the beneficial owner of the aggregate 4,750,951 Ordinary shares held directly by itself and TAT Industries. 81.68% of Isal Amlat's outstanding share capital is held by KMN Holdings Ltd., an Israeli company publicly traded on the Tel Aviv Stock Exchange, which 58.63% of its outstanding share capital is held by Ron Elroy.

(4) Subject to the appointment of permanent receivers as mentioned above, 79.33% of TAT Industries' outstanding share capital is held by KMN Industries (KMN) and 94% of KMN Industries' outstanding share capital is held by Isal Amlat. As such, KMN Industries (KMN) and Isal Amlat may be deemed to be the beneficial owner of the aggregate 3,845,908 Ordinary shares held directly by TAT Industries. 81.68% of Isal Amlat's outstanding share capital is held by KMN Holdings Ltd., an Israeli company publicly traded on the Tel Aviv Stock Exchange, which 58.63% of its outstanding share capital is held by Ron Elroy.

#### Significant Changes in the Ownership of Major Shareholders

On March 11, 2009 and on August 13, 2009, TAT's board of directors authorized its management to engage Oppenheimer Israel Investment House for the blind trust purchase of TAT's shares under rule 10b5-1 of the Securities Exchange Act of 1934. The first purchase plan, which was discontinued on March 26, 2009, resulted in the purchase of 4,650 shares for a cumulative amount of \$ 26 thousand. The second purchase plan, which was discontinued on November 21, 2009, included licensing Oppenheimer Israel to purchase shares of TAT on a foreign stock exchange in an aggregate amount of up to \$2 million (approximately NIS 7.8 million) for a period of six months and at a price not exceeding \$9 per share. As of December 31, 2010, 253,390 shares were purchased, representing about 2.8% of the Company's share capital in consideration of approximately \$2 million (an average of \$7.90 per share). The purchased shares became dormant as defined in the Companies Law.

In September, 2011 Isal Amlat purchased an aggregate of 18,600 Ordinary shares of TAT at an average price of 20.39 NIS per share (approximately \$5.54 per share). Such purchases were made on the Tel Aviv Stock Exchange. Following such purchases, Isal beneficially owns 4,750,951 Ordinary shares, representing 54.00% of TAT's Ordinary shares.

On May 21, 2012, TAT's Board of Directors authorized a share repurchase plan (the "Plan"), under Rule 10b5-1 of the Securities Exchange Act of 1934. The plan was for a period of 6 months (subject to extension) and provided for the purchase of shares in an aggregate amount of up to \$0.5 million U.S. dollars. Such plan replaced and superseded a prior repurchase plan approved by TAT's Board of Directors, on February 21, 2012. On November 21, the term of such stock repurchase plan ended. As of such date, the Company had purchased 16,433 shares for approximately \$71 thousands (average of \$4.32 per share) constituting less than 0.1% of TAT's issued shares.

On October 2012 two lenders to TAT's controlling stockholders, KMN Industries and TAT Industries (herein "Controlling Stockholders"), filed separate petitions to the court to enforce liens granted to such lenders by each of the Controlling Stockholders in certain collateral including KMN Industries' holdings of an approximately 80% ownership interest in TAT Industries (which owns approximately 43% of TAT) and KMN Industries' direct holdings in TAT (which represents approximately 10% of TAT).

On December 18, 2012 the court appointed permanent receivers on behalf of the two lenders mentioned above for the purpose of jointly enforcing the liens granted to such lenders. If such liens are enforced, such collateral is subject to sale which would result in a change of control of TAT. On March 15, 2013 the receivers of TAT's shares mentioned above announced a tender to purchase such shares. Pursuant to the tender all proposals to acquire such shares must be submitted no later than April 25, 2013.

As of the date hereof, the Company has no information with respect to any proposals received.

On January 3, 2013 the Israeli court appointed a temporary liquidator for Isal Amlet, the controlling shareholder of TAT Industries, following the request of the trustee to debentures issued by Isal Amlet. On January 28, 2013 such court has issued a Liquidation Order for Isal Amlet, effective as of end of May 2013.



## Major Shareholders Voting Rights

Our major shareholders do not have different voting rights.

## Record Holders

Based on a review of the information provided to us by our transfer agent, as of April 5, 2013, there were 43 holders of record of our Ordinary shares, of which 40 record holders holding less than 1.0% of our Ordinary shares had registered addresses in the United States. These numbers are not representative of the number of beneficial holders of our shares nor is it representative of where such beneficial holders reside since many of these Ordinary shares were held of record by brokers or other nominees including CEDE & Co., the nominee for the Depositary Trust Company (the central depository for the U.S. brokerage community), which held approximately 70% of our outstanding Ordinary shares as of such date.

## B. Related Party Transactions

### Management and Services Agreement with TAT Industries

In February 2000, TAT entered into an agreement with TAT Industries, TAT'S controlling shareholder, to purchase operations of TAT Industries relating to the manufacture of aviation accessories and the lease of certain real estate and buildings. Pursuant to the terms of this agreement, all of the employees of TAT Industries were transferred to TAT effective as of January 1, 2000, without any change in the conditions of their employment. TAT Industries pays TAT \$50,000 per year for administrative, accounting and secretarial services provided by TAT to TAT Industries. According to the requirements of the Israeli Companies Law, as amended in 2011, in January 2012 our audit committee has reapproved the terms of these services for an additional three years, commencing retroactively as of November 14, 2011.

In addition, pursuant to the terms of the agreement, TAT sub-leases from TAT Industries approximately 301,000 square foot of the Gedera facility until the end of the respective lease agreements TAT Industries has with the Israel Land Authority (see also under Item 4. Information of the Company, C. Property, Plants and).for a period of 24 years and eleven months, for rental fee which is subject to revaluation every fifth year, with an additional incremental payment of 2%. In 2010 the rental fee was revaluated by a real estate appraiser, and as a result was increased to \$400,000 per year with an additional incremental payment of 2% per year. Total rental payment TAT paid to TAT Industries during 2012 and 2011 were \$416,000 and \$408,000, respectively. See item 4.D "Information on the Company- Property, Plants and Equipment". According to the requirements of the Israeli Companies Law, as amended in 2011, in January 2012 our audit committee has reapproved the terms of the sub-lease until the next revaluation by a real appraiser, due in 2015.

On April 22, 2012, the Board of Directors of the Company approved and ratified payments made by the Company to certain third parties on account of debts of TAT Industries Ltd., the Company's controlling shareholder ("TAT Industries"), to such third parties. As of December 31, 2012 TAT Industries does not have any outstanding debt to TAT (other than a current VAT balance in the amount of \$54,000 resulted from the two companies' consolidated Tax Return.

TAT Industries and TAT are reporting to the Value Added Tax Authorities on a consolidated basis.

#### Management Agreement with ISAL

In March 2012, the audit committee and the board of directors of TAT approved a new three-year management agreement with Isal Amlat, commencing as of February 8, 2012 (the "New Management Agreement"). Each of TAT and Isal Amlat shall be entitled to terminate the New Management Agreement subject to a prior written notice of 4 months. Pursuant to the New Management Agreement, in consideration of the management services provided by Isal Amlat, TAT pays Isal Amlat management fees in a total annual amount of NIS1,500,000, linked to the Consumers Price Index to be paid on a monthly basis, plus VAT. In addition, Isal Amlat is entitled to repayment of expenses actually borne as part of providing the management services. The audit committee and board of directors of the Company will examine on a yearly basis, and for the first time in close proximity to the date of publication of the financial reports for the year 2012, the management services actually provided to the Company, and shall examine whether a material change has occurred justifying the update of the management fees and/or the conditions of the New Management Agreement. The New Management Agreement was approved by the shareholders of TAT on June 28, 2012.

On August 21, 2012 the board of directors of TAT approved, following an approval of TAT's audit committee, a change to the New Management Agreement with Isal Amlat, effective from such date according to which the scope of the services provided by Isal Amlat to TAT were reduced and the annual management fees were also reduced by a total amount of NIS570,000 ("reduced amount") following such a reduction such annual management fee was NIS 930,000.

In addition, the Company will receive management services from a private company (“Management company”) controlled by Mr. Nathan Galili (“Galili”), CEO of KNM Industries Ltd. (a private company through which Isal Amlat indirectly holding control in the Company). The management services will consist of a half-time of Galili, which value is more than the reduced amount, and will additionally includes its services as active chairman of Bental. For those services the Company will pay the management company annual management fees equal to the reduced amount, in addition to NIS7,000 (plus VAT), as a monthly remuneration for travelling expenses to Bental. In addition, if during the service period or within a twelve month period from the end of the service period the Company will sell its holding in Bental, for more than \$6.6 million (“low threshold”), then the management company will be eligible for a bonus which will be determined as follows:

- 2% out of the 1st million above the low threshold, the Company will receive for its holding in Bental, plus
- Additional 3% out of the 2nd million above the low threshold the Company will receive for its holding in Bental, plus
- Additional 5% out of the 3rd million above the low threshold the Company will receive for its holding in Bental.
- It is clarified that in any event the amount of the bonus shall not exceed \$100 thousand.
- Such management services will be provided until February 8, 2015 (the end of term of the new management agreement with Isal Amlat). Each of the parties (TAT and the management company) may terminate the agreement with a prior written notice of four months.

On January 27, 2013 TAT informed Isal Amlat that no management services had been provided by Isal Amlat to TAT during the preceding months, TAT decided to immediately terminate the Management Agreement. At that date TAT ceased paying management fees.

On February 8, 2013 Mr. Galili informed TAT on the termination of the engagement with TAT, effectively immediately while management fees will be paid throughout June 8, 2013 at the end of the four-month notice period. Mr. Galili ceased providing management services on February 8, 2013.

#### Inclusion of TAT Industries in a Directors' and Officers' Liability Insurance Policies

Our directors' and officers' liability insurance policy (see Item 6.B "Board Practices- Exculpation, Indemnification and Insurance of Directors and Officers") includes our parent company, TAT Industries, which bears \$7,500 out of the total \$112,000 annual premium with respect to the insurance.

#### Management Agreement with Bental

On June 14, 2010, following the approval of TAT's Board of Directors and audit committee, TAT and Bental entered into a management agreement pursuant to which in consideration of management services provided by TAT, Bental will pay to TAT an amount of \$120,000 plus VAT per fiscal year, commencing June 2010. The agreement will be in effect until otherwise terminated by the parties

#### Loan from Bental

On September 7, 2011 TAT received a loan from its subsidiary, Bental, in the total amount of NIS2.5 million (approximately \$0.7 million), to be repaid in whole at the end of a 24 month period (the "Term"). The principle amount bears interest of Prime +1% payable on a quarterly basis and may be repaid at any time during the Term upon TAT's discretion. Simultaneously with such loan, Bental received a loan from an Israeli bank for a similar amount under similar terms and conditions.

#### Other Transactions

TAT has commercial relationships in the ordinary course of business, with certain companies that are controlled by KMN Holdings, TAT's indirect controlling shareholder: KMN Trades and Metals, Ika Laboratories Ltd., Alexandrovitzh Ltd. and Haglil Industries Ltd. During fiscal year 2012, TAT purchased from such companies raw materials and services in an aggregate amount of \$348,000, all in arms length transactions.

#### Other Relationships

Mr. Itsik Maaravi, TAT's Chief Executive Officer and Mr. Yaron Shalem, TAT's Chief Financial Officer, also serve in the same positions in TAT Industries.

Mr. Maaravi, , TAT's Chief Executive Officer also serves as a director of FAvS.

C. Interests of Experts and Counsel

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

See the consolidated financial statements, including the notes thereto, included in Item 18.

Legal Proceedings

On November 29, 2011, a Factoring company ("the plaintiff"), filed a claim with the magistrates court in Tel-Aviv against the Company, Bental and ten others ("the respondents"), jointly and severally, for the amount of 6,151 thousand NIS (approximately \$1,620). The plaintiff's case against the Company is based on invoices that were presented to the plaintiff by supplier of the Company ("the supplier"), by virtue of assignment of rights, which were originally issued to the Company by the supplier for certain alleged services. On February 5, 2012 the Company filed for its statement of defense, in which it denied the plaintiff's claims and clarified that it acted according to the deed of assignment of rights, and that the invoices neither represent nor reflect real transactions and/or real services which were rendered. The Company is of the opinion that its exposure due to the claim filed is not probable to be materialized and thus no provision was recorded in regard of that claim of December 31, 2012.

Dividend Distribution Policy

The Israel Companies Law also restricts our ability to declare dividends in a way that we can only distribute dividends from profits (as defined in the law), provided that there is no reasonable suspicion that the dividend distribution will prevent us from meeting our existing and future expected obligations as they come due.

B. Significant Changes

Since the date of the annual consolidated financial statements included in this annual report, no significant change has occurred.

## Item 9. The Offer and Listing

## A. Offer and Listing Details

## Annual Stock Information

The following table sets forth, for each of the years indicated, the high and low sales prices of our Ordinary shares on the NASDAQ Global Market and the TASE:

	NASDAQ Global Market(1)		Tel Aviv Stock Exchange	
	High	Low	High	Low
Fiscal Year Ended December 31, 2004	9.80	6.21	—	—
Fiscal Year Ended December 31, 2005	9.35	5.25	NIS 35.50	NIS 29.70
Fiscal Year Ended December 31, 2006	19.52	5.92	82.10	30.25
Fiscal Year Ended December 31, 2007	28.18	11.37	116.70	47.68
Fiscal Year Ended December 31, 2008	12.24	3.62	53.00	15.52
Fiscal Year Ended December 31, 2009	9.13	3.95	33.90	16.53
Fiscal Year Ended December 31, 2010	9.38	5.19	37.36	18.30
Fiscal Year Ended December 31, 2011	6.32	4.20	22.19	15.68
Fiscal Year Ended December 31, 2012	6.05	3.64	23.42	14.81

(1) On June 24, 2009 TAT's Ordinary shares began trading on the NASDAQ Global Market.

## Quarterly Stock Information

The following table sets forth, for each of the full financial quarters in the two most recent full financial years and any subsequent period, the high and low sales prices of our Ordinary shares on the NASDAQ Global Market and the TASE:

	NASDAQ Global Market(1)		Tel Aviv Stock Exchange	
	High	Low	High	Low
<b>2011</b>				
First Quarter	5.99	5.20	NIS 20.84	NIS 18.90
Second Quarter	6.08	5.25	20.00	19.01
Third Quarter	6.32	3.67	21.48	18.49
Fourth Quarter	5.55	4.20	19.63	15.68
<b>2012</b>				
First Quarter	4.58	4.12	NIS 17.50	NIS 15.31
Second Quarter	4.80	4.12	17.96	15.26
Third Quarter	4.47	3.64	17.15	14.84
Fourth Quarter	6.04	3.66	23.42	14.81
<b>2013</b>				
First Quarter	7.22	5.58	NIS 26.93	NIS 20.60
Second Quarter (through April 22, 2013)	4.38	4.15	NIS 15.92	NIS 15.37

(1) On June 24, 2009 TAT's Ordinary shares began trading on the NASDAQ Global Market.

## Monthly Stock Information

The following table sets forth, for the most recent six months, the high and low sales prices of our Ordinary shares on the NASDAQ Global Market and the TASE:

	NASDAQ Global Market		Tel Aviv Stock Exchange	
	High	Low	High	Low
October 2012	4.69	3.66	18.21	14.81
November 2012	6.05	5.54	23.02	18.28
December 2012	6.00	5.54	NIS 23.42	NIS 20.58
January 2013	6.38	5.58	23.95	20.60
February 2013	7.22	6.41	26.93	24.38
March 2013	6.75	6.20	24.90	23.39

B. Plan of Distribution

Not applicable.

C. Markets

Our Ordinary shares are traded on the NASDAQ Global Market under the symbol "TATT". On August 16, 2005, we listed our shares for trade on the TASE as a dual listed company.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expense of the Issue

Not applicable.

Item 10. Additional Information

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Set out below is a description of certain provisions of our Memorandum of Association, Articles of Association and of the Israeli Companies Law related to such provisions. This description is only a summary and does not purport to be complete and is qualified by reference to the full text of the Memorandum of Association and Articles of Association, which are incorporated by reference as exhibits to this Annual Report, and to Israeli law.



### Purposes and Objects of the Company

We are a public company registered with the Israeli Companies Registry and have been assigned company number 52-0035791. Section 2 of our memorandum of association provides that we were established for the purpose of engaging in the business of providing services of planning, development, consultation and instruction in the electronics field. In addition, the purpose of our company is to perform various corporate activities permissible under Israeli law.

On February 1, 2000, the Israeli Companies Law came into effect and superseded most of the provisions of the Israeli Companies Ordinance (New Version), 5743-1983, except for certain provisions which relate to liens, bankruptcy, dissolution and liquidation of companies. Under the Israeli Companies Law, various provisions, some of which are detailed below, overrule the current provisions of our articles of association.

### The Powers of the Directors

Under the provisions of the Israeli Companies Law which prevails over our Articles of Association in certain issues, a director cannot participate in a meeting nor vote on a proposal, arrangement or contract in which he or she is materially interested except in cases where a majority of the directors are materially interested in the same transaction. In addition, our directors cannot vote compensation to themselves or any members of their body without the approval of our compensation committee and our shareholders at a general meeting, except for certain cases in which there is no need for the approval of the general meeting in accordance with the regulations promulgated under the Israeli Companies Law. See Item 6. "Directors, Senior Management and Employees – Board Practices – Approval of Related Party Transactions Under Israeli Law."

The authority of our directors to enter into borrowing arrangements on our behalf is not limited, except in the same manner as any other transaction by us.

Our articles of association do not impose any mandatory retirement or age-limit requirements on our directors and our directors are not required to own shares in our company in order to qualify to serve as directors.

## Rights Attached to Shares

Our authorized share capital consists of 10,000,000 Ordinary shares of a nominal value of NIS 0.90 each. All outstanding Ordinary shares are validly issued, fully paid and non-assessable.

The rights attached to the Ordinary shares are as follows:

**Dividend rights.** Holders of our Ordinary shares are entitled to the full amount of any cash or share dividend subsequently declared. The board of directors may declare dividends in accordance with the provisions of the Israeli Companies Law as mentioned above. See Item 8.A. “Financial Information – Consolidated and Other Financial Information – Dividend Distribution Policy”. If after one year a dividend has been declared and it is still unclaimed, the board of directors is entitled to invest or utilize the unclaimed amount of dividend in any manner to our benefit until it is claimed. We are not obligated to pay interest or linkage differentials on an unclaimed dividend.

**Voting rights.** Holders of Ordinary shares have one vote for each Ordinary share held on all matters submitted to a vote of shareholders. Such voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

The quorum required for any meeting of shareholders consists of at least two shareholders present in person or represented by proxy who hold or represent, in the aggregate, at least one third of the voting rights of the issued share capital. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders. At the reconvened meeting, the required quorum consists of any two members present in person or by proxy.

Under our Articles of Association, any resolution, including resolutions amending our memorandum of association or articles of association, winding-up, authorization of a class of shares with special rights, or other changes as specified in our Articles of Association, requires approval of the holders of a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot, and voting thereon.

Pursuant to the Israeli Companies Law and our articles of association, our directors (other than outside directors) are elected at our annual general meeting of shareholders by a vote of the holders of a majority of the voting power represented and voting at such meeting and hold office until the next annual general meeting of shareholders and until their successors have been elected. All the members of our Board of Directors (except the outside directors) may be reelected upon completion of their term of office. For information regarding the election of outside directors, see Item 6. “Directors, Senior Management and Employees – Board Practices — Election of Directors.”

Rights to share in our company's profits. Our shareholders have the right to share in our profits distributed as a dividend and any other permitted distribution. See this Item 10B. "Additional Information – Memorandum and Articles of Association – Rights Attached to Shares – Dividend rights."

Rights to share in surplus in the event of liquidation. In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of Ordinary shares in proportion to the nominal value of their holdings. This right may be affected by the grant of preferential dividend or distribution rights to the holders of a class of shares with preferential rights that may be authorized in the future.

Liability to capital calls by our company. Under our memorandum of association and the Israeli Companies Law, the liability of our shareholders is limited to the par value of the shares held by them.

Limitations on any existing or prospective major shareholder. See Item 6. "Directors and Senior Management –Board Practices - Approval of Related Party Transactions Under Israeli Law."

#### Changing Rights Attached to Shares

According to our Articles of Association, in order to change the rights attached to any class of shares, unless otherwise provided by the terms of the class, such change must be adopted by a general meeting of the shareholders and by a separate general meeting of the holders of the affected class with a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot, and voting thereon.

#### Annual and Extraordinary Meetings

Under the Israeli Companies Law a company must convene an annual meeting of shareholders at least once every calendar year and within fifteen months of the last annual meeting. The agenda of the annual meeting includes discussing the financial statements and the report of the board of directors and may also include the appointment of directors and independent auditors as well as other issues. Depending on the matter to be voted upon, notice of at least 21 days or 35 days prior to the date of the meeting is required. Our board of directors may, in its discretion, convene additional meetings as "special general meetings." With respect to "special general meetings notice of at least 35 days prior to the date of the meeting is required. In addition, the board must convene a special general meeting upon (1) the demand of two of the directors or 25% of the nominated directors, and (2) one or more shareholders having at least 5% of the outstanding share capital and at least 1% of the voting power in the company, or one or more shareholders having at least 5% of the voting power in the company. See Item 10B. "Additional Information - Memorandum and Articles of Association - Rights Attached to Shares - Voting Rights."

#### Limitations on the Rights to Own Securities in Our Company

Neither our memorandum of association or our articles of association nor the laws of the State of Israel restrict in any way the ownership or voting of shares by non-residents, except with respect to subjects of countries which are in a state of war with Israel.

#### Provisions Restricting Change in Control of Our Company

The Israeli Companies Law requires that mergers between Israeli companies be approved by the board of directors and general meeting of shareholders of both parties to the merger transaction. The approval of the board of directors of both companies is subject to such boards' confirmations that there is no reasonable doubt that after the merger the surviving company will be able to fulfill its obligations towards its creditors. Each company must notify its creditors about the contemplated merger. Under the Israeli Companies Law, our Articles of Association are deemed to include a requirement that such merger be approved by an extraordinary resolution of the shareholders, as explained above. The approval of the merger by the general meetings of shareholders of the companies is also subject to additional approval requirements as specified in the Israeli Companies Law and regulations promulgated there under. See also Item 6. "Directors, Senior Management and Employees – Board Practices – Approval of Related Party Transactions Under Israeli Law."

#### Disclosure of Shareholders Ownership

The Israeli Securities Law, 5728-1968 and regulations promulgated there under contain various provisions regarding the ownership threshold above which shareholders must disclose their share ownership. However, these provisions do not apply to companies, such as ours, whose shares are publicly traded in Israel as well on the NASDAQ Global Market. We are required pursuant to the Israeli Securities Law and the regulations promulgated thereunder to submit to the Israeli Securities Authority and the TASE, through a public immediate report, among other things, all information that we receive from our shareholders regarding their shareholdings in our company, provided that such information was published or is required to be published under applicable foreign law.

## Changes in Our Capital

The Board has the right to issue shares. Changes in our capital are subject to the approval of the shareholders at a general meeting by a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot, and voting thereon.

There are no restrictions on the rights of nonresident or foreign shareholders to hold or vote the Ordinary Shares.

## C. Material Contracts

### Bental Acquisition

Following a series of transactions occurring between March 2008 and March 2009, TAT acquired 70% control of Bental. The acquisition of the Bental shares (for an aggregate price of \$9,192) was financed by loans in a total amount of \$6.25 million received from Bank Mizrahi and TAT's internal resources.

### Plan of Merger with Limco-Piedmont

On April 3, 2009 we entered into an Agreement and Plan of Merger with Limco-Piedmont and LIMC Acquisition Company, a Delaware corporation and our wholly-owned subsidiary, pursuant to which we acquired on July 2, 2009, all of the publicly held shares of Common stock of Limco pursuant to a stock for stock merger. Under the terms of the merger agreement, Limco-Piedmont's stockholders received one half of an Ordinary share of TAT for each share of Limco-Piedmont Common stock they own. Following the merger, Limco-Piedmont became our wholly owned subsidiary.

### FAvS Transaction

Pursuant to a Stock Purchase Agreement dated November 9, 2009 with FAvS, TAT's subsidiary, Piedmont, acquired on December 4, 2009, 288,334 shares of Class B Common stock of First Aviation Services Inc., or FAvS, representing 37% of FAvS' then share capital (total number of shares acquired is adjusted as result of a 1 for 20 reverse stock split) and \$750,000 of newly issued shares of Class A Preferred Stock of FAvS (with quarterly dividends at the rate of 12% per annum if paid in cash and 15% per annum if paid in additional shares of Series A Preferred Stock) in exchange for Piedmont's wholly-owned subsidiary, Piedmont Propulsion Systems, which was engaged in the business of providing maintenance, repair and overhaul services for propellers for fixed wing aircraft as well as aircraft parts distribution and trading.

The shares of FAvS Class B Common Stock acquired by Piedmont are non-voting. While Piedmont will have the option, at any time, to convert such shares into shares of Class A Common Stock of FAvS (which have full voting rights), Piedmont has granted to First Equity Group, Inc. ("FEG"), a proxy to act for Piedmont in connection with all votes to be taken by the stockholders of FAvS. Mr. Hollander, who is the Chief Executive Officer of FAvS, controls FAvS through his ownership of FEG. The proxy is for a period of five years (subject to earlier termination upon the occurrence of certain events (including an IPO meeting certain criteria, a material default by FAvS under its loan agreement or Mr. Hollander ceasing to serve as Chief Executive Officer of FAvS). In addition, Piedmont and FEG have each agreed not to sell any shares of stock of FAvS for a two-year period commencing on the third anniversary of the closing unless the selling party obtains from the purchaser a proxy (terminating on the fifth anniversary of the closing) in favor of the non-selling party.

Mr. Hollander, FEG and Piedmont also entered into a stockholders agreement which, among other things, restricts each party's ability to dispose of its shares in FAvS and provides for reciprocal rights of first offer, tag along rights and drag along rights. The stockholders agreement also provides that, so long as Piedmont owns at least 10% of the equity of FAvS, it shall have the right to have two designees serve on the six-member Board of Directors of FAvS. Piedmont and FAvS have additionally entered into a rights agreement pursuant to which, among other things, FAvS granted to Piedmont pre-emptive rights, information and access rights and the right to approve certain material corporate actions. The stockholders agreement and rights agreement were amended on June 30, 2011 in connection with the settlement of the dispute described further below.

Piedmont agreed to guaranty \$7 million of the debt incurred by FAvS in connection with the AeTR acquisition by providing a letter of credit to the lender for FAvS. The guaranty was for a period of up to two years and reduced as such debt amortized. Piedmont was granted a second lien on the assets of FAvS to secure the repayment obligations of FAvS in the event the letter of credit is drawn upon. Piedmont also entered into an intercreditor agreement with the lender to FAvS which subordinated Piedmont's claims if the letter of credit is drawn upon to the obligations of FAvS to the lender.

On October 1, 2010, Piedmont agreed to secure the guarantee for \$6.6 million, by providing a new letter of credit to the lender for FAvS. Such guaranty was for a period of 15 months ending December 31, 2011 and its amount was reduced as such debt amortizes in increments of \$0.1 million per month. Piedmont was also granted a second lien on the assets of FAvS to secure the repayment obligations of FAvS in the event that the letter of credit is drawn upon. Piedmont also entered into an intercreditor agreement with the lender to FAvS which subordinated Piedmont's claims if the letter of credit is drawn upon to the obligations of FAvS to the lender.

FAvS and Piedmont also entered into a one-year services agreement pursuant to which Piedmont provided certain finance, human resources, IT and quality control services to FAvS and a multi-year services agreement pursuant to which a subsidiary of Piedmont provides certain plating, machining and grinding services to FAvS.

A commercial dispute arose between Piedmont and FAvS relating to the propeller maintenance business which had been contributed to FAvS by Piedmont as part of the transaction discussed above. The commercial dispute began in April 2010 when a customer of the propeller maintenance business requested reimbursement from FAvS for damages to certain propellers. FAvS then sought reimbursement from Piedmont for such amounts. Although Piedmont rejected all of FAvS' claims with regards to Piedmont's responsibility for the claimed damages, the parties reached an agreement pursuant to which Piedmont loaned \$700,000 to FAvS and agreed to bear a portion of the additional cost of the replacement of propeller blades that FAvS would be responsible for. In exchange FAvS agreed to waive all claims against Piedmont with respect to such customer. Such loan was subsequently forgiven.

Notwithstanding such waiver, in the last quarter of 2010, FAvS again asserted claims against Piedmont relating to the propeller maintenance business, including claims not previously asserted. After reviewing this issue during the 2010 fourth quarter and thereafter, the company estimated the additional liability it may bear and accordingly wrote off the payment and recorded an accrual, which it believed, covered its potential cost in connection with this matter.

In order to finally settle all disputes between them, on June 30, 2011 Piedmont and FAvS entered into a Settlement Agreement and Release (the "Settlement Agreement"). Pursuant to the Settlement Agreement, each party fully released the other party and acknowledged that the settlement was a compromise of disputed claims and was not to be construed as an admission of liability or wrongdoing. In addition, each party agreed not to disparage the other and Piedmont paid an aggregate of \$700,000 to FAvS.

Simultaneously with the execution of the Settlement Agreement, Mr. Hollander, the Chief Executive Officer and controlling stockholder of FAvS, purchased 166,113 shares of Class A Common Stock of FAvS at a price of \$18.06 per share (for an aggregate price of \$3 million). In addition, Piedmont agreed to extend its guarantee of the bank debt incurred by FAvS to fund the AeTR transaction through June 30, 2013 and to continue to provide a letter of credit to secure such guarantee. The amortization schedule for such debt was revised so that no amortization will occur until June 30, 2012. Thereafter the debt amortized at the rate of \$200,000 per month. The guarantee was terminated on March 2013, see below.

The Stockholders Agreement entered into in 2009 between Piedmont and Mr. Hollander was also amended to delete the reciprocal drag along rights and to provide that Piedmont may designate one member to the Board of Directors of FAvS (rather than the two provided in the original agreement). Finally, the Rights Agreement entered into in 2009 between Piedmont and FAvS was amended so that Piedmont's right to approve certain material corporate actions by FAvS has been limited to the right to approve contracts or agreements with affiliates of FAvS. The amendment also provides that the approval of Piedmont will not be required if FAvS seeks to raise additional capital from Mr. Hollander so long as the consideration being paid by Mr. Hollander is not less than the consideration that would be paid by a third-party in an arms-length transaction and is fair, equitable and reasonable under the circumstances.

In connection with the Settlement Agreement and the dilution in Piedmont's interest in FAvS, the Company recorded, at June 30, 2011, a gain in the amount of \$0.24 million related to the \$3 million capital investment in FAvS by Mr. Hollander.

In June, 2012, FAvS entered into a transaction with Mr. Hollander, pursuant to which FAvS borrowed \$3 million from Mr. Hollander, secured by a third lien on the assets of FAvS. The loan bears interest at 10% and in addition Mr. Hollander was issued warrants to purchase shares of Class A Common Stock of FAvS, representing 15% of FAvS post-exercise shareholders' equity, at an exercise price of \$7.00 per share.

Pursuant to the terms and conditions of the transaction, management believed that there were indicators of impairment with respect to TAT's investment in FAvS. Accordingly, the Company performed an impairment test of its investment in FAvS, with the assistance of a third party valuation. Based on the results of this test the Company determined that its investment in FAvS was impaired by \$3.3 million. The impairment was due to a decline in FAvS' profitability margins and future forecasted sales levels which related to the business of API, one of FAvS subsidiaries, and approximates TAT's share in the loss resulting from the API Transaction discussed below.



On March 18, 2013 FAvS sold 97% of the stock of API for a total purchase price of \$16.5 million, of which \$15.9 million was used to repay debt (the "API Transaction"). The sale resulted in FAvS retaining a 3% equity interest in the API business. The API transaction resulted in a loss from discontinued operations and write-down of the API business of \$11.5 million which is included in the FAvS loss for the year ended December 31, 2012. Simultaneously with the transaction FAvS paid-off its Term Loan in the amount of \$4 million thereby terminating the guarantee and releasing the Letter of Credit provided by TAT to secure such guarantee. Accordingly the restricted deposit associated with the above Letter of Credit, was released as well.

#### Market Maker (TASE) Agreement

On August 15, 2011, TAT entered into a Market Making agreement for its shares traded on the Tel Aviv Stock Exchange (TASE) with Harel Finance Trade & Securities Ltd. for the purpose of improving liquidity of TAT shares. The agreement is for a 12 month period, subject for TASE's approval. The agreement will be automatically extended in 12 month periods, unless otherwise terminated by either of the parties giving 30 days notice or in accordance with certain regulatory circumstances. TAT will pay an immaterial fee in connection with the said agreement.

#### D. Exchange Controls

Israeli law and regulations do not impose any material foreign exchange restrictions on non-Israeli holders of our Ordinary shares. In May 1998, a new "general permit" was issued under the Israeli Currency Control Law, 1978, which removed most of the restrictions that previously existed under such law, and enabled Israeli citizens to freely invest outside of Israel and freely convert Israeli currency into non-Israeli currencies.

Non-residents of Israel who purchase our Ordinary shares will be able to convert dividends, if any, thereon, and any amounts payable upon our dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of our Ordinary shares to an Israeli resident, into freely repatriable dollars, at the exchange rate prevailing at the time of conversion, provided that the Israeli income tax has been withheld (or paid) with respect to such amounts or an exemption has been obtained.

E. Taxation

The following is a discussion of Israeli and United States tax consequences material to our shareholders. To the extent that the discussion is based on new tax legislation which has not been subject to judicial or administrative interpretation, the views expressed in the discussion might not be accepted by the tax authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice and does not exhaust all possible tax considerations.

You are urged to consult your own tax advisor as to the Israeli, United States and other tax consequences of the purchase, ownership and disposition of our Ordinary shares, including, in particular, the effect of any non-Israeli, state or local taxes.

Israeli Tax Considerations

The following is a summary of the principal Israeli tax laws applicable to us, of the Israeli Government programs from which we benefit and of the Income Tax Law (Inflationary Adjustments), 1985. This section also contains a discussion of material Israeli tax consequences to our shareholders who are not residents or citizens of Israel. This summary does not discuss all aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances, or to some types of investors subject to special treatment under Israeli law. Examples of investors subject to special treatment under Israeli law include residents of Israel, traders in securities, or persons who own, directly or indirectly, 10% or more of our outstanding voting capital, all of whom are subject to special tax regimes not covered in this discussion. Some parts of this discussion are based on new tax legislation that has not been subject to judicial or administrative interpretation. The discussion should not be construed as legal or professional tax advice and does not cover all possible tax consequences.

General Corporate Tax Structure

Israeli companies were generally subject to corporate tax at the rate of 25% in 2010, which was reduced to 24% in 2011, and was due to further gradually reduced to 18% in 2016 and thereafter. On December 5, 2011, the Knesset (Israel's Parliament) passed a law for changing the tax burden (Legislative Amendments), which cancels, among others, the gradual reduction in the corporate tax rates in Israel. In addition, the corporate tax in Israel increased to 25% starting in 2012.

However, the rate is effectively reduced for income derived from an approved enterprise and beneficiary enterprise, as discussed below.

We do not expect that the October 2011 Amendment to have a material effect on the tax payable in respect of its Israeli operations.

#### Tax Benefits under the Law for the Encouragement of Capital Investments, 1959

We have one capital investment program that has been granted “approved enterprise” status under the Law for the Encouragement of Capital Investments, 1959, commonly referred to as the Investment Law, and one program that qualify as a “beneficiary enterprise” pursuant to an amendment to the Investment Law that came into effect on April 1, 2005. These programs were waived as part of the "Preferred enterprise" which is part of the "2011 Amendment" mentioned below.

Prior to the April 2005 amendment, the Investment Law provided that capital investments in a production facility (or other eligible assets) may be designated as an approved enterprise upon prior approval from the Investment Center of the Israel Ministry of Industry, Trade and Labor, or the Investment Center.

On April 1, 2005, an amendment to the Investment Law came into effect, which revised the criteria for investments qualified to receive tax benefits. An eligible investment program under that amendment provided for benefits as a beneficiary enterprise (rather than the previous terminology of approved enterprise). Among other things, the April 2005 amendment provided tax benefits to both local and foreign investors. Companies that meet the specified criteria received the tax benefits without need for prior approval and instead, a company was to claim the tax benefits offered by the Investment Law directly in its tax returns.

The period of tax benefits for the then new beneficiary enterprise commences in the year that is the later of: (i) the year in which taxable income is first generated by a company, or (ii) a year selected by the company for commencement, on the condition that the company meets certain provisions provided by the Investment Law. The amendment does not apply to investment programs approved prior to December 31, 2004 and applies only to new investment programs. We began to generate income under the provision of the new amendment as of the beginning of 2006.

After expiration of the initial tax exemption period, the company is eligible for what was considered then a reduced corporate tax rate of 10% to 25% for the following five to eight years, depending on the extent of foreign investment in the company. The benefits period was limited to 12 years from completion of the investment under the approved plan or 14 years from the date of the approval, whichever is earlier. A company in which more than 25% of the shareholders are non-residents of Israel, defined under the Investment Law as a Foreign Investors Company, may be eligible for benefits for an extended period of up to ten years.

If a company distributes dividends from tax-exempt approved enterprise and/or beneficiary enterprise income, the company will be taxed on the otherwise exempt income at the same reduced corporate tax rate that applies to it after the initial exemption period. Distribution of dividends derived from approved enterprise and beneficiary enterprise income that was taxed at reduced rates, but not tax exempt, does not result in additional tax consequences to the company. Shareholders who receive dividends derived from approved enterprise and beneficiary enterprise income are generally taxed at a rate of 15%, which is withheld and paid by the company paying the dividend, if the dividend is distributed during the benefits period or within the following 12 years.

The benefits available to an approved enterprise and beneficiary enterprise were conditioned upon terms stipulated in the Investment Law and the related regulations (which include making specified investments in property and equipment, and financing a percentage of these investments with share capital), and, for an approved enterprise, the conditions contained in the certificate of approval from the Investment Center. If we do not fulfill these conditions, in whole or in part, the benefits can be cancelled and we may be required to refund the amount of the benefits, linked to the Israeli consumer price index plus interest. We believe that our approved enterprise and beneficiary enterprise programs currently operate in compliance with all applicable conditions and criteria, but we cannot assure you that they will continue to do so.

We have derived, a material portion of our operating income from our approved enterprise and beneficiary enterprise facilities. We were therefore eligible for a tax exemption for a limited period on undistributed approved enterprise and beneficiary enterprise income. We intend to reinvest the entire amount of our tax-exempt income and not to distribute this income as a dividend.

## Tax Benefits and Grants for Research and Development

Israeli tax law allows, under specific conditions, a tax deduction in the year incurred for expenditures, including capital expenditures, relating to scientific research and development projects, if the expenditures are approved by the relevant Israeli government ministry, determined by the field of research, and the research and development is for the promotion of the company and is carried out by or on behalf of the company seeking such deduction. Expenditures not so approved are deductible over a three-year period. However, expenditures from proceeds made available to us through government grants are not deductible according to Israeli law.

## Tax Benefits under the Law for the Encouragement of Industry (Taxes), 1969

According to the Law for the Encouragement of Industry (Taxes), 1969, or the Industry Encouragement Law, an Industrial Company is a company resident in Israel, at least 90% of the income of which, in a given tax year, determined in Israeli currency (exclusive of income from some government loans, capital gains, interest and dividends), is derived from an industrial enterprise owned by it. An “industrial enterprise” is defined as an enterprise whose major activity in a given tax year is industrial production activity.

Under the Industry Encouragement Law, Industrial Companies are entitled to the following preferred corporate tax benefits:

- Amortization of purchases of acquired technology and patents over an eight-year period for tax purposes;
- Amortization of specified expenses incurred in connection with a public issuance of securities over a three-year period for tax purposes;
- Right to elect, under specified conditions, to file a consolidated tax return with additional related Israeli Industrial Companies; and
- Accelerated depreciation rates on equipment and buildings.

Eligibility for benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority.

Additional amendments to the Approved Enterprise Law became effective in January 2011 (the “2011 Amendment”). Under the 2011 Amendment, income derived by ‘Preferred Companies’ from ‘Preferred Enterprises’ (both as defined in the 2011 Amendment) would be subject to a uniform rate of corporate tax as opposed to previous years’ incentives that were limited to income from Approved or Benefiting Enterprises during their benefits period. According to the 2011 Amendment, the uniform tax rate on such income, referred to as ‘Preferred Income’, would be 10% in areas in Israel that are designated as Development Zone A and 15% elsewhere in Israel during 2011-2012, 7% and 12.5%, respectively, in 2013-2014, and 6% and 12%, respectively, thereafter. Income derived by a Preferred Company from a ‘Special Preferred Enterprise’ (as defined in the Approved Enterprise) would enjoy further reduced tax rates for a period of ten years of 5% in Zone A and 8% elsewhere. As with dividends distributed from taxable income derived from an Approved Enterprise or Benefiting Enterprise during the applicable benefits period, dividends distributed from Preferred Income would be subject to a 15% tax (or lower, if so provided under an applicable tax treaty), which would generally be withheld by the distributing company. While the Company may incur additional tax liability in the event of distribution of dividends from tax exempt income generated from its Approved and Benefiting Enterprises, no additional tax liability will be incurred by the Company in the event of distribution of dividends from income taxed in accordance with the 2011 Amendment.

Under the transitional provisions of the 2011 Amendment, the Company elects to irrevocably implement the 2011 Amendment with respect to its existing Approved and Benefiting Enterprises while waiving benefits provided under the legislation prior to the 2011 Amendment.

We cannot assure you that we will continue to qualify as an Industrial Company or that the benefits described above will be available to us in the future, which would entail the loss of the benefits that relate to this status.

#### Special Provisions Relating to Taxation under Inflationary Conditions

The Income Tax Law (Inflationary Adjustments), 1985, referred to as the Inflationary Adjustments Law, which attempts to overcome the problems presented to a traditional tax system by an economy undergoing rapid inflation. The Inflationary Adjustments Law is highly complex.

On February 26, 2008, the Israeli Parliament (the Knesset) enacted the Income Tax Law (Inflationary Adjustments) (Amendment No. 20) (Restriction of Effective Period), 2008, which we refer to as the Inflationary Adjustments Amendment. In accordance with the Inflationary Adjustments Amendment, the effective period of the Inflationary Adjustments Law will cease at the end of the 2007 tax year and as of the 2008 tax year the provisions of the law shall no longer apply, other than the transitional provisions intended at preventing distortions in the tax calculations. In accordance with the Inflationary Adjustments Amendment, commencing the 2008 tax year, income for tax purposes will no longer be adjusted to a real (net of inflation) measurement basis. Furthermore, the depreciation of inflation immune assets and carried forward tax losses will no longer be linked to the Israeli consumer price index.

## Taxation of Dividends Paid on our Ordinary Shares

### Taxation of Israeli Shareholders

Israeli resident individuals are generally subject to Israeli income tax on the receipt of dividends paid on our Ordinary shares, other than bonus shares (share dividends) or stock dividends, at the rate of 20%, or 25% for a shareholder that is considered a material shareholder (within the meaning of the Israeli Income Tax Ordinance) at any time during the 12-month period preceding such distribution. Dividends paid on our Ordinary shares to Israeli companies are exempt from such tax, except for dividends distributed from income derived outside of Israel, which are subject to the 25% tax rate.

Dividends paid from income derived from any of our approved enterprises or beneficiary enterprises are subject to tax, which is withheld at the source, at the rate of 15%, although we cannot assure you that we will designate the profits that are being distributed in a way that will reduce shareholders' tax liability to this tax rate.

### Taxation of Non-Israeli Shareholders

Non-residents of Israel are subject to Israeli income tax on income accrued or derived from sources in Israel, including passive income such as dividends. As of January 1, 2012, on distributions of dividends by an Israeli company to non-Israeli shareholders, other than bonus shares and stock dividends, income tax is applicable at the rate of 25%, or 30% for a shareholder that is considered a significant shareholder at any time during the 12-month period preceding such distribution, unless a different rate is provided in a treaty between Israel and the shareholder's country of residence. As aforesaid, dividends of income generated by an Approved Enterprise (or Benefited Enterprise) are subject to withholding tax at a rate of 15%.

Under the U.S.-Israel Tax Treaty, the maximum tax on dividends paid to a holder of shares who is a treaty U.S. resident is 25%, or 15% if the dividends are generated by an Approved Enterprise (or Benefited Enterprise). However, if the income out of which the dividend is being paid is not attributable to an Approved Enterprise (or Benefited Enterprise) and not more than 25% of our gross income consists of interest or dividends, then such tax rate is reduced to 12.5% for a non-resident that is a U.S. corporation and holds 10% or more of our issued voting power during the part of the tax year that precedes the date of payment of the dividend and during the whole of its prior tax year.

### Capital gains taxes applicable to non-Israeli shareholders

Capital gains from the sale of our Ordinary shares by non-Israeli shareholders are exempt from Israeli taxation, provided that the capital gain is not derived from a permanent establishment in Israel. In addition, the U.S.-Israel tax treaty exempts U.S. residents who hold less than 10% of our voting rights, and who held less than 10% of our voting rights during the 12 months prior to a sale of their shares, from Israeli capital gains tax in connection with such sale.

### United States Federal Income Tax Consequences

The following discussion summarizes the material U.S. federal income tax considerations generally applicable to the purchase, ownership and disposition of our Ordinary shares. Unless otherwise stated, this summary deals only with shareholders that are U.S. Holders (as defined below) who hold their Ordinary shares as capital assets.

As used in this section, the term “U.S. Holder” means a beneficial owner of an Ordinary share who is:

- An individual citizen or resident of the United States or an individual treated as a U.S. citizen or resident for U.S. federal income tax purposes;

- A corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States, any State or the District of Columbia;

- An estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

- Any trust if (A)(i) a court within the United States is able to exercise primary supervision over the administration of the trust and (ii) one or more United States persons have the authority to control all substantial decisions of the trust, or (B) such trust validly elects to be treated as a United States person.

The term “Non-U.S. Holder” means a beneficial owner of an Ordinary share that is an individual, corporation, estate or trust and is not a U.S. Holder. The tax consequences to a Non-U.S. Holder may differ substantially from the tax consequences to a U.S. Holder. Certain aspects of U.S. federal income tax relevant to a Non-U.S. Holder are discussed below.



This description is based on provisions of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), existing and proposed U.S. Treasury regulations promulgated thereunder, administrative and judicial interpretations thereof, and the US-Israel Tax Treaty, each as in effect as of the date of this prospectus. These sources may change, possibly with retroactive effect, and are open to differing interpretations. This description does not discuss all aspects of U.S. federal income taxation that may be applicable to investors in light of their particular circumstances or to investors who are subject to special treatment under U.S. federal income tax law, including:

- Insurance companies;
- Dealers in stocks, securities or currencies;
- Financial institutions and financial services entities;
- Real estate investment trusts;
- Regulated investment companies;
- Persons that receive Ordinary shares in connection with the performance of services;
- Tax-exempt organizations;
- Persons that hold Ordinary shares as part of a straddle or appreciated financial position or as part of a hedging, conversion or other integrated instrument;
- Persons who hold the Ordinary shares through partnerships or other pass-through entities;
- Individual retirement and other tax-deferred accounts;
- Expatriates of the United States and certain former long-term residents of the United States;
- Persons liable for the alternative minimum tax;
- Persons having a “functional currency” other than the U.S. dollar; and
- Direct, indirect or constructive owners of 10% or more, by voting power or value, of our company.

If a partnership or an entity treated as a partnership for U.S. federal income tax purposes owns Ordinary shares, the U.S. federal income tax treatment of a partner in such a partnership will generally depend upon the status of the partner and the activities of the partnership. A partnership that owns Ordinary shares and the partners in such partnership should consult their tax own advisors about the U.S. federal income tax consequences of holding and disposing of Ordinary shares.

This discussion does not consider the possible application of U.S. federal gift or estate tax or alternative minimum tax.

All investors are urged to consult their own tax advisors as to the particular tax consequences to them of an investment in our Ordinary shares, including the effect and applicability of United States federal, state, local and foreign income and other tax laws (including estate and gift tax laws) and tax treaties.

#### Distributions Paid on the Ordinary Shares

Subject to the discussion below under “Passive Foreign Investment Company Considerations,” a U.S. Holder generally will be required to include in his or her gross income as ordinary dividend income the amount of any distributions paid on the Ordinary shares, including the amount of any Israeli taxes withheld, to the extent that those distributions are paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. Subject to the discussion below under “Passive Foreign Investment Company Considerations,” distributions in excess of our earnings and profits will be applied against and will reduce the U.S. Holder’s tax basis in its Ordinary shares and, to the extent they exceed that tax basis, will be treated as gain from a sale or exchange of those Ordinary shares. Our dividends will not qualify for the dividends-received deduction applicable in some cases to U.S. corporations.

Dividends that we pay in NIS, including the amount of any Israeli taxes withheld therefrom, will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such dividends are received, regardless of whether the payment is in fact converted into U.S. dollars. A U.S. Holder who receives payment in NIS and converts NIS into U.S. dollars at an exchange rate other than the rate in effect on such day will have a foreign currency exchange gain or loss that would be treated as ordinary income or loss. U.S. Holders should consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of NIS.

Subject to certain limitations, “qualified dividend income” received by a noncorporate U.S. Holder in tax years beginning on or before December 31, 2010 will be subject to tax at a reduced maximum tax rate of 15%. Distributions taxable as dividends paid on the Ordinary shares should qualify for the 15% rate provided that we are not a passive foreign investment company (as described below) for U.S. tax purposes and that either: (i) we are entitled to benefits under the income tax treaty between the United States and Israel (the “U.S.-Israel Tax Treaty”) or (ii) the Ordinary shares are readily tradable on an established securities market in the United States and certain other requirements are met. We believe that we are entitled to benefits under the U.S.-Israel Tax Treaty and that the Ordinary shares currently will be readily tradable on an established securities market in the United States. However, no assurance can be given that the Ordinary shares will remain readily tradable. The rate reduction does not apply unless certain holding period requirements are satisfied. With respect to the Ordinary shares, the U.S. Holder must have held such shares for at least 61 days during the 121-day period beginning 60 days before the ex-dividend date. The rate reduction also does not apply to dividends received from passive foreign investment companies, see discussion below, or in respect of certain hedged positions or in certain other situations. The legislation enacting the reduced tax rate contains special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to the reduced tax rate. U.S. Holders of Ordinary shares should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

Subject to the discussion below under “Information Reporting and Back-up Withholding,” a Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on dividends received on Ordinary shares unless that income is effectively connected with the conduct by that Non-U.S. Holder of a trade or business in the United States, in which case a corporate Non-U.S. Holder may also be subject to the U.S. branch profits tax.

#### Foreign Tax Credit

Any dividend income resulting from distributions we pay to a U.S. Holder with respect to the Ordinary shares generally will be treated as foreign source income for U.S. foreign tax credit limitation purposes. Subject to certain conditions and limitations, Israeli tax withheld on dividends may be deducted from taxable income or credited against a U.S. Holder’s U.S. federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, any dividend that we distribute generally will constitute “passive category income,” or, in the case of certain U.S. Holders, “general category income.” The rules relating to the determination of foreign source income and the foreign tax credit are complex, and the availability of a foreign tax credit depends on numerous factors. Each investor who is a U.S. Holder should consult with its own tax advisor to determine whether its income with respect to the Ordinary shares would be foreign source income and whether and to what extent that investor would be entitled to a foreign tax credit.

### Disposition of Ordinary Shares

Upon the sale or other disposition of Ordinary shares, subject to the discussion below under “Passive Foreign Investment Company Considerations,” a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized on the disposition and the holder’s adjusted tax basis in the Ordinary shares. U.S. Holders should consult their own advisors with respect to the tax consequences of the receipt of a currency other than U.S. dollars upon such sale or other disposition.

Gain or loss upon the disposition of the Ordinary shares will be treated as long-term if, at the time of the sale or disposition, the Ordinary shares were held for more than one year. The deductibility of capital losses by a U.S. Holder is subject to limitations. In general, any gain or loss recognized by a U.S. Holder on the sale or other disposition of Ordinary shares will be U.S. source income or loss for U.S. foreign tax credit purposes. U.S. Holders should consult their own tax advisors concerning the source of income for U.S. foreign tax credit purposes and the effect of the U.S.-Israel Tax Treaty on the source of income.

Subject to the discussion below under “Information Reporting and Back-up Withholding,” a Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on any gain realized on the sale or exchange of Ordinary shares unless:

that gain is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States, and, if a tax treaty applies, is attributable to a permanent establishment or fixed base of the Non-U.S. Holder in the United States; or

in the case of any gain realized by an individual Non-U.S. Holder, that holder is present in the United States for 183 days or more in the taxable year of the sale or exchange, and other conditions are met.

### Passive Foreign Investment Company Considerations

Special U.S. federal income tax rules apply to U.S. Holders owning shares of a passive foreign investment company. A non-U.S. corporation will be considered a passive foreign investment company for any taxable year in which, after applying certain look-through rules, 75% or more of its gross income consists of specified types of passive income, or 50% or more of the average value of its assets consists of assets that produce, or are held for the production of, passive income. For this purpose, passive income includes dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of assets which produce passive income.

If we were classified as a passive foreign investment company, a U.S. Holder could be subject to increased tax liability upon the sale or other disposition of Ordinary shares or upon the receipt of amounts treated as “excess distributions.” Under these rules, the excess distribution and any gain would be allocated ratably over the U.S. Holder’s holding period for the Ordinary shares, and the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we were a passive foreign investment company would be taxed as ordinary income. The amount allocated to each of the other taxable years would be subject to tax at the highest marginal tax rate in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed on the resulting tax allocated to such other taxable years. The tax liability with respect to the amount allocated to years prior to the year of the disposition, or “excess distribution,” cannot be offset by any net operating losses. In addition, holders of stock in a passive foreign investment company may not receive a “step-up” in basis on shares acquired from a decedent. If we are a passive foreign investment company in any year, a U.S. Holder would be required to file an annual return on IRS Form 8621 regarding distributions received with respect to Ordinary shares and any gain realized on the disposition of Ordinary shares.

Based on our current and projected income, assets and activities, we do not believe that we will be a passive foreign investment company for our current taxable year. However, because the determination of whether we are a passive foreign investment company is based upon the composition of our income and assets from time to time, we cannot be certain that we will not be considered a passive foreign investment company for the current taxable year or any future taxable year.

The passive foreign investment company tax consequences described above will not apply to a U.S. Holder if the U.S. Holder makes an election to treat us as a qualified electing fund, or QEF. If a U.S. Holder makes a timely QEF election, the U.S. Holder would be required to include in income for each taxable year its pro rata share of our ordinary earnings as ordinary income and its pro rata share of our net capital gain as long-term capital gain, whether or not such amounts are actually distributed to the U.S. Holder. However, a U.S. Holder would not be eligible to make a QEF election unless we comply with certain applicable information reporting requirements. We will provide U.S. Holders with the information needed to report income and gain under a QEF election should we become a passive foreign investment company.

As an alternative to making a QEF election, a U.S. Holder of passive foreign investment company stock which is publicly traded may in certain circumstances avoid certain of the tax consequences generally applicable to holders of a passive foreign investment company by electing to mark the stock to market annually and recognizing as ordinary income or loss each year an amount equal to the difference as of the close of the taxable year between the fair market value of the passive foreign investment company stock and the U.S. Holder's adjusted tax basis in the passive foreign investment company stock. Losses would be allowed only to the extent of net mark-to-market gain previously included by the U.S. Holder under the election for prior taxable years. Income recognized and deductions allowed under the mark-to-market provisions, as well as any gain or loss on the disposition of Ordinary shares with respect to which the mark to market election is made, are generally treated as ordinary income or loss (except that loss is treated as capital loss to the extent the loss exceeds the net mark-to-market gains, if any, that a U.S. Holder included in its income with respect to such Ordinary shares in prior years). However, gain or loss from the disposition of Ordinary shares (as to which a "mark-to-market" election was made) in a year in which we are no longer a passive foreign investment company, will be capital gain or loss. The mark-to-market election is available for so long as our Ordinary shares constitute "marketable stock," which includes stock of a passive foreign investment company that is "regularly traded" on a "qualified exchange or other market." Generally, a "qualified exchange or other market" includes a national securities exchange that is registered with the Securities and Exchange Commission or the national market system established pursuant to Section 11A of the Securities Exchange Act of 1934. A class of stock that is traded on one or more qualified exchanges or other markets is "regularly traded" on an exchange or market for any calendar year during which that class of stock is traded, other than in the minimized quantities, on at least 15 days during each calendar quarter. We believe that The NASDAQ Global Market will constitute a qualified exchange or other market for this purpose. However, we can not be certain that our Ordinary shares will continue to trade on The NASDAQ Global Market or that the Ordinary shares will be regularly traded for this purpose.

The rules applicable to owning shares of a passive foreign investment company are complex, and each holder who is a U.S. Holder should consult with its own tax advisor regarding the consequences of investing in a passive foreign investment company.

#### Information Reporting and Backup Withholding

Payments in respect of Ordinary shares may be subject to information reporting to the U.S. Internal Revenue Service and to U.S. backup withholding tax at a rate equal to the fourth lowest income tax rate applicable to individuals (which, under current law, is 28%). Backup withholding will not apply, however, if you (i) are a corporation or come within certain exempt categories, and demonstrate the fact when so required, or (ii) furnish a correct taxpayer identification number and make any other required certification. U.S. Holders who are required to establish their exempt status generally must provide such certification on IRS Form W-9.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be credited against a U.S. Holder's U.S. tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS.

Any U.S. holder who holds 10% or more in vote or value of our Ordinary shares will be subject to certain additional United States information reporting requirements.

#### U.S. Gift and Estate Tax

An individual U.S. Holder of Ordinary shares will generally be subject to U.S. gift and estate taxes with respect to Ordinary shares in the same manner and to the same extent as with respect to other types of personal property.

#### F. Dividends and Paying Agents

Not applicable.

#### G. Statement by Experts

Not applicable.

#### H. Documents on Display

We are subject to the reporting requirements of the United States Securities Exchange Act of 1934, as amended, as applicable to "foreign private issuers" as defined in Rule 3b-4 under the Exchange Act, and in accordance therewith, we file annual and interim reports and other information with the Securities and Exchange Commission.

As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act and transactions in our equity securities by our officers and directors are exempt from reporting and the “short-swing” profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. However, we make available on our website [www.tat-technologies.com](http://www.tat-technologies.com), our annual audited financial statements, which have been examined and reported on, with an opinion expressed by, an independent public accounting firm, and we intend to file reports with the Securities and Exchange Commission on Form 6-K containing unaudited financial information for the first three quarters of each fiscal year.

This annual report on Form 20-F and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the following Securities and Exchange Commission public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549; and on the Securities and Exchange Commission Internet site (<http://www.sec.gov>) and on our website [www.tat-technologies.com](http://www.tat-technologies.com). You may obtain information on the operation of the Securities and Exchange Commission’s public reference room in Washington, D.C. by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Exchange Act file number for our Securities and Exchange Commission filings is 0-16050.

In addition, since August 16, 2005 we are also listed on the TASE. From such date we submit copies of all our filings with the SEC to the Israeli Securities Authority and TASE. Such copies can be retrieved electronically through the TASE internet messaging system ([www.maya.tase.co.il](http://www.maya.tase.co.il)) and, in addition, through the MAGNA distribution site of the Israeli Securities Authority ([www.magna.isa.gov.il](http://www.magna.isa.gov.il)).

The documents concerning our company which are referred to in this annual report may also be inspected at our offices located at Re'em Industrial Park Neta, Boulevard Bnei Ayish, Gedera, Israel.

I. Subsidiary Information

Not applicable.

Item 11. Quantitative and Qualitative Disclosures about Market Risk

We do not own and have not issued any market risk sensitive instruments about which disclosure is required to be provided pursuant to this Item.



#### Effects of Changes in Interest Rates

We pay interest on our long-term loans facilities in accordance with the nature of each loan. For loans that bear Libor Rate, we pay interest at a rate per annum equal to up to 3.5% in excess of the Libor Rate. As a result, changes in the general level of interest rates directly affect the amount of interest payable by us under these facilities. For loans that bear fixed interest rate, we pay interest at a rate per annum equal to up to 5.25%. As of December 31, 2012 we do not have any loans that linked to the Consumer Price Index (the "CPI").

#### Effects of Currency Exchange Fluctuations

Our financial statements are stated in dollars, while a portion of our expenses, primarily labor expenses, is incurred in NIS and a part of our revenues are quoted in NIS. Additionally, certain assets, as well as a portion of our liabilities, are denominated in NIS. As a result, our operations may be affected by fluctuations of the U.S. dollar/NIS exchange rate. In 2012, the NIS appreciated against the U.S. dollar by 2.3%, while in 2011 the NIS depreciated against the U.S. dollar by 7.7%. We estimate that a devaluation of 1% of the U.S. dollar against the NIS would result in a decrease of approximately \$150,000 in our operating income.

Item 12. Description of Securities Other than Equity Securities

Not Applicable.

#### PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders

None.

Item 15. Controls and Procedures

Not applicable.

Item 15T. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our chief executive officer and chief financial officer to allow timely decisions regarding required disclosure. Our management, including our chief executive officer and chief financial officer, conducted an evaluation of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e), as of the end of the period covered by this Annual Report on Form 20-F. Based upon that evaluation, our chief executive officer and chief financial officer have concluded that, as of such date, our disclosure controls and procedures were effective.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transaction and dispositions of the assets of the company;
- 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

- 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. 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.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2012. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on that assessment, our management concluded that as of December 31, 2012, our internal control over financial reporting is effective.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial report. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

#### Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Item 16. [Reserved]

Item 16A. Audit Committee Financial Expert

Our board of directors has determined that each member of our audit committee each of whom also qualifies as independent director, meets the definition of an audit committee financial expert, as defined by rules of the Securities and Exchange Commission. For a brief listing of the relevant experience of the member of our audit committee, see Item 6.A. "Directors, Senior Management and Employees — Directors and Senior Management."

## Item 16B. Code of Ethics

We have adopted a code of ethics that applies to our chief executive officer and all senior financial officers of our company, including the chief financial officer, chief accounting officer or controller, or persons performing similar functions. The code of ethics is publicly available on our website at [www.tat-technologies.com](http://www.tat-technologies.com). Written copies are available upon request. If we make any substantive amendment to the code of ethics or grant any waivers, including any implicit waiver, from a provision of the codes of ethics, we will disclose the nature of such amendment or waiver on our website.

## Item 16C. Principal Accountant Fees and Services

## Fees Paid to Independent Public Accountant

The following table sets forth, for each of the years indicated, the fees paid to our principal independent registered public accounting firm. All of such fees were pre-approved by our Audit Committee.

Services Rendered	Year Ended December 31,	
	2012	2011
Audit (1)	\$ 257,000	\$ 291,000
Tax (2)	47,000	31,600
Total	\$ 304,000	\$ 322,600

(1) Audit fees are for audit services for each of the years shown in the table, including fees associated with the annual audit and reviews of our quarterly financial results, consultations on various accounting issues and audit services provided in connection with other statutory or regulatory filings.

(2) Tax fees relate to professional services rendered for tax compliance and tax advice. These services include assistance regarding international and Israeli taxation.

Pre-Approval Policies and Procedures

Our Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent public accounting firm Kesselman & Kesselman, a member of PriceWaterhouseCoopers International Ltd. Pre-approval of an audit or non-audit service may be given as a general pre-approval, as part of the audit committee's approval of the scope of the engagement of our independent auditor, or on an individual basis. Any proposed services exceeding general pre-approved levels also require specific pre-approval by our audit committee. The policy prohibits retention of the independent public accountants to perform the prohibited non-audit functions defined in Section 201 of the Sarbanes-Oxley Act or the rules of the SEC, and also requires the Audit Committee to consider whether proposed services are compatible with the independence of the public accountants.

Item 16D. Exemptions from the Listing Standards for Audit Committee

Not Applicable.

Item 16E. Purchase of Equity Securities By The Issuer and Affiliated Purchasers

Not Applicable.

Item 16F. Change in Registrant's Certifying Accountant.

Not Applicable.

Item 16G. Corporate Governance

The following are the significant ways in which our corporate governance practices differ from those followed by domestic companies under the Nasdaq Rules:

Shareholder Approval. Although the Nasdaq Rules generally require shareholder approval of equity compensation plans and material amendments thereto, we follow Israeli Companies Law, which is to have such plans and amendments approved only by the board of directors, unless such arrangements are for the compensation of directors or a transaction with the controlling shareholder, in which case they also require the approval of the audit committee and the shareholders.

In addition, rather than follow the Nasdaq Rules requiring shareholder approval for the issuance of securities in certain circumstances, we follow Israeli law, under which a private placement of securities requires approval by our board of directors and shareholders if it will cause a person to become a controlling shareholder (generally presumed at 25% ownership) or if:

- o The securities issued amount to 20% or more of our outstanding voting rights before the issuance;
- o Some or all of the consideration is other than cash or listed securities or the transaction is not on market terms; and
- o The transaction will increase the relative holdings of a shareholder that holds 5% or more of our outstanding share capital or voting rights or that it will cause any person to become, as a result of the issuance, a holder of more than 5% of our outstanding share capital or voting rights.

Annual Reports. While the Nasdaq Rules generally require that companies send an annual report to shareholders prior to the annual general meeting, we follow the generally accepted business practice for companies in Israel. Specifically, we file annual reports on Form 20-F, which contain financial statements audited by an independent accounting firm, electronically with the SEC and post a copy on our website.

PART III

Item 17. Financial Statements

We have elected to furnish financial statements and related information specified in Item 18.

Item 18. Financial Statements

Consolidated Financial Statements of the Company

Index to Financial Statements	F-2
Reports of Independent Registered Public Accounting Firm	F-3
Consolidated Balance Sheets	F-4-F-5
Consolidated Statements of Operations	F-6-F-7
Consolidated Statements of Comprehensive Income	F-8
Consolidated Statements of Equity	F-9
Consolidated Statements of Cash Flows	F-10-F-11
Notes to Consolidated Financial Statements	F-12-F-66

Item 19. Exhibits

The following exhibits are filed as a part of this Annual Report:

- 1.1 Memorandum of Association of the Registrant (1)
- 1.2 Articles of Association of the Registrant (1)
- 2.1 Specimen Certificate for Ordinary Shares (1)
- 4.1 2012 Stock Option Plan (filed herewith)
- 4.2 Agreement dated February 10, 2000, by and between the Registrant and TAT Industries Ltd. (English summary translation) (2)
- 4.3 English translation of Share Sales Agreement, dated March 27, 2008, by and between the Registrant and Bental Investments Cooperative Agricultures Society Ltd. (5)

4.4 English translation of Shareholders' Agreement, dated May 21, 2008, by and between the Registrant, Tat Industries Ltd. and Bental Investments Cooperative Agricultures Society Ltd. (5)

4.5 English translation of Amendment to the Share Sales and Options Agreement and the Shareholders' Agreement, dated May 21, 2008, by and between the Registrant, Tat Industries Ltd. and Bental Investments Cooperative Agricultures Society Ltd. (5)

4.6 English translation of Share Sales Agreement dated April 15, 2008, by and between the Registrant and Mivtach Shamir Investments (1993) Ltd. (5)

4.7 Agreement and Plan of Merger dated April 3, 2009 by and between the Registrant, Limco-Piedmont, Inc. and LIMC Acquisition Company (4)

5.0 Reports of Other Certified Public Accountants filed: First Aviation Services Inc.

8 List of Subsidiaries of the Registrant

12.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended

12.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended

13.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

13.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

---

(1) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 1992, and incorporated herein by reference.

(2) Incorporated by reference to the Registrant's Annual Report on Form 20-F for the year ended December 31, 1999, and incorporated herein by reference.



- (3) Incorporated by reference to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2006, and incorporated herein by reference.
- (4) Filed as an exhibit to the Registrant's Registration Statement on Form F-4 filed on May 7, 2009 and incorporated herein by reference.
- (5) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2007, and incorporated herein by reference.
- (6) Filed as an exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2010, and incorporated herein by reference.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

TAT TECHNOLOGIES LTD.

By: /s/ Yaron Shalem  
Yaron Shalem  
Chief Financial Officer  
(Principal Accounting Officer)

Date: April 25, 2013

170

---

TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012

---

TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012

IN U.S. DOLLARS

INDEX

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	F-3
<u>Consolidated Balance Sheets</u>	F-4-F-5
<u>Consolidated Statements of Operations</u>	F-6- F-7
<u>Consolidated Statements of Comprehensive Income</u>	F-8
<u>Consolidated Statements of Equity</u>	F-9
<u>Consolidated Statements of Cash Flows</u>	F-10-F-11
<u>Notes to Consolidated Financial Statements</u>	F-12-F-66

---

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders of  
TAT Technologies Ltd.

We have audited the accompanying consolidated balance sheets of TAT Technologies Ltd. and its subsidiaries (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2012. These consolidated financial statements are the responsibility of the Company's Board of Directors and management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of First Aviation Services Inc., an equity method investee, as of and for the years ended December 31, 2012 and 2011. The First Aviation Services Inc. financial statements audited by other auditors were prepared on a "historical" basis (prior to basis adjustments primarily related to impairment charges recorded by the Company) and reflect total net assets of \$5,160,000 and \$17,590,000 as of December 31, 2012 and 2011, respectively, and total net loss of (\$12,979,000) and (\$94,000) for the years ended December 31, 2012 and 2011, respectively (subsequently adjusted by the Company to net assets of \$1,264,000 and \$5,020,000, and net (loss)/income of (\$3,756,000) and \$331,000, respectively, to reflect the share in the results of First Aviation Services Inc. and other adjustments primarily related to impairment charges recorded by the Company). We audited the adjustments necessary to convert the "historical" basis financial statements of First Aviation Services Inc. to the basis reflected in the Company's consolidated financial statements. The First Aviation Services Inc. financial statements were audited by other auditors (whose report thereon dated March 20, 2013 expressed an unqualified opinion on those financial statements and included a paragraph with respect to the restatement of the 2011 financial statements to correct an error) has been furnished to us, and our opinion expressed herein, insofar as it relates to the historical amounts included for First Aviation Services Inc., is based solely on the report of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 the Company's Board of Directors and management, as well as evaluating the overall financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2012 and 2011 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Tel-Aviv, Israel  
April 25, 2013

/s/ Kesselman & Kesselman  
Certified Public Accountants (Isr.)  
A member firm of PricewaterhouseCoopers International  
Limited

## TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

U.S dollars in thousands, except share and per share data

	December 31,	
	2012	2011
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 16,581	\$ 26,232
Short-term bank deposits	10,048	-
Marketable securities at fair value	-	1,900
Short-term restricted deposits	2,307	954
Trade accounts receivable, net	20,930	20,621
Other accounts receivable and prepaid expenses	4,533	5,661
Amounts due from related parties	54	818
Inventories, net	33,031	31,303
<b>Total current assets</b>	<b>87,484</b>	<b>87,489</b>
<b>INVESTMENT AND OTHER NON CURRENT ASSETS:</b>		
Long-term restricted deposits	-	2,300
Investment in an affiliated company	1,264	5,020
Funds in respect of employee rights upon retirement	3,318	2,859
Deferred income taxes	2,535	3,669
	7,117	13,848
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	<b>12,910</b>	<b>12,939</b>
<b>GOODWILL, NET</b>	<b>-</b>	<b>1,042</b>
<b>Total long-term assets</b>	<b>20,027</b>	<b>27,829</b>
<b>Total assets</b>	<b>\$ 107,511</b>	<b>\$ 115,318</b>

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

## TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

U.S dollars in thousands, except share and per share data

	December 31,	
	2012	2011
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Short term bank loan and current maturities of long-term loans	\$3,274	\$4,916
Trade accounts payable	5,373	5,073
Amounts due to related parties	112	165
Other accounts payable and accrued expenses	7,295	6,670
<b>Total current liabilities</b>	<b>16,054</b>	<b>16,824</b>
<b>NON CURRENT LIABILITIES:</b>		
Long-term loans, net of current maturities	1,116	4,420
Other long-term liabilities	-	86
Liability in respect of employee rights upon retirement	3,815	3,414
Deferred income taxes	1,490	1,413
<b>Total long-term liabilities</b>	<b>6,421</b>	<b>9,333</b>
<b>COMMITMENTS AND CONTINGENT LIABILITIES</b>		
<b>Total liabilities</b>	<b>22,475</b>	<b>26,157</b>
<b>EQUITY:</b>		
Ordinary shares of NIS 0.9 par value :		
Authorized: 10,000,000 shares at December 31, 2012 and 2011;		
Issued: 9,073,043 shares at December 31, 2012 and 2011;		
Outstanding: 8,798,570 and 8,815,003 shares at December 31, 2012 and 2011,		
respectively	2,790	2,790
Additional paid-in capital	64,410	64,402
Treasury shares at cost - 274,473 and 258,040 shares, at December 31, 2012 and 2011,		
respectively	(2,088 )	(2,018 )
Accumulated other comprehensive loss	(897 )	(1,036 )
Retained earnings	18,018	22,232
<b>Total TAT Technologies Ltd. shareholders' equity</b>	<b>82,233</b>	<b>86,370</b>
Non controlling interest	2,803	2,791
<b>Total equity</b>	<b>85,036</b>	<b>89,161</b>
<b>Total liabilities and equity</b>	<b>\$107,511</b>	<b>\$115,318</b>

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





## TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

U.S dollars in thousands, except share and per share data

	Year ended December 31,		
	2012	2011	2010
<b>Revenues:</b>			
Products	\$46,270	\$47,508	\$38,954
Services	41,652	37,889	40,801
	87,922	85,397	79,755
<b>Cost of revenues:</b>			
Products	33,220	34,076	32,052
Services	33,362	32,143	29,136
Write down of inventory and impairment charges of long lived assets	-	5,763	3,500
	66,582	71,982	64,688
<b>Gross profit</b>	<b>21,340</b>	<b>13,415</b>	<b>15,067</b>
<b>Operating expenses:</b>			
Research and development, net	1,152	786	651
Selling and marketing expenses	3,426	3,439	3,475
General and administrative expenses	11,487	10,949	12,832
Impairment of goodwill and other intangible assets	1,015	-	4,704
Other expenses (income)	9	(169)	-
	17,089	15,005	21,662
<b>Operating income (loss)</b>	<b>4,251</b>	<b>(1,590)</b>	<b>(6,595)</b>
Financial expenses, net	(181)	(380)	(111)
Other expenses	-	-	(200)
Gain from dilution of interests in affiliated company	-	240	-
<b>Income (loss) before taxes on income</b>	<b>4,070</b>	<b>(1,730)</b>	<b>(6,906)</b>
Taxes on income (tax benefit)	2,086	(316)	(4,153)
<b>Net income (loss) after taxes on income</b>	<b>1,984</b>	<b>(1,414)</b>	<b>(2,753)</b>
Share in results of affiliated company and impairment of share in affiliated company	(3,756)	331	(4,510)
<b>Net loss</b>	<b>(1,772)</b>	<b>(1,083)</b>	<b>(7,263)</b>
Net loss (income) attributable to non controlling interest	58	53	(123)

Net loss attributable to TAT Technologies Ltd. shareholders	\$ (1,714 )	\$ (1,030 )	\$ (7,386 )
-------------------------------------------------------------	-------------	-------------	-------------

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

F - 6

---

## TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

U.S dollars in thousands, except share and per share data

	Year ended December 31,		
	2012	2011	2010
Loss per share			
Basic and diluted net loss per share attributable to controlling interest	\$(0.19 )	\$(0.12 )	\$(0.84 )
Weighted average number of shares - basic and diluted	8,808,075	8,815,003	8,815,003

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

F - 7

## TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

U.S dollars in thousands, except share and per share data

	Year ended December 31,		
	2012	2011	2010
Net loss	\$(1,772 )	\$(1,083 )	\$(7,263 )
Other comprehensive income (loss):			
Foreign currency translation adjustments	209	(819 )	708
Unrealized gain (loss) on marketable securities, net of tax	-	(11 )	11
Total other comprehensive income (loss)	209	(830 )	719
Comprehensive loss	\$(1,563 )	\$(1,913 )	\$(6,544 )
Comprehensive loss (income) attributable to non controlling interest	(12 )	261	(312 )
Comprehensive loss attributable to TAT Technologies' Ltd. shareholders	\$(1,575 )	\$(1,651 )	\$(6,856 )

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

## TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

U.S dollars in thousands, except share data

	TAT Technologies Ltd. Shareholders							Total equity
	Share capital Number of shares	Share capital Amount	Additional paid-in capital	Accumulated other comprehensive income (loss)	Treasury shares	Retained earnings	Non controlling interest	
BALANCE AT JANUARY 1, 2010	9,073,043	\$ 2,790	\$ 64,390	\$ (944 )	\$(2,018 )	\$ 30,648	\$ 2,740	\$ 97,606
CHANGES DURING THE YEAR ENDED DECEMBER 31, 2010:								
Net income (loss)	-	-	-	-	-	(7,386 )	123	(7,263 )
Foreign currency translation	-	-	-	522	-	-	186	708
Adjustment on marketable securities	-	-	-	8	-	-	3	11
Share based compensation expenses	-	-	49	-	-	-	-	49
BALANCE AT DECEMBER 31, 2010	9,073,043	2,790	64,439	(414 )	(2,018 )	23,262	3,052	91,111
CHANGES DURING THE YEAR ENDED DECEMBER 31, 2011:								
Net loss	-	-	-	-	-	(1,030 )	(53 )	(1,083 )
Foreign currency translation	-	-	-	(614 )	-	-	(205 )	(819 )
Adjustment on marketable securities	-	-	-	(8 )	-	-	(3 )	(11 )
Share based compensation income	-	-	(37 )	-	-	-	-	(37 )
BALANCE AT DECEMBER 31, 2011	9,073,043	2,790	64,402	(1,036 )	(2,018 )	22,232	2,791	89,161

CHANGES  
DURING THE  
YEAR ENDED  
DECEMBER 31,  
2012:

Net loss	-	-	-	-	-	(1,714 )	(58 )	(1,772 )
Foreign currency translation	-	-	-	139	-	-	70	209
Dividend distributed	-	-	-	-	-	(2,500 )	-	(2,500 )
Purchase of treasury shares	-	-	-	-	(70 )	-	-	(70 )
Share based compensation expenses	-	-	8	-	-	-	-	8
BALANCE AT DECEMBER 31, 2012	9,073,043	\$2,790	\$64,410	\$ (897 )	\$(2,088 )	\$18,018	\$2,803	\$85,036

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

## TAT TECHNOLOGIES LTD. AND ITS SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2012	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	\$(1,772 )	\$(1,083 )	\$(7,263 )
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	2,403	3,271	3,382
Exchange differentials of long-term loans	22		