

MCDERMOTT INTERNATIONAL INC

Form 10-K

March 03, 2014

Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

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

**For the fiscal year ended December 31, 2013**

**OR**

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

**For the transition period from            to**

**Commission File Number 001-08430**

**McDERMOTT INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**REPUBLIC OF PANAMA**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**  
**757 N. ELDRIDGE PKWY.**

**72-0593134**  
**(I.R.S. Employer**  
**Identification No.)**

**HOUSTON, TEXAS**  
**(Address of Principal Executive Offices)**  
**(281) 870-5000**

**77079**  
**(Zip Code)**

**Registrant's Telephone Number, Including Area Code:**

**Securities Registered Pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b>  | <b>Name of each Exchange on which registered</b> |
|---|--|
| <b>Common Stock, \$1.00 par value</b>                                   | <b>New York Stock Exchange</b>                   |
| <b>Securities registered pursuant to Section 12(g) of the Act: None</b> |  |

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's common stock held by nonaffiliates of the registrant on the last business day of the registrant's most recently completed second fiscal quarter (based on the closing sales price on the New York Stock Exchange on June 28, 2013) was approximately \$1.9 billion.

The number of shares of the registrant's common stock outstanding at February 17, 2014 was 237,146,619.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934 in connection with the registrant's 2014 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

**Table of Contents****MCDERMOTT INTERNATIONAL, INC.****INDEX FORM 10-K**

|   | <b>PAGE</b> |
|---|-------------|
| <b>PART I</b>   |             |
| Item 1. <u>Business</u>   | 1           |
| <u>General</u>  | 1           |
| <u>Business Segments</u>  | 1           |
| <u>Dispositions and Other Items</u>   | 3           |
| <u>Acquisitions</u>   | 3           |
| <u>Contracts</u>  | 4           |
| <u>Backlog</u>  | 5           |
| <u>Competition</u>  | 6           |
| <u>Joint Ventures</u>   | 7           |
| <u>Customers</u>  | 8           |
| <u>Raw Materials and Suppliers</u>  | 8           |
| <u>Employees</u>  | 8           |
| <u>Patents and Licenses</u>   | 8           |
| <u>Hazard Risks and Insurance</u>   | 9           |
| <u>Governmental Regulations and Environmental Matters</u>   | 10          |
| <u>Cautionary Statement Concerning Forward-Looking Statements</u>   | 12          |
| <u>Available Information</u>  | 14          |
| Item 1A. <u>Risk Factors</u>  | 15          |
| Item 1B. <u>Unresolved Staff Comments</u>   | 30          |
| Item 2. <u>Properties</u>   | 31          |
| Item 3. <u>Legal Proceedings</u>  | 33          |
| Item 4. <u>Mine Safety Disclosures</u>  | 33          |
| <b>PART II</b>  |             |
| Item 5. <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 33          |
| Item 6. <u>Selected Financial Data</u>  | 35          |
| Item 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                        | 35          |
| <u>General</u>  | 36          |
| <u>Critical Accounting Policies and Estimates</u>   | 38          |
| <u>Year Ended December 31, 2013 Compared to Year Ended December 31, 2012</u>  | 45          |
| <u>Year Ended December 31, 2012 Compared to Year Ended December 31, 2011</u>  | 49          |
| <u>Inflation and Changing Prices</u>  | 52          |
| <u>Liquidity and Capital Resources</u>  | 52          |
| <u>Off-Balance Sheet Arrangements</u>   | 57          |
| <u>Contractual Obligations</u>  | 57          |
| Item 7A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>  | 58          |
| Item 8. <u>Financial Statements and Supplementary Data</u>  | 61          |
| <u>Report of Independent Registered Public Accounting Firm</u>  | 61          |
| <u>Consolidated Statements of Operations for the Years Ended December 31, 2013, 2012 and 2011</u>                           | 62          |
|   | 63          |

|         |  |     |
|---------|--|-----|
|         | <u>Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2013, 2012 and 2011</u> |     |
|         | <u>Consolidated Balance Sheets December 31, 2013 and December 31, 2012</u>   | 64  |
|         | <u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011</u>                  | 65  |
|         | <u>Consolidated Statements of Equity for the Years Ended December 31, 2013, 2012 and 2011</u>                      | 66  |
|         | <u>Notes to Consolidated Financial Statements</u>  | 67  |
| Item 9. | <u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>                        | 109 |

**Table of Contents**

|  | <b>PAGE</b> |
|--|-------------|
| Item 9A. <u>Controls and Procedures</u>  | 109         |
| <u>Disclosure Controls and Procedures</u>  | 109         |
| <u>Management's Report on Internal Control Over Financial Reporting</u>  | 110         |
| <u>Changes in Internal Control Over Financial Reporting</u>  | 110         |
| <u>Report of Independent Registered Public Accounting Firm</u>   | 111         |
| Item 9B. <u>Other Information</u>  |             |
| <b>PART III</b>  |             |
| Item 10. <u>Directors, Executive Officers and Corporate Governance</u>   | 112         |
| Item 11. <u>Executive Compensation</u>   | 112         |
| Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u> | 112         |
| Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>                      | 112         |
| Item 14. <u>Principal Accountant Fees and Services</u>   | 112         |
| <b>PART IV</b>   |             |
| Item 15. <u>Exhibits and Financial Statement Schedules</u>   | 113         |
| <u>Signatures</u>  | 118         |

## **Table of Contents**

*Statements we make in this Annual Report on Form 10-K which express a belief, expectation or intention, as well as those that are not historical fact, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to various risks, uncertainties and assumptions, including those to which we refer under the headings *Cautionary Statement Concerning Forward-Looking Statements* and *Risk Factors* in Items 1 and 1A of Part I of this report.*

## **PART I**

### **Item 1. BUSINESS**

#### **General**

McDermott International, Inc. ( *MII* ), a corporation incorporated under the laws of the Republic of Panama in 1959, is a leading engineering, procurement, construction and installation ( *EPCI* ) company focused on designing and executing complex offshore oil and gas projects worldwide. We are one of the largest U.S.-based engineering and construction ( *E&C* ) companies principally focused on the upstream offshore oil and gas sector. Providing fully integrated EPCI services, we deliver fixed and floating production facilities, pipeline installations and subsea systems from concept to commissioning. Our customers include national, major integrated and other oil and gas companies. Operating in approximately 20 countries across the Atlantic, Middle East and Asia Pacific, our integrated resources include approximately 14,000 employees and a diversified fleet of marine vessels, fabrication facilities and engineering offices. We support our activities with comprehensive project management and procurement services. We have fully integrated capabilities in both shallow water and deepwater construction. We believe we are among the few offshore construction contractors globally capable of providing this wide range of services in many of the larger offshore oil and gas producing regions in the world. We execute our contracts through a variety of methods, principally fixed-price, but also including cost reimbursable, cost-plus, day-rate and unit-rate basis or some combination of those methods. In this annual report on Form 10-K, unless the context otherwise indicates, *we*, *us* and *our* mean *MII* and its consolidated subsidiaries. *MII*'s common stock is listed on the New York Stock Exchange under the trading symbol *MDR*.

#### **Business Segments**

Our operating segments consist of Asia Pacific, the Atlantic, Caspian and the Middle East. The Caspian and Middle East operating segments are aggregated into the Middle East reporting segment due to the proximity of regions and similarities in the nature of services provided, economic characteristics and oversight responsibilities. We also report certain corporate and other non-operating activities under the heading *Corporate and Other*. *Corporate and Other* primarily reflects corporate personnel and activities, incentive compensation programs and other costs, which are generally fully allocated to our operating segments. Accordingly, we report our financial results under reporting segments consisting of Asia Pacific, Atlantic and the Middle East. For financial information about our segments, see Note 11 to our consolidated financial statements included in this annual report.

#### ***Asia Pacific Segment***

Through our Asia Pacific segment, we serve the needs of customers primarily in Australia, Indonesia, Vietnam, Malaysia and Thailand. Project focus in this segment includes the fabrication and installation of fixed and floating structures and the installation of pipelines and subsea systems. The majority of our projects in this segment are performed on an EPCI basis. Engineering and procurement services are provided by our Singapore office and are supported by additional resources located in Chennai, India. The primary fabrication facility for this segment is

located on Batam Island, Indonesia. Additionally, through our equity ownership interest in two separate joint ventures, we have access to fabrication capacity in China and Malaysia. At December 31, 2013 and 2012, our Asia Pacific segment employed approximately 5,100 and 5,300 employees, respectively.



---

**Table of Contents*****Atlantic Segment***

Through our Atlantic segment, we serve the needs of customers primarily in the United States, Brazil, Mexico, Trinidad and Africa. Project focus in this segment includes the fabrication and installation of fixed and floating structures and the installation of pipelines and subsea systems. Engineering and procurement services are supported by engineering resources in Dubai and Chennai. The primary fabrication facility for this segment is located in Altamira, Mexico. We are in the process of preparing for the discontinued utilization of the Morgan City fabrication facility, as further discussed below under the caption Atlantic and Corporate Restructuring. Our Atlantic segment employed approximately 2,200 and 1,700 employees at December 31, 2013 and 2012, respectively.

***Middle East Segment***

Through our Middle East segment, which includes the Caspian region, we serve the needs of customers primarily in Saudi Arabia, Qatar, the United Arab Emirates (U.A.E.), Kuwait, India, Azerbaijan, Russia, and the North Sea. Project focus in this segment relates primarily to the fabrication and offshore installation of fixed and floating structures and the installation of pipelines and subsea systems. The majority of our projects in this segment are performed on an EPCI basis. Engineering and procurement services are provided by our Dubai, U.A.E., Chennai, India, Al Khobar, Saudi Arabia and United Kingdom offices and are supported by additional resources from our Houston and Baku, Azerbaijan offices. The primary fabrication facility for this segment is located in Dubai, U.A.E. At December 31, 2013 and 2012, our Middle East segment employed approximately 6,700 and 7,000 employees, respectively.

The above-mentioned fabrication facilities in each segment are equipped with a wide variety of heavy-duty construction and fabrication equipment, including cranes, welding equipment, machine tools and robotic and other automated equipment. Project installation is performed by major construction vessels, which we own or lease and are stationed throughout the various regions and provide structural lifting/lowering and pipelay services. These major construction vessels are supported by our multi-function vessels and chartered vessels from third parties to perform a wide array of installation activities that include anchor handling, pipelay, cable/umbilical lay, dive support and hookup/commissioning. See Properties in Item 2 of this annual report.

**Atlantic and Corporate Restructuring**

We commenced a restructuring of our Atlantic operations during the quarter ended June 30, 2013, which involves our Morgan City, Louisiana, Houston, Texas, New Orleans, Louisiana and Brazil locations. Our Morgan City, Louisiana location was one of our principal fabrication facilities prior to the restructuring. The restructuring involves, among other things, reductions of management, administrative, fabrication and engineering personnel, and a plan to discontinue utilization of the Morgan City facility (after the completion of existing backlog projects, which are currently forecasted to be completed in the third quarter of 2014). Future fabrication operations in the Atlantic segment are expected to be executed using the Altamira, Mexico facility for the foreseeable future. In addition, we have reached an agreement to exit our joint venture operation in Brazil. Costs associated with our Atlantic restructuring activities primarily include severance and other personnel-related costs, costs associated with exiting the joint venture in Brazil, asset impairment and relocation costs, environmental reserves and future unutilized lease costs. The total costs are expected to range between \$55 million to \$60 million in the aggregate. Of the total anticipated costs, we incurred approximately \$14.6 million during the quarter ended December 31, 2013 and had incurred an aggregate of \$34.1 million as of December 31, 2013.

In October 2013, we announced certain executive management changes that became effective during the fourth quarter of 2013. We also expect to implement changes to our organizational structure during the first half of 2014. These structure-related changes are expected to orient the Company around offshore and subsea business lines

supported by four geographic regions. We are also reevaluating and deferring capital expenditures, reducing our fixed-cost structure and seeking to divest certain non-core assets. Costs associated with our

## **Table of Contents**

corporate reorganization activities will primarily include severance, relocation and other personnel-related costs and costs for advisors. The total of these costs is expected to range between \$35 million to \$40 million and to be incurred during 2014 and early 2015. Of the total anticipated costs, we incurred approximately \$1.6 million during the quarter ended December 31, 2013.

## **Dispositions and Other Items**

### **2013**

#### ***Assets Held for Sale***

We previously committed to a plan to sell four of our multi-function marine vessels, specifically the *Bold Endurance*, *DB 16*, *DB 26* and the *DLB KP1*. Assets classified as held for sale are no longer depreciated. During the quarter ended March 31, 2013, we completed the sale of the *Bold Endurance* and the *DB 26* for aggregate cash proceeds of approximately \$32.0 million, resulting in an aggregate gain of approximately \$12.5 million. We remain in active discussions with interested parties to sell the *DB 16* and *DLB KP1*.

### **2012**

#### ***Charter Fleet Business***

On March 19, 2012, we completed the sale of our former charter fleet business, which operated 10 of the 14 vessels acquired in our 2007 acquisition of substantially all of the assets of Secunda International Limited (the Secunda Acquisition). The cash proceeds from the charter fleet sale were approximately \$61.0 million, resulting in a gain on the sale of approximately \$0.3 million.

#### ***Assets Held for Sale***

During the quarter ended September 30, 2012, we committed to a plan to sell three of our multi-function marine vessels, specifically the *Bold Endurance*, *DB 16* and *DB 26*. At December 31, 2012, we classified approximately \$30.0 million as assets held for sale in our consolidated balance sheet. On December 18, 2012, we entered into an agreement to sell the *Bold Endurance* for cash proceeds of approximately \$2.0 million. The sale was completed in January 2013.

### **2011**

#### ***Vessel Sale***

On August 26, 2011, we completed the sale of the *DB 23* marine vessel. Cash consideration received from the vessel sale was approximately \$8.0 million, resulting in a pre-tax gain of \$7.7 million that is included in our consolidated statement of operations for the year ended December 31, 2011 for the Atlantic segment.

Our results of operations for the periods presented in this annual report reflect the operations of the charter fleet business as discontinued operations.

## **Acquisitions**

During the year ended December 31, 2013, we acquired all of the issued and outstanding shares of capital stock of Deepsea Group Limited, a United Kingdom-based company that provides subsea and other engineering services to international energy companies, primarily through offices in the United Kingdom and the United States. The total consideration we paid for the acquisition was approximately \$9.0 million, which includes cash (\$6.0 million) and the delivery of 313,580 restricted shares of MII common stock (out of treasury).

During the year ended December 31, 2013, we formalized two joint ventures with TH Heavy Engineering Berhad ( THHE ), whereby we acquired a 30% interest in a subsidiary of THHE, THHE Fabricators Sdn. Bhd.,

## **Table of Contents**

and THHE acquired a 30% interest in our Malaysian subsidiary, Berlian McDermott Sdn. Bhd. See the discussion below under the caption *Joint Ventures* for more information regarding these joint ventures.

We had no significant acquisitions during the years ended December 31, 2012 or 2011.

## **Contracts**

We execute our contracts through a variety of methods, including fixed-price, cost reimbursable, cost-plus, day-rate and unit-rate basis or some combination of those methods, with fixed-price being the most prevalent. Contracts are usually awarded through a competitive bid process. Factors that customers may consider include price, facility or equipment availability, technical capabilities of equipment and personnel, efficiency, safety record and reputation.

Fixed-price contracts are for a fixed amount to cover costs and any profit element for a defined scope of work. Fixed-price contracts entail more risk to us because they require us to predetermine both the quantities of work to be performed and the costs associated with executing the work. See *Risk Factors* We are subject to risks associated with contractual pricing in our industry, including the risk that, if our actual costs exceed the costs we estimate on our fixed-price contracts, our profitability will decline, and we may suffer losses in Item 1A of this annual report.

We have contracts that extend beyond one year. Most of our long-term contracts have provisions for progress payments. We attempt to cover anticipated increases in labor, material and service costs of our long-term contracts either through an estimate of such charges, which is reflected in the original price, or through risk-sharing mechanisms, such as escalation or price adjustments for items such as labor and commodity prices.

We generally recognize our contract revenues and related costs on a percentage-of-completion basis. Accordingly, for each contract, we regularly review contract price and cost estimates as the work progresses and reflect adjustments in profit proportionate to the percentage of completion of the related project in the period when we revise those estimates. To the extent that these adjustments result in a reduction or elimination of previously reported profits with respect to a project, we would recognize a charge against current earnings, which could be material.

Our arrangements with customers frequently require us to provide letters of credit, bid and performance bonds or guarantees to secure bids or performance under contracts. While these letters of credit, bonds and guarantees may involve significant dollar amounts, historically, there have been no material payments to our customers under these arrangements.

Some of our contracts contain provisions that require us to pay liquidated damages if we are responsible for the failure to meet specified contractual milestone dates and the applicable customer asserts a claim under those provisions. Those contracts define the conditions under which our customers may make claims against us for liquidated damages. In many cases in which we have historically had potential exposure for liquidated damages, such damages ultimately were not asserted by our customers. As of December 31, 2013, it is possible that we may incur liabilities for liquidated damages aggregating to approximately \$103.0 million, of which approximately \$19.2 million has been recorded in our financial statements, based on our actual or projected failure to meet certain specified contractual milestone dates. The dates for which these potential liquidated damages could arise extend to June 2015. We believe we will be successful in obtaining schedule extensions or other customer-agreed changes that should resolve the potential for additional liquidated damages. Accordingly, we believe that no amounts for these potential liquidated damages in excess of the amounts currently reflected in our financial statements are probable of being paid by us. However, we may not achieve relief on some or all of the issues involved and, as a result, could be subject to higher damage amounts.

Change orders, which are a normal and recurring part of our business, can increase (sometimes substantially) the future scope and cost of a job. Therefore, change order awards (although frequently beneficial

## **Table of Contents**

in the long term) can have the short-term effect of reducing the job percentage of completion and thus the revenues and profits recognized to date. We regularly review contract price and cost estimates as the work progresses and reflect adjustments in profit, proportionate to the job percentage of completion in the period when those estimates are revised. Revenue from unapproved change orders is recognized to the extent of amounts management expects to recover or costs incurred. Unapproved change orders that are disputed by the customer are treated as claims.

In the event of a contract deferral or cancellation, we generally would be entitled to recover costs incurred, settlement expenses and profit on work completed prior to deferral or termination. Significant or numerous cancellations could adversely affect our business, financial condition, results of operations and cash flows.

## **Backlog**

Backlog represents the dollar amount of revenues we expect to recognize in the future from contracts awarded and those that are in progress. These amounts are presented in U.S. dollars and are based on rates that we have contractually agreed to with our customers. Currency risk associated with backlog contracts that is not naturally mitigated within the contract is generally mitigated with the use of foreign currency derivative (hedging) instruments, when deemed significant. However, these actions may not eliminate all currency risk exposure included within our long-term contracts. Backlog is not a measure defined by generally accepted accounting principles and is not a measure of contract profitability. Our methodology for determining backlog may not be comparable to methodologies used by other companies in determining their backlog amounts. The backlog values we disclose include anticipated revenues associated with: (1) the original contract amounts; (2) change orders for which we have received written confirmations from the applicable customers; (3) change orders for which we expect to receive confirmations in the ordinary course of business; and (4) claims that we have made against our customers. We do not include expected revenues of contracts related to unconsolidated joint ventures in our backlog, except to the extent of any contract awards we may receive from those joint ventures.

We include unapproved change orders for which we expect to receive confirmations in the ordinary course of business in backlog, generally to the extent of the lesser of the amounts management expects to recover or the associated costs incurred. Any revenue that would represent profit associated with unapproved change orders is generally excluded from backlog until written confirmation is obtained from the applicable customer. However, consideration is given to our history with the customer as well as the contractual basis under which we may be operating. Accordingly, in certain cases based on our historical experience in resolving unapproved change orders with a customer, the associated profit may be included in backlog. The total unapproved change orders included in our estimates at completion aggregated approximately \$514.2 million, of which approximately \$112.3 million was included in backlog at December 31, 2013. If an unapproved change order is under dispute or has been previously rejected by the customer, the associated amount of revenue is treated as a claim.

For amounts included in backlog that are attributable to claims, we include those claims in backlog when we have a legal basis to do so, consider collection to be probable and believe we can reliably estimate the ultimate value. Claims revenue is included in backlog to the extent of the lesser of the amounts management expects to recover or associated costs incurred. Total claims revenue included in backlog at December 31, 2013 and December 31, 2012 was approximately \$17.2 million and \$187.6 million, respectively. See Note 1 for a discussion of claims revenue included in our estimates at completion as of December 31, 2013.

Backlog may not be indicative of future operating results, and projects in our backlog may be cancelled, modified or otherwise altered by customers. We can provide no assurance as to the profitability of our contracts reflected in backlog. It is possible that our estimates of profit could increase or decrease based on changes in productivity, actual downtime and the resolution of change orders and claims with the customers.

Of the December 31, 2013 backlog amount of \$4.8 billion, approximately \$712.4 million relates to nine active projects that are in loss positions, whereby future revenues are expected to equal costs when recognized.



**Table of Contents**

Included in this amount are \$204.0 million associated with a recently commenced EPCI project in Altamira which is expected to be completed in the third quarter of 2015, \$156.3 million pertaining to a five-year charter of the *Agile* in Brazil, which began in early 2012, and \$67.7 million relating to a subsea project in the U.S. Gulf of Mexico scheduled for completion during 2014, all of which are being conducted by our Atlantic segment. The amount also includes \$91.6 million relating to an EPCI project in Saudi Arabia which is expected to be completed by mid-2015 and \$53.4 million relating to a pipelay project in the Middle East segment scheduled for completion by mid-2014. These five projects represent 80% of the backlog amount in a loss position. It is possible that our estimates of gross profit could increase or decrease based on changes in productivity, actual downtime and the resolution of change orders and claims with the customers. The following table summarizes changes to our backlog:

**(In thousands)**

|  |                     |
|--|---------------------|
| Backlog at December 31, 2012                   | \$ 5,067,164        |
| Bookings from new awards                       | 1,781,204           |
| Additions and reductions on existing contracts | 612,787             |
| Less: Amounts recognized in revenues           | 2,658,932           |
| <b>Backlog at December 31, 2013</b>            | <b>\$ 4,802,223</b> |

Our backlog at December 31, 2013 and 2012 was as follows:

|                      | <b>December 31,<br/>2013</b>             |             | <b>December 31,<br/>2012</b> |             |
|----------------------|--|-------------|------------------------------|-------------|
|                      | <b>(Dollars in approximate millions)</b> |             |                              |             |
| Asia Pacific         | \$ 2,365                                 | 49%         | \$ 3,003                     | 59%         |
| Atlantic             | 784                                      | 16%         | 979                          | 20%         |
| Middle East          | 1,653                                    | 35%         | 1,085                        | 21%         |
| <b>Total Backlog</b> | <b>\$ 4,802</b>                          | <b>100%</b> | <b>\$ 5,067</b>              | <b>100%</b> |

Of the December 31, 2013 backlog, we expect to recognize revenues as follows:

|                                    | <b>2014</b>                      | <b>2015</b>     | <b>Thereafter</b> |
|------------------------------------|----------------------------------|-----------------|-------------------|
|                                    | <b>(In approximate millions)</b> |                 |                   |
| <b>Total Backlog<sup>(1)</sup></b> | <b>\$ 2,572</b>                  | <b>\$ 1,991</b> | <b>\$ 239</b>     |

(1) Backlog revenue expected to be recognized on loss projects is approximately \$394.6 million and \$261.4 million for 2014 and 2015, respectively.

**Competition**

We believe we are among the few offshore construction contractors capable of providing a wide range of services in major offshore oil and gas producing regions of the world. We believe that the substantial capital costs and specialized

capabilities involved in becoming a full-service offshore EPCI contractor create a significant barrier to entry into the market as a global, fully-integrated competitor. We do, however, face substantial competition from regional competitors and less integrated providers of offshore construction services, such as engineering firms, fabrication facilities, pipelaying companies and shipbuilders. A number of companies compete with us in each of the separate EPCI phases in various parts of the world. Our competitors by segment are discussed below.

***Asia Pacific***

Our Asia Pacific segment's key competitors include: Allseas Marine Contractors S.A.; Daewoo Engineering & Construction Co., Ltd.; EMAS Offshore Pte Ltd.; Heerema Group; Hyundai Heavy Industrial Co.,

## **Table of Contents**

Ltd.; Nippon Steel Corporation; Saipem S.P.A.; Samsung Heavy Industries Co., Ltd.; Sapura Kencana Petroleum; Subsea 7 S.A.; Swiber Holdings Ltd.; and Technip S.A.

### ***Atlantic***

Our Atlantic segment's key competitors include: Allseas Marine Contractors S.A.; Dragados Offshore Mexico, S.A.; Gulf Island Fabrication Inc.; Heerema Group; EMAS Offshore Pte Ltd.; KBR, Inc.; Kiewit Corporation; Saipem S.P.A.; Subsea 7 S.A.; and Technip S.A.

### ***Middle East***

Our Middle East segment's key competitors include: Hyundai Heavy Industrial Co. Ltd.; Larsen and Toubro Ltd (India); National Petroleum Construction Company (Abu Dhabi); Saipem S.P.A.; Technip S.A.; Valentine Maritime (Gulf) L.L.C. and Petrofac International Ltd.

### **Joint Ventures**

We participate in the ownership of entities with third parties, primarily through corporations, limited liability companies and partnerships, which we sometimes refer to as joint ventures or, when we refer to only those that are not consolidated, as unconsolidated affiliates. We generally account for our investments in joint ventures under the equity method of accounting. Our more substantial unconsolidated joint ventures are described below.

### ***Asia Pacific***

**Qingdao McDermott Wuchang Offshore Engineering Company Ltd.** We co-own this entity with Qingdao Wuchang Heavy Industry Co. Ltd., a leading shipbuilder in China. This joint venture provides procurement and construction services to the oil and gas industry, including floating, production, storage, off-loading ( FPSO ) vessel construction and integration.

**THHE Fabricators Sdn. Bhd.** We acquired a 30% interest in this entity from THHE during the quarter ended December 2013. This joint venture will specifically focus on meeting the increasing needs of energy clients in Malaysia for EPCI services.

### ***Middle East***

**McDermott Engineering L.L.C. and Khalid Suhail Al Shoabi for Engineering Consultancy.** We co-own this entity with Mr. Khalid Suhail Al Shoabi, a Saudi Arabian citizen. This joint venture provides various engineering services to the oil and gas industry in Saudi Arabia.

### ***Atlantic***

**Deepwater Marine Technology LLC.** We co-own this entity with Keppel FELS Ltd. This joint venture expands our services related to solutions involving tension leg platforms ( TLPs ). A TLP is a vertically moored floating structure normally used for the offshore production of oil and gas and is particularly suited for water depth greater than 1,000 feet.

**FloaTEC LLC.** We co-own this entity with Keppel FELS Ltd. This joint venture designs, markets, procures and contracts floating production systems to the deepwater oil and gas industry. The deepwater solutions provided include

TLPs, spars and production semi-submersibles. A significant part of this entity's strategy is to build on the established presence, reputation and resources of its two owners and to contract activity back to its owners.

**Table of Contents****Customers**

Our five largest customers, as a percentage of our total consolidated revenues, during the years ended December 31, 2013, 2012 and 2011 were as follows:

|                                      |     |
|--------------------------------------|-----|
| <i>Year Ended December 31, 2013:</i> |     |
| Saudi Aramco                         | 25% |
| Azerbaijan International Oil Company | 13% |
| Murphy Oil Company                   | *   |
| Exxon Mobil Corporation              | *   |
| Inpex Operations Australia Pty Ltd.  | *   |
| <i>Year Ended December 31, 2012:</i> |     |
| Exxon Mobil Corporation              | 24% |
| Saudi Aramco                         | 22% |
| BHP Billiton Petroleum Pty Ltd       | 10% |
| Al Khafji Joint Operations           | *   |
| Azerbaijan International Oil Company | *   |
| <i>Year Ended December 31, 2011:</i> |     |
| Exxon Mobil Corporation              | 36% |
| Saudi Aramco                         | 24% |
| Chevron Corporation                  | 10% |
| Abu Dhabi Marine Operating Company   | *   |
| Al Khafji Joint Operations           | *   |

\* Less than 10% of consolidated revenues

Customers that account for a significant portion of revenues in one year may represent an immaterial portion of revenues in other years.

**Financial Information About Geographic Areas**

See Note 11 Segment Reporting for financial information about our revenues and assets.

**Raw Materials and Suppliers**

Our operations use raw materials, such as carbon and alloy steels in various forms and components for assembly. We generally purchase these raw materials and components as needed for individual contracts. We do not depend on a single source of supply for any significant raw materials.

**Employees**

We employed approximately 14,000 persons worldwide at December 31, 2013 and 2012. Approximately 4,400 of our current employees were members of labor unions at December 31, 2013, compared with approximately 3,800 at December 31, 2012. Some of our operations are subject to union contracts, which we customarily renew periodically.

We consider our relationships with our employees and the applicable labor unions to be satisfactory.

**Patents and Licenses**

We currently hold a number of U.S. and foreign patents and also have certain patent applications pending. We also acquire patents and grant licenses to others when we consider it advantageous for us to do so. Although

## **Table of Contents**

in the aggregate our patents and licenses are important to us, we do not regard any single patent or license or group of related patents or licenses as critical or essential to our business as a whole. In general, we depend on our technological capabilities, skilled personnel, construction and management systems, and the application of know-how, rather than patents and licenses, in the conduct of our business.

## **Hazard Risks and Insurance**

Our operations present risks of injury to or death of people, loss of or damage to property and damage to the environment. We conduct difficult and frequently precise operations in very challenging and dynamic locations. We have created loss control systems to assist us in the identification and treatment of the hazard risks presented by our operations, and we endeavor to make sure these systems are effective.

As loss control measures will not always be successful, we seek to establish various means of funding losses and liability related to incidents or occurrences. We primarily seek to do this through contractual protections, including waivers of consequential damages, indemnities, caps on liability, liquidated damage provisions and access to the insurance of other parties. We also procure insurance, operate our own captive insurance company and/or establish funded or unfunded reserves. However, there can be no assurance that these methods will adequately address all risks.

Depending on competitive conditions, the nature of the work, industry custom and other factors, we may not be successful in obtaining adequate contractual protection from our customers and other parties against losses and liabilities arising out of or related to the performance of our work. The scope of the protection may be limited, may be subject to conditions and may not be supported by adequate insurance or other means of financing. In addition, we sometimes have difficulty enforcing our contractual rights with others following a material loss.

Similarly, insurance for certain potential losses or liabilities may not be available or may only be available at a cost or on terms we consider not to be economical. Insurers frequently react to market losses by ceasing to write or severely limiting coverage for certain exposures. Risks that we have frequently found difficult to cost-effectively insure against include, but are not limited to, business interruption (including from the loss of or damage to a vessel), property losses from wind, flood and earthquake events, war and political risks, confiscation or seizure of property (including by act of piracy), pollution liability, liabilities related to occupational health exposures (including asbestos), losses or liability related to acts of terrorism, professional liability/errors and omissions coverage, the failure, misuse or unavailability of our information systems or controls or security measures related to those systems, and liability related to risk of loss of our work in progress and customer-owned materials in our care, custody and control. In cases where we place insurance, we are subject to the credit worthiness of the relevant insurer(s), the available limits of the coverage, our retention under the relevant policy, exclusions in the policy and gaps in coverage.

Our wholly owned captive insurance subsidiary provides coverage for our retentions under employer's liability, general and products liability, automotive liability and workers' compensation insurance and, from time to time, builder's risk and marine hull insurance within certain limits. We may also have business reasons in the future to arrange for our insurance subsidiary to insure other risks which we cannot or do not wish to transfer to outside insurance companies. Premiums charged and reserves related to these insurance programs are based on the facts and circumstances specific to historic losses, loss factors and the performance of the outside insurance market for the type of risk at issue. The actual outcome of insured claims could differ significantly from estimated amounts. We maintain actuarially determined accruals in our consolidated balance sheets to cover losses in our captive insurance programs. These accruals are based on certain assumptions developed utilizing historical data to project future losses. Loss estimates in the calculation of these accruals are adjusted as required based upon reported claims, actual claim payments and settlements and claim reserves. These loss estimates and accruals recorded in our financial statements for claims have historically been reasonable. Claims as a result of





## **Table of Contents**

our operations could adversely impact the ability of our captive insurance subsidiary to respond to all claims presented.

Additionally, upon the February 22, 2006 effectiveness of the settlement relating to the Chapter 11 proceedings involving several B&W subsidiaries, most of our subsidiaries contributed substantial insurance rights to the asbestos personal injury trust. Those insurance rights provided coverage for, among other things, asbestos and other personal injury claims, subject to the terms and conditions of the policies. With the contribution of those insurance rights to the asbestos personal injury trust, we may have underinsured or uninsured exposure for non-derivative asbestos claims or other personal injury or other claims that would have been insured under those coverages had the insurance rights not been contributed to the asbestos personal injury trust.

## **Governmental Regulations and Environmental Matters**

### ***General***

Many aspects of our operations and properties are affected by political developments and are subject to both domestic and foreign governmental regulations, including those relating to:

constructing and equipping offshore production platforms and other offshore facilities;

marine vessel safety;

the operation of foreign-flagged vessels in the coastal trade;

workplace health and safety;

the Foreign Corrupt Practices Act and similar anti-corruption laws;

currency conversions and repatriation;

taxation of foreign earnings and earnings of expatriate personnel; and

protecting the environment.

In addition, we depend on the demand for our offshore construction services from the oil and gas industry and, therefore, are affected by changing taxes, price controls and other laws and regulations relating to the oil and gas industry generally. The adoption of laws and regulations curtailing offshore exploration and development drilling for oil and gas for environmental, economic and other policy reasons would adversely affect our operations by limiting demand for our services.

We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses and certificates with respect to our operations.

The exploration and development of oil and gas properties on the continental shelf of the United States is regulated primarily under the U.S. Outer Continental Shelf Lands Act and related regulations. These laws require the construction, operation and removal of offshore production facilities located on the outer continental shelf of the United States to meet stringent engineering and construction specifications. Similar regulations govern the plugging and abandoning of wells located on the outer continental shelf of the United States and the removal of all production facilities. Violations of regulations issued pursuant to the U.S. Outer Continental Shelf Lands Act and related laws can result in substantial civil and criminal penalties, as well as injunctions curtailing operations.

We cannot determine the extent to which new legislation, new regulations or changes in existing laws or regulations may affect our future operations.

### *Environmental*

Our operations and properties are subject to a wide variety of increasingly complex and stringent foreign, federal, state and local environmental laws and regulations, including those governing discharges into the air and

## Table of Contents

water, the handling and disposal of solid and hazardous wastes, the remediation of soil and groundwater contaminated by hazardous substances and the health and safety of employees. Sanctions for noncompliance may include revocation of permits, corrective action orders, administrative or civil penalties and criminal prosecution. Some environmental laws provide for strict, joint and several liability for remediation of spills and other releases of hazardous substances, as well as damage to natural resources. In addition, companies may be subject to claims alleging personal injury or property damage as a result of alleged exposure to hazardous substances. Such laws and regulations may also expose us to liability for the conduct of or conditions caused by others or for our acts that were in compliance with all applicable laws at the time such acts were performed.

These laws and regulations include the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ( CERCLA ), the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act and similar laws that provide for responses to, and liability for, releases of hazardous substances into the environment. These laws and regulations also include similar foreign, state or local counterparts to these federal laws, which regulate air emissions, water discharges and hazardous substances and waste management and disposal, and require public disclosure related to the use of various hazardous substances. Our operations are also governed by laws and regulations relating to workplace safety and worker health, including, in the United States, the Occupational Safety and Health Act and regulations promulgated thereunder.

We are currently in the process of investigating and remediating some of our former operating sites. Although we have recorded reserves in connection with certain of these matters, due to the uncertainties associated with environmental remediation, there can be no assurance that the actual costs resulting from these remediation matters will not exceed the recorded reserves.

In addition, offshore construction and drilling in some areas have been opposed by environmental groups and, in some areas, have been restricted. To the extent laws are enacted or other governmental actions are taken that prohibit or restrict offshore construction and drilling or impose environmental protection requirements that result in increased costs to the oil and gas industry in general and the offshore construction industry in particular, our business and prospects could be adversely affected.

We have been identified as a potentially responsible party at various cleanup sites under CERCLA. CERCLA and other environmental laws can impose liability for the entire cost of cleanup on any of the potentially responsible parties, regardless of fault or the lawfulness of the original conduct. Generally, however, where there are multiple responsible parties, a final allocation of costs is made based on the amount and type of wastes disposed of by each party and the number of financially viable parties, although this may not be the case with respect to any particular site. We have not been determined to be a major contributor of wastes to any of these sites. On the basis of our relative contribution of waste to each site, we expect our share of the ultimate liability for the various sites will not have a material adverse effect on our consolidated financial condition, results of operations or cash flows in any given year.

At December 31, 2013 and 2012, we had total environmental reserves of \$6.3 million and \$0.6 million, respectively. Of our total environmental reserves at December 31, 2013, \$6.3 million was included in noncurrent liabilities. We established an environmental reserve of \$5.9 million in connection with our plan to discontinue the utilization of the Morgan City fabrication facility. Of our total environmental reserves at December 31, 2012 and 2011, \$0.6 million and \$1.3 million, respectively, were included in current liabilities. Inherent in our estimates of those reserves and recoveries are our expectations regarding the levels of contamination, remediation costs and recoverability from other parties, which may vary significantly as remediation activities progress. Accordingly, changes in estimates could result in material adjustments to our operating results, and the ultimate loss may differ materially from the amounts that we have provided for in our consolidated financial statements.

During the year ended December 31, 2011, we recovered \$2.0 million of environmental reserves associated with the April 2006 sale of our former Mexican subsidiary, Talleres Navales del Golfo, S.A. de C.V. ( TNG ). TNG was reported as a discontinued operation in our consolidated financial statements for the year ended

## **Table of Contents**

December 31, 2006 and, accordingly, the recovery of this reserve is included in income from discontinued operations, net of tax for the year ended December 31, 2011.

### **Cautionary Statement Concerning Forward-Looking Statements**

We are including the following discussion to inform our existing and potential security holders generally of some of the risks and uncertainties that can affect our company and to take advantage of the "safe harbor" protection for forward-looking statements that applicable federal securities law affords.

From time to time, our management or persons acting on our behalf make forward-looking statements to inform existing and potential security holders about our company. These statements may include projections and estimates concerning the scope, execution, timing and success of specific projects and our future backlog, revenues, income and capital spending. Forward-looking statements are generally accompanied by words such as estimate, project, predict, forecast, believe, expect, anticipate, plan, seek, goal, could, may, or should or other words that call attention to future events or outcomes. Sometimes we will specifically describe a statement as being a forward-looking statement and refer to this cautionary statement.

In addition, various statements in this annual report on Form 10-K, including those that express a belief, expectation or intention, as well as those that are not statements of historical fact, are forward-looking statements. Those forward-looking statements appear in Item 1 "Business" and Item 3 "Legal Proceedings" in Part I of this report and in Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in the notes to our consolidated financial statements in Item 8 of Part II of this report and elsewhere in this report.

These forward-looking statements include, but are not limited to, statements that relate to, or statements that are subject to risks, contingencies or uncertainties that relate to:

future levels of revenues, operating margins, income from operations, net income or earnings per share;

outcome of project awards and scope, execution and timing of specific projects, including timing to complete and cost to complete these projects;

future project activities, including the commencement and subsequent timing of marine or installation campaigns on specific projects;

estimates of percentage of completion and contract profits or losses;

anticipated levels of demand for our products and services;

global demand for oil and gas and fundamentals of the oil and gas industry;

expectations regarding trends towards offshore development of oil and gas;

market outlook for the EPCI market, including subsea;

expectations regarding backlog;

future levels of capital, environmental or maintenance expenditures;

the success or timing of completion of ongoing or anticipated capital or maintenance projects;

the adequacy of our sources of liquidity and capital resources;

potential financing arrangements;

the effectiveness of our derivative contracts in mitigating foreign currency risk;

results of our capital investment program;

expectations regarding the acquisition or divestiture of assets;

the ability to dispose of assets held for sale in a timely manner or for a price at or above net realizable value;

**Table of Contents**

the restructuring of our Atlantic operations, including the expected range of costs and timing of cost recognition;

the potential effects of judicial or other proceedings on our business, financial condition, results of operations and cash flows; and

the anticipated effects of actions of third parties such as competitors, or federal, foreign, state or local regulatory authorities, or plaintiffs in litigation.

These forward-looking statements speak only as of the date of this report; we disclaim any obligation to update these statements unless required by securities law, and we caution you not to rely on them unduly. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks, contingencies and uncertainties relate to, among other matters, the following:

general economic and business conditions and industry trends;

general developments in the industries in which we are involved;

decisions about offshore developments to be made by oil and gas companies;

the highly competitive nature of our industry;

our ability to appropriately bid, estimate and effectively perform projects on time, in accordance with the schedules established by the applicable contracts with customers;

changes in project design or schedule;

changes in scope or timing of work to be completed under contracts;

cancellations of contracts, change orders and other modifications and related adjustments to backlog and the resulting impact from using backlog as an indicator of future revenues or earnings;

the collectability of amounts reflected in change orders and claims relating to work previously performed on contracts;

the capital investment required to maintain and/or upgrade our fleet of vessels;

the ability of our suppliers and subcontractors to deliver raw materials in sufficient quantities and/or perform in a timely manner;

volatility and uncertainty of the credit markets;

our ability to comply with covenants in our credit agreements and other debt instruments and availability, terms and deployment of capital;

the unfunded liabilities of our pension plans may negatively impact our liquidity and, depending upon future operations, may impact our ability to fund our pension obligations;

the continued availability of qualified personnel;

the operating risks normally incident to our lines of business, including the potential impact of liquidated damages;

natural or man-caused disruptive events that could damage our facilities, equipment or our work-in-progress and cause us to incur losses and/or liabilities;

equipment failure;

changes in, or our failure or inability to comply with, government regulations;

adverse outcomes from legal and regulatory proceedings;



**Table of Contents**

impact of potential regional, national and/or global requirements to significantly limit or reduce greenhouse gas and other emissions in the future;

changes in, and liabilities relating to, existing or future environmental regulatory matters;

changes in tax laws;

rapid technological changes;

the consequences of significant changes in interest rates and currency exchange rates;

difficulties we may encounter in obtaining regulatory or other necessary approvals of any strategic transactions;

the risks associated with integrating acquired businesses;

the risk we may not be successful in updating and replacing current key information technology;

social, political and economic situations in countries where we do business;

the risks associated with our international operations, including local content requirements;

interference from adverse weather or sea conditions;

the possibilities of war, other armed conflicts or terrorist attacks;

the effects of asserted and unasserted claims and the extent of available insurance coverages;

our ability to obtain surety bonds, letters of credit and financing;

our ability to maintain builder's risk, liability, property and other insurance in amounts and on terms we consider adequate and at rates that we consider economical;

the aggregated risks retained in our captive insurance subsidiary; and

the impact of the loss of insurance rights as part of the Chapter 11 Bankruptcy settlement concluded in 2006 involving several of our former subsidiaries.

We believe the items we have outlined above are important factors that could cause estimates in our financial statements to differ materially from actual results and those expressed in a forward-looking statement made in this annual report or elsewhere by us or on our behalf. We have discussed many of these factors in more detail elsewhere in this annual report. These factors are not necessarily all the factors that could affect us. Unpredictable or unanticipated factors we have not discussed in this annual report could also have material adverse effects on actual results of matters that are the subject of our forward-looking statements. We do not intend to update our description of important factors each time a potential important factor arises, except as required by applicable securities laws and regulations. We advise our security holders that they should (1) be aware that factors not referred to above could affect the accuracy of our forward-looking statements and (2) use caution and common sense when considering our forward-looking statements.

### **Available Information**

Our website address is *www.mcdermott.com*. We make available through the Investors section of this website under SEC Filings, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, statements of beneficial ownership of securities on Forms 3, 4 and 5 and amendments to those reports as soon as reasonably practicable after we electronically file those materials with, or furnish those materials to, the Securities and Exchange Commission (the SEC). You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information regarding the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website at *www.sec.gov* that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. We have also posted on our website

**Table of Contents**

our: Corporate Governance Guidelines; Code of Ethics for our Chief Executive Officer and Senior Financial Officers; Board of Directors Conflicts of Interest Policies and Procedures; Officers, Board Members and Contact Information; Amended and Restated Articles of Incorporation; By-laws; and charters for the Audit, Governance, Compensation and Finance Committees of our Board.

**Item 1A. RISK FACTORS**

*You should carefully consider each of the following risks and all of the other information contained in this annual report. If any of these risks develop into actual events, our business, financial condition, results of operations or cash flows could be materially adversely affected, and, as a result, the trading price of our common stock could decline.*

**Risk Factors Relating to our Business Operations**

*We derive substantially all of our revenues from companies in the oil and gas exploration and production industry, a historically cyclical industry with levels of activity that are significantly affected by the levels and volatility of oil and gas prices.*

The demand for our EPCI services has traditionally been cyclical, depending primarily on the capital expenditures of oil and gas companies for construction of development projects. These capital expenditures are influenced by such factors as:

prevailing oil and gas prices;

expectations about future prices;

the cost of exploring for, producing and delivering oil and gas;

the sale and expiration dates of available offshore leases;

the discovery rate of new oil and gas reserves, including in offshore areas;

the rate of decline of existing oil and gas reserves;

laws and regulations related to environmental matters, including those addressing alternative energy sources and the risks of global climate change;

the development and exploitation of alternative fuels or energy sources;

domestic and international political, military, regulatory and economic conditions;

technological advances; and

the ability of oil and gas companies to generate funds for capital expenditures.

Prices for oil and gas have historically been extremely volatile and have reacted to changes in the supply of and demand for oil and natural gas (including changes resulting from the ability of the Organization of Petroleum Exporting Countries to establish and maintain production quotas), domestic and worldwide economic conditions and political instability in oil producing countries. We anticipate oil and natural gas prices will continue to be volatile and affect the demand for and pricing of our EPCI services. A material decline in oil or natural gas prices or activities over a sustained period of time could materially adversely affect the demand for our services and, therefore, our financial condition, results of operations and cash flows.

***We are subject to risks associated with contractual pricing in our industry, including the risk that, if our actual costs exceed the costs we estimate on our fixed-price contracts, our profitability will decline, and we may suffer additional losses.***

We are engaged in a highly competitive industry, and we have contracted for a substantial number of projects on a fixed-price basis. In many cases, these projects involve complex design and engineering, significant

## Table of Contents

procurement of equipment and supplies and extensive construction management and other activities conducted over extended time periods, sometimes in remote locations. Our actual costs related to these projects could exceed our projections. We attempt to cover the increased costs of anticipated changes in labor, material and service costs of long-term contracts, either through estimates of cost increases, which are reflected in the original contract price, or through price escalation clauses. Despite these attempts, however, the cost and gross profit we realize on a fixed-price contract could vary materially from the estimated amounts because of supplier, contractor and subcontractor performance, our own performance, changes in job conditions, unanticipated weather conditions, variations in labor and equipment productivity and increases in the cost of raw materials, particularly steel, over the term of the contract. Several of these factors contributed to the substantial operating losses we incurred in the year ended December 31, 2013. In the future, these factors and other risks generally inherent in the industry in which we operate may result in actual revenues or costs being different from those we originally estimated and may result in reduced profitability or losses on projects. Some of these risks include:

Our engineering, procurement and construction projects may encounter difficulties related to the procurement of materials, or due to schedule disruptions, equipment performance failures or other factors that may result in additional costs to us, reductions in revenue, claims or disputes.

We may not be able to obtain compensation for additional work we perform or expenses we incur as a result of customer change orders or our customers providing deficient design or engineering information or equipment or materials.

We may be required to pay significant amounts of liquidated damages upon our failure to meet schedule or performance requirements of our contracts.

Difficulties in engaging third-party subcontractors, equipment manufacturers or materials suppliers or failures by third-party subcontractors, equipment manufacturers or materials suppliers to perform could result in project delays and cause us to incur additional costs.

Performance problems relating to any significant existing or future contract arising as a result of any of these or other risks could cause our actual results of operations to differ materially from those we anticipate at the time we enter into the contract and could cause us to suffer damage to our reputation within our industry and our customer base.

### ***Our use of percentage-of-completion method of accounting could result in volatility in our results of operations.***

We recognize revenues and profits from our long-term contracts using the percentage-of-completion basis of accounting. Accordingly, we review contract price and cost estimates periodically as the work progresses and reflect adjustments proportionate to the percentage of completion in income in the period when we revise those estimates. To the extent these adjustments result in a reduction or an elimination of previously reported profits with respect to a project, we would recognize a charge against current earnings, which could be material. Our current estimates of our contract costs and the profitability of our long-term projects, although reasonably reliable when made, could change as a result of the uncertainties associated with these types of contracts, and if adjustments to overall contract costs are significant, the reductions or reversals of previously recorded revenues and profits could be material in future periods. In addition, change orders, which are a normal and recurring part of our business, can increase (and sometimes substantially) the future scope and cost of a job. Therefore, change order awards (although frequently beneficial in the

long term) can have the short-term effect of reducing the job percentage of completion and thus the revenues and profits that otherwise would be recognized to date. Additionally, to the extent that claims included in backlog, including those which arise from change orders which are under dispute or which have been previously rejected by the customer, are not resolved in our favor, there could be reductions in, or reversals of previously reported amounts of, revenues and profits, and charges against current earnings, which could be material.

---

**Table of Contents**

***Our backlog is subject to unexpected adjustments and cancellations.***

The revenues projected in our backlog may not be realized or, if realized, may not result in profits. Because of project cancellations or changes in project scope and schedule, we cannot predict with certainty when or if backlog will be performed. In addition, even where a project proceeds as scheduled, it is possible that contracted parties may default and fail to pay amounts owed to us or poor project performance could increase the cost associated with a project. Delays, suspensions, cancellations, payment defaults, scope changes and poor project execution could materially reduce the revenues and reduce or eliminate profits that we actually realize from projects in backlog.

Reductions in our backlog due to cancellation or modification by a customer or for other reasons may adversely affect, potentially to a material extent, the revenues and earnings we actually receive from contracts included in our backlog. Many of the contracts in our backlog provide for cancellation fees in the event customers cancel projects. These cancellation fees usually provide for reimbursement of our out-of-pocket costs, revenues for work performed prior to cancellation and a varying percentage of the profits we would have realized had the contract been completed. However, we typically have no contractual right upon cancellation to the total revenues reflected in our backlog. Projects may remain in our backlog for extended periods of time. If we experience significant project terminations, suspensions or scope adjustments to contracts reflected in our backlog, our financial condition, results of operations and cash flows may be adversely impacted.

***We have a substantial investment in our marine fleet. At times, a vessel or several vessels may require increased levels of maintenance and capital expenditures, may be less efficient than competitors' vessels for certain projects, and may experience mechanical failure with the inability to economically return to service. If we are unable to manage our fleet efficiently and find profitable market opportunities for our vessels, our results of operations may deteriorate and our financial position and cash flows could be adversely affected.***

We operate a fleet of construction and multi-service vessels of varying ages. Some of our competitors' fleets and competing vessels in those fleets may be substantially newer than ours and more technologically advanced. Our vessels may not be capable of serving all markets and may require additional maintenance and capital expenditures, due to age or other factors, creating periods of downtime. In addition, customer requirements and laws of various jurisdictions may limit the use of older vessels or a foreign-flagged vessel, unless we are able to obtain an exception to such requirements and laws, which may not be available. Our ability to continue to upgrade our fleet depends on our ability to economically commission the construction of new vessels, as well as the availability to purchase in the secondary market newer, more technologically advanced vessels with the capabilities that may be required by our customers. If we are unable to manage our fleet efficiently and find profitable market opportunities for our vessels, our results of operations may deteriorate and our financial position and cash flows could be adversely affected.

***Vessel construction, upgrade, refurbishment and repair projects are subject to risks, including delays and cost overruns, which could have an adverse impact on our available cash resources and results of operations.***

We expect to make significant new construction and/or upgrade, refurbishment and repair expenditures for our vessel fleet from time to time, particularly in light of the aging nature of our vessels and requests for upgraded equipment from our customers. Some of these expenditures may be unplanned. Vessel construction, upgrade, refurbishment and repair projects may be subject to the risks of delay or cost overruns, including delays or cost overruns resulting from any one or more of the following:

unexpectedly long delivery times for, or shortages of, key equipment, parts or materials;

shortages of skilled labor and other shipyard personnel necessary to perform the work;

shipyard delays and performance issues;

failures or delays of third-party equipment vendors or service providers;



**Table of Contents**

unforeseen increases in the cost of equipment, labor and raw materials, particularly steel;

work stoppages and other labor disputes;

unanticipated actual or purported change orders;

disputes with shipyards and suppliers;

design and engineering problems;

latent damages or deterioration to equipment and machinery in excess of engineering estimates and assumptions;

financial or other difficulties at shipyards;

interference from adverse weather conditions;

difficulties in obtaining necessary permits or in meeting permit conditions; and

customer acceptance delays.

Significant cost overruns or delays could materially affect our financial condition and results of operations. Additionally, capital expenditures for vessel upgrade, refurbishment and repair projects could materially exceed our planned capital expenditures. The failure to complete such a project on time, or the inability to complete it in accordance with its design specifications, may, in some circumstances, result in loss of revenues, penalties, or delay, renegotiation or cancellation of a contract. In the event of termination of one of these contracts, we may not be able to secure a replacement contract on as favorable terms. Moreover, our vessels undergoing upgrade, refurbishment and repair activities may not earn revenue during periods when they are out of service.

***A change in tax laws could have a material adverse effect on us by substantially increasing our corporate income taxes and, consequently, decreasing our future net income and increasing our future cash outlays for taxes.***

As a result of a reorganization completed in 1982, MII is a corporation organized under the laws of the Republic of Panama. Tax legislative proposals intending to eliminate some perceived tax advantages of companies that have legal domiciles outside the U.S. but operate in the U.S. through one or more subsidiaries have been introduced in the U.S. Congress in recent years. Recent examples include, but are not limited to, legislative proposals that would broaden the circumstances in which a non-U.S. company would be considered a U.S. resident for U.S. tax purposes. In addition, Panama enacted a law in 2013 that would have introduced a worldwide income tax on Panamanian tax residents, such as MII. The law was subsequently repealed with retroactive effect. Nonetheless, Panama could introduce similar legislation in the future. It is possible that, if legislation were to be enacted in these areas, we could be subject to a

substantial increase in our corporate income taxes and, consequently, a decrease in our future net income and an increase in our future cash outlays for taxes. We are unable to predict the form in which any proposed legislation might become law or the nature of regulations that may be promulgated under any such future legislative enactments.

***Our operations are subject to operating risks and limits on insurance coverage, which could expose us to potentially significant liabilities and costs.***

We are subject to a number of risks inherent in our operations, including:

accidents resulting in injury or the loss of life or property;

environmental or toxic tort claims, including delayed manifestation claims for personal injury or loss of life;

pollution or other environmental mishaps;

hurricanes, tropical storms and other adverse weather conditions;

**Table of Contents**

mechanical failures;

collisions;

property losses;

business interruption due to political action in foreign countries or other reasons; and

labor stoppages.

We have been, and in the future we may be, named as defendants in lawsuits asserting large claims as a result of litigation arising from events such as these. Insurance against some of the risks inherent in our operations is either unavailable or available only at rates that we consider uneconomical. Also, catastrophic events customarily result in decreased coverage limits, more limited coverage, additional exclusions in coverage, increased premium costs and increased deductibles and self-insured retentions. Risks that we have frequently found difficult to cost-effectively insure against include, but are not limited to, business interruption (including from the loss of or damage to a vessel), property losses from wind, flood and earthquake events, war and confiscation or seizure of property (including by act of piracy), pollution liability, liabilities related to occupational health exposures (including asbestos), professional liability/errors and omissions coverage, coverage for costs incurred for investigations related to breaches of laws or regulations, the failure, misuse or unavailability of our information systems or security measures related to those systems, and liability related to risk of loss of our work in progress and customer-owned materials in our care, custody and control. Depending on competitive conditions and other factors, we endeavor to obtain contractual protection against certain uninsured risks from our customers. When obtained, such contractual indemnification protection may not be as broad as we desire or may not be supported by adequate insurance maintained by the customer. Such insurance or contractual indemnity protection may not be sufficient or effective under all circumstances or against all hazards to which we may be subject. A successful claim for which we are not insured, for which we are underinsured or for which our contractual indemnity is insufficient could have a material adverse effect on us.

We have a captive insurance company subsidiary which provides us with various insurance coverages. Claims could adversely impact the ability of our captive insurance company subsidiary to respond to all claims presented.

Additionally, upon the February 22, 2006 effectiveness of the settlement relating to the Chapter 11 proceedings involving several subsidiaries of our former subsidiary B&W, most of our subsidiaries contributed substantial insurance rights providing coverage for, among other things, asbestos and other personal injury claims, to the asbestos personal injury trust. With the contribution of these insurance rights to the asbestos personal injury trust, we may have underinsured or uninsured exposure for non-derivative asbestos claims or other personal injury or other claims that would have been insured under these coverages had the insurance rights not been contributed to the asbestos personal injury trust.

***Our failure to successfully defend against claims made against us by customers, suppliers or subcontractors, or our failure to recover adequately on claims made by us against customers, suppliers or subcontractors, could materially adversely affect our business, financial condition, results of operations and cash flows.***

Our projects generally involve complex design and engineering, significant procurement of equipment and supplies and construction management. We may encounter difficulties in design or engineering, equipment or supply delivery,

schedule changes and other factors, some of which are beyond our control, that affect our ability to complete projects in accordance with the original delivery schedules or to meet other contractual performance obligations. We occasionally bring claims against customers for additional costs exceeding contract prices or for amounts not included in original contract prices. These types of claims may arise due to matters such as customer-caused delays or changes from the initial project scope, which may result in additional costs, both direct and indirect. From time to time, claims are the subject of lengthy and expensive arbitration or litigation

## **Table of Contents**

proceedings, and it is often difficult to accurately predict when those claims will be fully resolved. When these types of events occur and unresolved claims are pending, we may invest significant working capital in projects to cover cost overruns pending the resolution of the claims. In addition, claims may be brought against us by customers in connection with our contracts. Claims brought against us may include back charges for alleged defective or incomplete work, breaches of warranty and/or late completion of the work and claims for cancelled projects. The claims can involve actual damages, as well as contractually agreed-upon liquidated sums. Claims among us and our suppliers and subcontractors include claims similar to those described above. These claims, if not resolved through negotiation, may also become subject to lengthy and expensive arbitration or litigation proceedings. Claims among us, our customers, suppliers and subcontractors could materially adversely affect our business, financial condition, results of operations and cash flows.

### ***We depend on a relatively small number of customers.***

We derive a significant amount of our revenues and profits from a relatively small number of customers in a given year. Our inability to continue to perform services for a number of these large existing customers, if not offset by contracts with new or other existing customers, or delays in collecting receivables from these customers, could have a material adverse effect on our business and operations. Our significant customers include major integrated and national oil and gas companies.

### ***We may not be able to compete successfully against current and future competitors.***

The industry in which we operate is highly competitive. Some of our competitors or potential competitors have greater financial or other resources than we have. Our operations may be adversely affected if our current competitors or new market entrants introduce new facility designs or improvements to engineering, construction or installation services.

### ***We face risks associated with investing in foreign subsidiaries and joint ventures, including the risks that the joint venture may not be able to effectively or efficiently manage its operations and that we may be restricted in our ability to access the cash flows or assets of these entities.***

We conduct some operations through foreign subsidiaries and joint ventures. We do not manage all of our joint ventures. Even in those joint ventures that we manage, we may be required to consider the interests of the other joint venture participants in connection with decisions concerning the operations of the joint ventures, which in our belief may not be as efficient or effective as in our wholly owned subsidiaries. We may experience difficulties relating to the assimilation of personnel, services and systems in the joint venture operations. Any failure to efficiently and effectively operate with our joint venture partners may cause us to fail to realize the anticipated benefits of entering into the joint venture and could adversely affect our operating results for the joint venture. Additionally, our foreign subsidiaries and joint ventures sometimes face governmentally imposed restrictions on their ability to transfer funds to us. As a result, arrangements involving foreign subsidiaries and joint ventures may restrict us from gaining access to the cash flows or assets of these entities.

### ***Our international operations are subject to political, economic and other uncertainties.***

We derive a significant portion of our revenues from international operations. Our international operations are subject to political, economic and other uncertainties. These include:

risks of war, terrorism, piracy and civil unrest;

expropriation, confiscation or nationalization of our assets;

renegotiation or nullification of our existing contracts;

changing political conditions and changing laws and policies affecting trade and investment;

overlap of different tax structures;

---

**Table of Contents**

risk of changes in currency exchange rates; and

risks associated with the assertion of national sovereignty over areas in which our operations are conducted. We also may be particularly susceptible to regional conditions that may adversely affect our operations. Our major marine construction vessels typically require relatively long periods of time to mobilize over long distances, which could affect our ability to withdraw them from areas of conflict. Additionally, certain of our fabrication facilities are located in regions where conflicts may occur and limit or disrupt our operations. Recent events in the Middle East highlight the risk that conflicts could have a material adverse impact on both the markets we serve and our operating capabilities in this region. Similar or more significant events could also take place in these and other regions in which we operate and could limit or disrupt our markets and operations, including disruption from evacuation of personnel, cancellation of contracts or the loss of personnel or assets. Certain of our insurance coverages could also be cancelled by our insurers. The impacts of these risks are very difficult to cost effectively mitigate or insure against and, in the event of a significant event impacting the operations of one or more of our fabrication facilities, we will very likely not be able to timely replicate the fabrication capacity needed to meet existing contractual commitments, given the time and cost involved in doing so. Any failure by us to meet our material contractual commitments could give rise to loss of revenues, claims by customers, loss of future business opportunities and other issues, which could materially adversely affect our financial condition, results of operations and cash flows.

Various foreign jurisdictions have laws limiting the right and ability of foreign subsidiaries and joint ventures to pay dividends and remit earnings to affiliated companies. Our international operations sometimes face the additional risks of fluctuating currency values, hard currency shortages and controls of foreign currency exchange.

***Employee, agent or partner misconduct or our overall failure to comply with laws or regulations could weaken our ability to win contracts, lead to the suspension of our operations and result in reduced revenues and profits.***

Misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by one or more of our employees, agents or partners could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with regulations on lobbying or similar activities, regulations pertaining to the internal control over financial reporting and various other applicable laws or regulations. The precautions we take to prevent and detect fraud, misconduct or failures to comply with applicable laws and regulations may not be effective. Our failure to comply with applicable laws or regulations or acts of fraud or misconduct could subject us to fines and penalties, lead to the suspension of operations and result in reduced revenues and profits.

***We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act, U.K. Bribery Act, other applicable worldwide anti-corruption laws or our 1976 Consent Decree.***

The U.S. Foreign Corrupt Practices Act ( FCPA ) and other applicable worldwide anti-corruption laws generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. These laws include the U.K. Bribery Act, which is broader in scope than the FCPA, as it contains no facilitating payments exception. Additionally, in 1976 we entered into a consent decree with the U.S. Securities and Exchange Commission which, among other things, forbids us from making payments in the nature of a commercial bribe to any customer or supplier to induce the purchase or sale of goods, services or supplies. We operate in some countries that international corruption monitoring groups have identified as having high levels of corruption. Our activities create the risk of unauthorized payments or offers of payments by one of our employees or agents that could be in violation of the FCPA or other applicable anti-corruption laws. Our training program and policies mandate compliance with applicable anti-corruption laws and





---

**Table of Contents**

the 1976 consent decree. Although we have policies, procedures and internal controls in place to monitor internal and external compliance, we cannot assure that our policies and procedures will protect us from governmental investigations or inquiries surrounding actions of our employees or agents. If we are found to be liable for violations of the FCPA or other applicable anti-corruption laws or of the 1976 consent decree (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others), we could suffer from civil and criminal penalties or other sanctions, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Environmental laws and regulations and civil liability for contamination of the environment or related personal injuries may result in increases in our operating costs and capital expenditures and decreases in our earnings and cash flow.***

Governmental requirements relating to the protection of the environment, including those requirements relating to solid waste management, air quality, water quality and cleanup of contaminated sites, have had a substantial impact on our operations. These requirements are complex and subject to frequent change as well as new restrictions. For example, because of concerns that carbon dioxide, methane and certain other so-called greenhouse gases in the Earth's atmosphere may produce climate changes that have significant adverse impacts on public health and the environment, various governmental authorities have considered and are continuing to consider the adoption of regulatory strategies and controls designed to reduce the emission of greenhouse gases resulting from regulated activities, which adoption in areas where we conduct business could require us or our customers to incur added costs to comply, may result in delays in pursuit of regulated activities and could adversely affect demand for the oil and natural gas that our customers produce, thereby potentially limiting the demand for our services. Failure to comply with these requirements may result in the assessment of administrative, civil and criminal penalties, the imposition of investigatory or remedial obligations or the issuance of orders enjoining performance of some or all of our operations. In some cases, they can impose liability for the entire cost of cleanup on any responsible party without regard to negligence or fault and impose liability on us for the conduct of others or conditions others have caused, or for our acts that complied with all applicable requirements when we performed them. Our compliance with amended, new or more stringent requirements, stricter interpretations of existing requirements or the future discovery of contamination may require us to make material expenditures or subject us to liabilities that we currently do not anticipate. Such expenditures and liabilities may adversely affect our business, financial condition, results of operations and cash flows. See Governmental Regulations and Environmental Matters Environmental in Item 1 above for further information.

***Our businesses require us to obtain, and to comply with, government permits and approvals.***

Our businesses are required to obtain, and to comply with, government permits and approvals. Any of these permits or approvals may be subject to denial, revocation or modification under various circumstances. Failure to obtain or comply with the conditions of permits or approvals may adversely affect our operations by temporarily suspending our activities or curtailing our work and may subject us to penalties and other sanctions. Although existing licenses are routinely renewed by various regulators, renewal could be denied or jeopardized by various factors, including:

failure to provide adequate financial assurance for closure;

failure to comply with environmental and safety laws and regulations or permit conditions;

local community, political or other opposition;

executive action; and

legislative action.

In addition, if new environmental legislation or regulations are enacted or implemented, or existing laws or regulations are amended or are interpreted or enforced differently, we may be required to obtain additional

**Table of Contents**

operating permits or approvals. Our inability to obtain, and to comply with, the permits and approvals required for our businesses could have a material adverse effect on us.

*We are subject to government regulations that may adversely affect our future operations.*

Many aspects of our operations and properties are affected by political developments and are subject to both domestic and foreign governmental regulations, including those relating to:

constructing and equipping of production platforms and other offshore facilities;

marine vessel safety;

the operation of foreign-flagged vessels in the coastal trade;

currency conversions and repatriation;

oil exploration and development;

clean air and other environmental protection legislation;

taxation of foreign earnings and earnings of expatriate personnel;

required use of local employees and suppliers by foreign contractors; and

requirements relating to local ownership.

In addition, we depend on the demand for our services from the oil and gas industry and, therefore, we are generally affected by changing taxes and price controls, as well as new or amendments to existing laws, regulations, or other government controls imposed on the oil and gas industry generally, whether due to a particular incident or because of shifts in political decision making. The adoption of laws and regulations curtailing offshore exploration and development drilling for oil and gas for economic and other policy reasons would adversely affect our operations by limiting the demand for our services. In the U.S. Gulf of Mexico, there have been a series of recent regulatory initiatives developed and implemented at the federal level, imposing more stringent safety, permitting and certification requirements on oil and gas companies pursuing exploration, development and production activities, which have resulted in increased compliance costs, added delays in drilling and a more aggressive enforcement regimen by regulators.

Additionally, certain ancillary activities related to the offshore construction industry, including the transportation of personnel and equipment between U.S. ports and the field of work in U.S. waters, may constitute coastwise trade

within the meaning of certain U.S. federal laws and regulations. Under these laws and regulations, including the cabotage law generally referred to as the Jones Act, only vessels (1) owned by a certain percentage of U.S. citizens that are built and registered under the laws of the U.S. or (2) which are subject to an exception or exemption may engage in such coastwise trade. When we operate our foreign-flagged vessels in the U.S. Gulf of Mexico, we operate within the current interpretation of the Jones Act with respect to permitted activities for foreign-flagged vessels. Significant changes to the interpretation of the Jones Act and ruling letters regarding the Jones Act could affect our ability to operate, or competitively operate, our foreign-flagged vessels in the U.S. Gulf of Mexico or other U.S. waters. We are also subject to the risk of the enactment or amendment of cabotage laws in other jurisdictions in which we operate, which could negatively impact our operations in those jurisdictions.

We cannot determine the extent to which our future operations and earnings may be affected by new legislation, new regulations or changes in existing regulations.

***Recently adopted regulations related to conflict minerals could adversely impact our business.***

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ( Dodd-Frank Act ) contains provisions to improve transparency and accountability concerning the supply of certain minerals, known as

## Table of Contents

conflict minerals, originating from the Democratic Republic of Congo and adjoining countries (collectively, the Covered Countries ). The term conflict minerals encompasses tantalum, tin, tungsten (and their ores) and gold.

In August 2012, pursuant to the Dodd-Frank Act, the SEC adopted new annual disclosure and reporting requirements applicable to any company that files periodic public reports with the SEC, if any conflicts minerals are necessary to the functionality or production of a product manufactured, or contracted to be manufactured, by that company. These new annual reporting requirements, which require companies to describe reasonable country of origin inquiries, due diligence measures, the results of those activities and related determinations, will become applicable beginning in May 2014.

Because we have a highly complex, multi-layered supply chain, we may incur significant costs if required to comply with these new disclosures. In addition, the implementation of procedures to comply with these requirements could adversely affect the sourcing, supply and pricing of materials, including components, used in our products. Our suppliers (or suppliers to our suppliers) may not be able or willing to provide all requested information or to take other steps necessary to ensure that no conflict minerals financing or benefiting armed groups are included in materials or components supplied to us for our manufacturing purposes. We may face reputational challenges if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals necessary to the functionality or production of our products through the procedures we may implement. Also, we may encounter challenges to satisfy customers that may require all of the components of products purchased by them to be certified as conflict free. If we are not able to meet customer certification requirements, customers may choose to disqualify us as a supplier. In addition, since the applicability of the new conflict minerals requirements is limited to companies that file periodic reports with the SEC, not all of our competitors will need to comply with these requirements unless they are imposed by customers. As a result, those competitors may have cost and other advantages over us.

***The loss of the services of one or more of our key personnel, or our failure to attract, assimilate and retain trained personnel at a competitive cost, or decreased productivity of such personnel could disrupt our operations and result in loss of revenues.***

Our success depends on the continued active participation of our executive officers and key operating personnel. The unexpected loss of the services of any one of these persons could adversely affect our operations. We also expect to implement changes to our organizational structure during the first half of 2014. These structure-related changes are expected to orient the Company around offshore and subsea business lines supported by four geographic regions. If we are unable to implement these changes as expected, it may significantly affect our business and results of operations in the future.

Our operations require the services of employees having the technical training and experience necessary to obtain the proper operational results. As such, our operations depend, to a considerable extent, on the continuing availability and productivity of such personnel. If we should suffer any material loss of personnel to competitors, have decreased labor productivity of employed personnel for any reason, or be unable to employ additional or replacement personnel with the requisite level of training and experience to adequately operate our businesses, our operations could be adversely affected. A significant increase in the wages paid by other employers could result in a reduction in our workforce, increases in wage rates, or both. Our industry is currently experiencing high demand for the services of employees and escalating wage rates. If any of these events occurred for a significant period of time, our financial condition, results of operations and cash flows could be adversely impacted.



## **Table of Contents**

***We rely on intellectual property law and confidentiality agreements to protect our intellectual property. We also rely on intellectual property we license from third parties. Our failure to protect our intellectual property rights, or our inability to obtain or renew licenses to use intellectual property of third parties, could adversely affect our business.***

Our success depends, in part, on our ability to protect our proprietary information and other intellectual property. Our intellectual property could be challenged, invalidated, circumvented or rendered unenforceable. In addition, effective intellectual property protection may be limited or unavailable in some foreign countries where we operate.

Our failure to protect our intellectual property rights may result in the loss of valuable technologies or adversely affect our competitive business position. We rely significantly on proprietary technology, information, processes and know-how that are not subject to patent or copyright protection. We seek to protect this information through trade secret or confidentiality agreements with our employees, consultants, subcontractors or other parties, as well as through other security measures. These agreements and security measures may be inadequate to deter or prevent misappropriation of our confidential information. In the event of an infringement of our intellectual property rights, a breach of a confidentiality agreement or divulgence of proprietary information, we may not have adequate legal remedies to protect our intellectual property. Litigation to determine the scope of intellectual property rights, even if ultimately successful, could be costly and could divert management's attention away from other aspects of our business. In addition, our trade secrets may otherwise become known or be independently developed by competitors.

In some instances, we have augmented our technology base by licensing the proprietary intellectual property of third parties. In the future, we may not be able to obtain necessary licenses on commercially reasonable terms.

***Systems and information technology interruption could adversely impact our ability to operate.***

We continue to evaluate potential replacements of existing key financial and human resources legacy systems with new enterprise systems. This potential implementation subjects us to inherent costs and risks associated with replacing and changing these systems, including potential disruption of our internal control structure, substantial capital expenditures, demands on management time and other risks of delays or difficulties in transitioning to new systems or of integrating new systems into our current systems. Our possible systems implementations may not result in productivity improvements at the levels anticipated, or at all. In addition, the implementation of new technology systems may cause disruptions in our business operations. This disruption and any other information technology system disruptions and our ability to mitigate those disruptions, if not anticipated and appropriately mitigated, could have a material adverse effect on us.

Our operations are also subject to the risk of cyber attacks. If our systems for protecting against cybersecurity risks prove not to be sufficient, we could be adversely affected by, among other things, loss or damage of intellectual property, proprietary information, or customer data, having our business operations interrupted, and increased costs to prevent, respond to, or mitigate cybersecurity attacks. These risks could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

***Our business strategy includes acquisitions to continue our growth. Acquisitions of other businesses can create certain risks and uncertainties.***

We intend to pursue growth through the acquisition of businesses or assets that we believe will enable us to strengthen or broaden the types of projects we execute and also expand into new industries and regions. We may be unable to continue this growth strategy if we cannot identify suitable businesses or assets, reach agreement on potential strategic acquisitions on acceptable terms or for other reasons. Moreover, business or asset acquisitions involve certain risks,

including:

difficulties relating to the assimilation of personnel, services and systems of an acquired business and the assimilation of marketing and other operational capabilities;



**Table of Contents**

challenges resulting from unanticipated changes in customer relationships subsequent to an acquisition;

additional financial and accounting challenges and complexities in areas such as tax planning, treasury management, financial reporting and internal controls;

assumption of liabilities of an acquired business, including liabilities that were unknown at the time the acquisition transaction was negotiated;

diversion of management's attention from day-to-day operations;

failure to realize anticipated benefits, such as cost savings and revenue enhancements;

potentially substantial transaction costs associated with business combinations; and

potential impairment of goodwill or other intangible assets resulting from the overpayment for an acquisition.

Acquisitions may be funded by the issuance of additional equity or new debt financing, which may not be available on attractive terms, particularly given our recent operating losses. Moreover, to the extent an acquisition transaction financed by non-equity consideration results in goodwill, it will reduce our tangible net worth, which might have an adverse effect on potential credit and bonding capacity.

Additionally, an acquisition may bring us into businesses we have not previously conducted and expose us to additional business risks that are different than those we have historically experienced.

***Our results of operations could be affected by natural disasters in locations in which we and our customers and suppliers operate.***

Our customers and suppliers have operations in locations that are subject to natural disasters, such as flooding, hurricanes, tsunamis, earthquakes, volcanic eruptions or nuclear or other disasters, or a combination of such disasters, such as the events experienced in Japan in 2011. The occurrence of any of these events and the impacts of such events could disrupt and adversely affect the operations of our customers and suppliers as well as our operations in the areas in which these types of events occur.

***War, other armed conflicts or terrorist attacks could have a material adverse effect on our business.***

War, terrorist attacks and unrest have caused and may continue to cause instability in the world's financial and commercial markets, have significantly increased political and economic instability in some of the geographic areas in which we operate and have contributed to high levels of volatility in prices for oil and gas. Instability and unrest in the Middle East and Afghanistan, as well as threats of war or other armed conflict elsewhere, may cause further disruption to financial and commercial markets and contribute to even higher levels of volatility in prices for oil and gas. In addition, unrest in the Middle East and Afghanistan could lead to acts of terrorism in the United States or elsewhere, and acts of terrorism could be directed against companies such as ours. Also, acts of terrorism and threats of armed

conflicts in or around various areas in which we operate, such as the Middle East and Indonesia, could limit or disrupt our markets and operations, including disruptions from evacuation of personnel, cancellation of contracts or the loss of personnel or assets. Armed conflicts, terrorism and their effects on us or our markets may significantly affect our business and results of operations in the future.

### **Risk Factors Relating to Our Financial Condition and Markets**

*Volatility and uncertainty of the financial markets may negatively impact us.*

We intend to finance our existing operations and initiatives, primarily with cash and cash equivalents, investments, cash flows from operations, and borrowings under our revolving credit facility. We also enter into various financial derivative contracts, including foreign currency forward contracts with banks and institutions represented in our revolving credit facility, to manage our foreign exchange rate risk. In addition, we maintain

---

**Table of Contents**

our cash balances and short-term investments in accounts held by major banks and financial institutions located primarily in North America, Europe and Asia, and some of those accounts hold deposits that exceed available insurance. During the global economic downturn that began in 2007, the financial markets and the financial services industry experienced a period of unprecedented turmoil and upheaval characterized by the bankruptcy, failure, collapse or sale of various financial institutions and an unprecedented level of intervention from the U.S. government. If national and international economic conditions deteriorate, it is possible that we may not be able to fully draw upon our existing revolving credit facility and we may not be able to obtain alternative financing on favorable terms. It is possible that one or more of the financial institutions in which we hold our cash and investments could become subject to bankruptcy, receivership or similar proceedings. As a result, we could be at risk of not being able to access material amounts of our cash, which could result in a temporary liquidity crisis that could impede our ability to fund operations. A deterioration in the credit markets could adversely affect the ability of many of our customers to pursue new projects requiring our services or to pay us on time and the ability of many of our suppliers to meet our needs on a competitive basis. Our financial derivative contracts involve credit risk associated with our hedging counterparties, and a deterioration in the financial markets, including the markets with respect to any particular currencies, such as the Euro, could adversely affect our hedging counterparties and their abilities to fulfill their obligations to us.

***Our primary credit agreement imposes restrictions that could limit our operating and investment flexibility.***

We maintain a revolving credit facility under a credit agreement that permits borrowings for working capital and other needs, as well as letters of credit for projects. The terms of that credit agreement impose various restrictions and covenants on us that could have adverse consequences, including:

limiting our ability to react to changing economic, regulatory and industry conditions;

limiting our ability to compete and our flexibility in planning for, or reacting to, changes in our business and the industry;

limiting our ability to pay dividends to our stockholders; and

limiting our ability to borrow additional funds.

In March 2014, we obtained a commitment letter from Goldman Sachs Lending Partners LLC for new senior secured financing. For more information regarding the commitment letter, see the discussions under Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity Credit Agreement and Anticipated Refinancing.

***Maintaining adequate letter of credit capacity is necessary for us to successfully bid on and win various contracts.***

In line with industry practice, we are often required to post standby letters of credit to customers. These letters of credit generally indemnify customers should we fail to perform our obligations under the applicable contracts. If a letter of credit is required for a particular project and we are unable to obtain it due to insufficient liquidity or other reasons, we may not be able to pursue that project. We have limited capacity for letters of credit. Moreover, due to events that affect the credit markets generally, letters of credit may be more difficult to obtain in the future or may only be available at significant additional cost. Letters of credit may not continue to be available to us on reasonable

terms. Our inability to obtain adequate letters of credit and, as a result, to bid on new work could have a material adverse effect on our business, financial condition and results of operations.

*Foreign exchange risks and fluctuations may affect our profitability on certain projects.*

We operate on a worldwide basis with substantial operations outside the U.S. that subject us to currency exchange risks. In order to manage some of the risks associated with foreign currency exchange rates, we enter into foreign currency derivative (hedging) instruments, especially when there is currency risk exposure that is not

## **Table of Contents**

naturally mitigated via our contracts. However, these actions may not always eliminate all currency risk exposure, in particular for our long-term contracts. A disruption in the foreign currency markets, including the markets with respect to any particular currencies, such as the Euro, could adversely affect our hedging instruments and subject us to additional currency risk exposure. Based on fluctuations in currency, the U.S. dollar value of our backlog may from time to time increase or decrease significantly. We do not enter into derivative instruments for trading or other speculative purposes. Our operational cash flows and cash balances, though predominately held in U.S. dollars, may consist of different currencies at various points in time in order to execute our project contracts globally and meet transactional requirements. Non-U.S. asset and liability balances are subject to currency fluctuations when measured period to period for financial reporting purposes in U.S. dollars.

*Pension expenses associated with our retirement benefit plans may fluctuate significantly depending on changes in actuarial assumptions, future market performance of plan assets and legislative or other regulatory actions.*

A substantial portion of our current and retired employee population is covered by pension and post-retirement benefit plans, the costs and funding requirements of which depend on our various assumptions, including estimates of rates of return on benefit-related assets, discount rates for future payment obligations, rates of future cost growth and trends for future costs. Variances from these estimates could have a material adverse effect on us. In addition, funding requirements for benefit obligations of our pension and post-retirement benefit plans are subject to legislative and other government regulatory actions.

## **Risk Factors Relating to our Common Stock**

*Provisions in our corporate documents and Panamanian law could delay or prevent a change in control of our company, even if that change may be considered beneficial by some stockholders.*

The existence of some provisions of our articles of incorporation and by-laws and Panamanian law could discourage, delay or prevent a change in control of our company that a stockholder may consider favorable. These include provisions:

providing that our board of directors fixes the number of members of the board;

limiting who may call special meetings of stockholders;

restricting the ability of stockholders to take action by written consent, rather than at a meeting of the stockholders;

establishing advance notice requirements for nominations of candidates for election to our board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings;

establishing supermajority vote requirements for certain amendments to our articles of incorporation and by-laws;

authorizing a large number of shares of common stock that are not yet issued, which would allow our board of directors to issue shares to persons friendly to current management, thereby protecting the continuity of our management, or which could be used to dilute the stock ownership of persons seeking to obtain control of us; and

authorizing the issuance of blank check preferred stock, which could be issued by our board of directors to increase the number of outstanding shares and thwart a takeover attempt.

In addition, we are registered with the Panamanian National Securities Commission (the PNSC ) and, as a result, we are subject to Decree No. 45 of December 5, 1977, of the Republic of Panama, as amended (the Decree ). The Decree imposes certain restrictions on offers to acquire voting securities of a company registered with the PNSC if, following such an acquisition, the acquiror would own directly or indirectly more than 5% of the outstanding voting securities (or securities convertible into voting securities) of such company, with a market

---

**Table of Contents**

value of at least five million Balboas (approximately \$5.0 million). Under the Decree, any such offeror would be required to provide McDermott with a declaration stating, among other things, the identity and background of the offeror, the source and amount of funds to be used in the proposed transaction and the offeror's plans with respect to McDermott. In that event, the PNSC may, at our request, hold a public hearing as to the adequacy of the disclosure provided by the offeror. Following such a hearing, the PNSC would either determine that full and fair disclosure had been provided and that the offeror had complied with the Decree or prohibit the offeror from proceeding with the offer until it has furnished the required information and fully complied with the Decree. Under the Decree, such a proposed transaction cannot be consummated until 45 days after the delivery of the required declaration prepared or supplemented in a complete and accurate manner, and our board of directors may, in its discretion, within 15 days of receiving a complete and accurate declaration, elect to submit the transaction to a vote of our stockholders. In that case, the transaction could not proceed until approved by the holders of at least two-thirds of the voting power of the shares entitled to vote at a meeting held within 30 days of the date it is called. If such a vote is obtained, the shares held by the offeror would be required to be voted in the same proportion as all other shares that are voted in favor of or against the offer. If the stockholders approved the transaction, it would have to be consummated within 60 days following the date of that approval. The Decree provides for a civil right of action by stockholders against an offeror who does not comply with the provisions of the Decree. It also provides that certain persons, including brokers and other intermediaries who participate with the offeror in a transaction that violates the Decree, may be jointly and severally liable with the offeror for damages that arise from a violation of the Decree. We have a long-standing practice of not requiring a declaration under the Decree from passive investors who do not express any intent to exercise influence or control over our company and who remain as passive investors, so long as they timely file appropriate information on Schedule 13D or Schedule 13G under the Securities Exchange Act of 1934. This practice is consistent with advice we have received from our Panamanian counsel to the effect that our Board of Directors may waive the protection afforded by the Decree and not require declarations from passive investors who invest in our common stock with no intent to exercise influence or control over our company.

We believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirors to negotiate with our board of directors and by providing our board of directors with more time to assess any acquisition proposal, and are not intended to make our company immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our board of directors determines is not in the best interests of our company and our stockholders.

*We may issue preferred stock that could dilute the voting power or reduce the value of our common stock.*

Our articles of incorporation authorize us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over our common stock respecting dividends and distributions, as our board of directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of our common stock. For example, we could grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we could assign to holders of preferred stock could affect the residual value of the common stock.

**Risk Factors Relating to the B&W Spin-off**

*In connection with the spin-off of B&W, B&W agreed to indemnify us for certain liabilities. However, the indemnity from B&W may not be sufficient to protect us against the full amount of such liabilities, and B&W's ability to satisfy its indemnification obligations may be impaired in the future.*

In 2010, we completed a spinoff of The Babcock & Wilcox Company ( B&W ) to our stockholders through a distribution of all of the outstanding common stock of B&W. Pursuant to the master separation agreement we



## **Table of Contents**

entered into with B&W, B&W agreed to indemnify us from certain liabilities. However, third parties could seek to hold us responsible for any of the liabilities that B&W assumed. In addition, the indemnity may not be sufficient to protect us against the full amount of such liabilities, and B&W may not be able to fully satisfy its indemnification obligations to us. Moreover, even if we ultimately succeed in recovering from B&W any amounts for which we are held liable, we may be temporarily required to bear these losses ourselves. Each of these risks could adversely affect our business, results of operations and financial condition.

### ***The spin-off of B&W could result in substantial tax liability.***

We obtained a private letter ruling from the Internal Revenue Service ( IRS ) substantially to the effect that, for U.S. federal income tax purposes, the spin-off and certain related transactions qualified under Sections 355 and/or 368 of the U.S. Internal Revenue Code of 1986, as amended (the Code ). If the factual assumptions or representations made in the request for the private letter ruling prove to have been inaccurate or incomplete in any material respect, then we will not be able to rely on the ruling. Furthermore, the IRS does not rule on whether a distribution such as the spin-off satisfies certain requirements necessary to obtain tax-free treatment under Section 355 of the Code. The private letter ruling was based on representations by us that those requirements were satisfied, and any inaccuracy in those representations could invalidate the ruling. In connection with the spin-off, we also obtained an opinion of outside counsel, substantially to the effect that, for U.S. federal income tax purposes, the spin-off and certain related transactions qualified under Sections 355 and/or 368 of the Code. The opinion relied on, among other things, the continuing validity of the private letter ruling and various assumptions and representations as to factual matters made by B&W and us which, if inaccurate or incomplete in any material respect, would jeopardize the conclusions reached by such counsel in its opinion. The opinion is not binding on the IRS or the courts, and there can be no assurance that the IRS or the courts would not challenge the conclusions stated in the opinion or that any such challenge would not prevail.

If, notwithstanding receipt of the private letter ruling and opinion, certain transactions related to the spin-off were to fail to qualify for tax-free treatment, B&W would be treated as if it had sold part of its assets (which were retained by us) in a taxable sale for fair market value and we would be treated as receiving such assets from B&W as a taxable dividend.

Under the terms of the tax sharing agreement we entered into with B&W in connection with the spin-off, B&W is generally responsible for any taxes imposed on B&W or us and our subsidiaries in the event that the spin-off and/or certain related transactions were to fail to qualify for tax-free treatment. However, if the spin-off and/or certain related transactions were to fail to qualify for tax-free treatment because of actions or failures to act by us or our subsidiaries, a subsidiary of ours would be responsible for all such taxes. If we were to become liable for taxes under the tax sharing agreement, that liability could have a material adverse effect on us.

### **Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Table of Contents****Item 2. PROPERTIES**

The following table provides the segment name, location, and principal use of each of our significant properties at December 31, 2013 that we own or lease:

| <b>Business Segment and Location</b> | <b>Principal Use</b>                                     | <b>Owned/Leased</b> |
|--------------------------------------|--|---------------------|
| <b>ASIA PACIFIC</b>                  |  |                     |
| Singapore, Singapore                 | Operations/engineering/administrative office             | Leased              |
| Batam Island, Indonesia              | Fabrication facility                                     | Leased              |
| Jakarta, Indonesia                   | Engineering office                                       | Leased              |
| Perth, Australia                     | Operations/administrative                                | Leased              |
| Kuala Lumpur, Malaysia               | Operations   | Leased              |
| <b>ATLANTIC</b>                      |  |                     |
| Morgan City, Louisiana               | Fabrication facility                                     | Leased              |
| Altamira, Mexico                     | Fabrication facility                                     | Owned/Leased        |
| Houston, Texas                       | Operations/engineering/administrative office             | Leased              |
| Rio de Janeiro, Brazil               | Operations/administrative                                | Leased              |
| <b>MIDDLE EAST</b>                   |  |                     |
| Dubai (Jebel Ali), U.A.E.            | Operations/engineering/fabrication/administrative office | Leased              |
| Chennai, India                       | Engineering office                                       | Leased              |
| Al Khobar, Saudi Arabia              | Operations/engineering office                            | Leased              |
| Baku, Azerbaijan                     | Operations/administrative office                         | Leased              |
| London, United Kingdom               | Engineering/administrative office                        | Leased              |
| <b>CORPORATE</b>                     |  |                     |
| Houston, Texas                       | Administrative office                                    | Leased              |

We also lease a number of sales, administrative and field construction offices, warehouses and equipment maintenance centers strategically located throughout the world. We consider each of our significant properties to be suitable and adequate for its intended use.

We operate a fleet of construction and multi-service vessels. Our pipelay and derrick vessels are equipped with revolving cranes, auxiliary cranes, welding equipment, pile-driving hammers, anchor winches and a variety of additional equipment. Our multi-service vessels have capabilities which include subsea construction, pipelay, cable lay and dive support. Seven of our owned and/or operated major construction and multi-service vessels are self-propelled. We also have a substantial inventory of specialized support equipment for intermediate water and deepwater construction and pipelay. In addition, we own or lease a substantial number of other vessels, such as tugboats, utility boats, launch barges and cargo barges, to support the operations of our major marine construction vessels.

**Table of Contents**

The following table sets forth certain information with respect to the major construction and multi-service vessels currently utilized to conduct our operations, including their location at December 31, 2013:

| Location and Vessel Name                    | Vessel Type          | Year Entered Service/<br>Upgraded | Maximum Derrick Lift (tons) | Maximum Pipe Diameter (inches) |
|---|----------------------|-----------------------------------|-----------------------------|--------------------------------|
| <b>ATLANTIC</b>                             |                      |                                   |                             |                                |
| <i>Agile</i> <sup>(1)(3)</sup>              | Multi-Service Vessel | 1978/2011                         | 100                         |                                |
| <i>DB 16</i> <sup>(1)(2)(3)</sup>           | Pipelay/Derrick      | 1967/2000                         | 860                         | 30                             |
| <i>DB 50</i> <sup>(1)(3)</sup>              | Pipelay/Derrick      | 1988/2012                         | 4,400                       | 20                             |
| <i>Intermac 600</i> <sup>(4)</sup>          | Launch/Cargo Barge   | 1973                              |                             |                                |
| <b>MIDDLE EAST</b>                          |                      |                                   |                             |                                |
| <i>DB 27</i> <sup>(3)</sup>                 | Pipelay/Derrick      | 1974/1984                         | 2,400                       | 60                             |
| <i>DB 32</i> <sup>(3)</sup>                 | Pipelay/Derrick      | 2010/2013                         | 1,650                       | 60                             |
| <i>Thebaud Sea</i> <sup>(1)(3)</sup>        | Multi-Service Vessel | 1999/2010                         | 100                         |                                |
| <i>LV 108</i> <sup>(4)</sup>                | Multi-Service Vessel | Under Construction                |                             |                                |
| <b>ASIA PACIFIC</b>                         |                      |                                   |                             |                                |
| <i>DB 30</i> <sup>(4)(5)</sup>              | Pipelay/Derrick      | 1975/1999                         | 3,080                       | 60                             |
| <i>DB 101</i> <sup>(3)</sup>                | Pipelay/Derrick      | 1978/1984                         | 3,500                       |                                |
| <i>DLB KPI</i> <sup>(2)(3)</sup>            | Pipelay/Derrick      | 1974                              | 660                         | 60                             |
| <i>Emerald Sea</i> <sup>(1)(3)</sup>        | Multi-Service Vessel | 1996/2007                         | 100                         |                                |
| <i>Intermac 650</i> <sup>(3)</sup>          | Launch/Cargo Barge   | 1980/2006                         |                             |                                |
| <i>North Ocean 102</i> <sup>(1)(4)(5)</sup> | Multi-Service Vessel | 2009                              | 275                         |                                |
| <i>North Ocean 105</i> <sup>(1)(4)(5)</sup> | Multi-Service Vessel | 2012                              | 440                         | 16                             |
| <i>DLV 2000</i> <sup>(4)</sup>              | Pipelay/Derrick      | Under Construction                |                             |                                |

(1) Vessel with dynamic positioning capability.

(2) Currently classified as held for sale.

(3) Vessels subject to mortgages securing indebtedness under our primary credit agreement.

(4) Vessels not subject to mortgages securing indebtedness under our primary credit agreement.

(5) Vessels owned through joint ventures. Our ownership percentages are: *DB 30* (70%), *North Ocean 102* (50%) and *North Ocean 105* (75%). The *North Ocean 105* is currently subject to a mortgage securing indebtedness of the joint venture that owns that vessel.

The estimated aggregate fair market value of vessels securing the revolving credit facility is approximately \$648.0 million, based on independent third-party appraisals obtained during the period between April 2011 and February 2014. The estimated aggregate fair market value of vessels which are not subject to mortgages securing that indebtedness is approximately \$491.0 million, (net of the portion of value attributable to minority ownership interests), based on independent third-party appraisals obtained during the period between September 2012 and February 2014 and costs incurred through December 31, 2013. As security for the indebtedness under our primary credit agreement, we have pledged all of the capital stock of our subsidiaries that own the vessels that are mortgaged to secure that indebtedness.

Governmental regulations, our insurance policies and some of our financing arrangements require us to maintain our vessels in accordance with standards of seaworthiness and safety set by applicable governmental authorities or

classification societies, such as American Bureau of Shipping, Den Norske Veritas, Lloyd's Register of Shipping and other world-recognized classification societies.

**Table of Contents****Item 3. LEGAL PROCEEDINGS**

The information set forth under the heading "Investigations and Litigation" in Note 12, "Commitments and Contingencies," to our consolidated financial statements included in this annual report is incorporated by reference into this Item 3.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II****Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is traded on the New York Stock Exchange ( "NYSE" ) under the symbol MDR. We filed certifications of the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 32.1 and 32.2, respectively, included as exhibits to this report.

High and low stock prices by quarter for the years ended December 31, 2013 and 2012:

**YEAR ENDED DECEMBER 31, 2013**

| <b>QUARTER ENDED</b> | <b>SALES PRICE</b> |            |
|----------------------|--------------------|------------|
|                      | <b>HIGH</b>        | <b>LOW</b> |
| March 31, 2013       | \$ 13.47           | \$ 10.50   |
| June 30, 2013        | \$ 11.03           | \$ 8.18    |
| September 30, 2013   | \$ 8.93            | \$ 6.73    |
| December 31, 2013    | \$ 9.16            | \$ 6.93    |

**YEAR ENDED DECEMBER 31, 2012**

| <b>QUARTER ENDED</b> | <b>SALES PRICE</b> |            |
|----------------------|--------------------|------------|
|                      | <b>HIGH</b>        | <b>LOW</b> |
| March 31, 2012       | \$ 15.35           | \$ 11.34   |
| June 30, 2012        | \$ 13.25           | \$ 9.04    |
| September 30, 2012   | \$ 13.56           | \$ 10.73   |
| December 31, 2012    | \$ 12.45           | \$ 9.66    |

We have not paid cash dividends on MII's common stock since the second quarter of 2000 and do not currently have plans to reinstate a cash dividend at this time. Our Board of Directors will evaluate our cash dividend policy from time to time.

As of February 17, 2014, there were approximately 2,421 record holders of our common stock.



**Table of Contents**

The following table provides information on our equity compensation plans as of December 31, 2013:

**Equity Compensation Plan Information**

| <b>Plan Category</b>                                   | <b>Number of securities<br/>to be issued<br/>upon<br/>exercise of<br/>outstanding<br/>options<br/>and rights</b> | <b>Weighted-average<br/>exercise<br/>price of<br/>outstanding<br/>options and rights</b> | <b>Number of<br/>securities<br/>remaining<br/>available for<br/>future issuance</b> |
|--|--|--|---|
| Equity compensation plans approved by security holders | 3,761,574  | \$ 11.78   | 2,954,521   |

The following graph provides a comparison of our five-year, cumulative total shareholder return<sup>(1)</sup> from December 2008 through December 2013 to the return of S&P 500 and our custom peer group.

(1) Total shareholder return assuming \$100 invested on December 31, 2008 and reinvestment of dividends on daily basis, as adjusted for the July 30, 2010 spin-off of B&W.

The peer group used for the five-year comparison was comprised of the following companies:

|                                    |                                    |
|------------------------------------|------------------------------------|
| Baker Hughes Incorporated          | Helix Energy Solutions Group, Inc. |
| Cal Dive International, Inc.       | Jacobs Engineering Group Inc.      |
| Cameron International Corporation  | KBR, Inc.                          |
| Chicago Bridge & Iron Company N.V. | National Oilwell Varco, Inc.       |
| Dresser-Rand Group, Inc.           | Noble Corporation plc              |
| FMC Technologies, Inc.             | Oceaneering International, Inc.    |

**Table of Contents**

Foster Wheeler AG

Oil States International, Inc.

Halliburton Company

Tidewater Inc.

The peer group also included The Shaw Group, Inc. until it was acquired by Chicago Bridge & Iron Company N.V on February 13, 2013.

**Item 6. SELECTED FINANCIAL DATA**

|   | For the Years Ended                          |              |              |              |              |
|---|--|--------------|--------------|--------------|--------------|
|   | 2013   | 2012         | 2011         | 2010         | 2009         |
|   | (In thousands, except for per share amounts) |              |              |              |              |
| <b>Statement of Operations Data<sup>(1)</sup>:</b>              |  |              |              |              |              |
| Revenues  | \$ 2,658,932                                 | \$ 3,641,624 | \$ 3,445,110 | \$ 2,403,743 | \$ 3,281,790 |
| Operating Income (Loss)   | \$ (464,790)                                 | \$ 319,327   | \$ 250,723   | \$ 314,905   | \$ 279,349   |
| Income (Loss) from Continuing Operations                        | \$ (516,913)                                 | \$ 203,156   | \$ 151,542   | \$ 236,566   | \$ 206,158   |
| Income (Loss) from Discontinued Operations                      | \$   | \$ 3,497     | \$ (12,812)  | \$ (34,900)  | \$ 180,898   |
| Net Income (Loss) Attributable to McDermott International, Inc. | \$ (516,913)                                 | \$ 206,653   | \$ 138,730   | \$ 201,666   | \$ 387,056   |
| <b>Basic Earnings per Common Share:</b>                         |  |              |              |              |              |
| Income (Loss) from Continuing Operations                        | (2.19)                                       | 0.86         | 0.65         | 1.02         | 0.90         |
| Income (Loss) from Discontinued Operations                      |  | 0.01         | (0.05)       | (0.15)       | 0.79         |
| <b>Diluted Earnings per Common Share:</b>                       |  |              |              |              |              |
| Income (Loss) from Continuing Operations                        | (2.19)                                       | 0.86         | 0.64         | 1.00         | 0.88         |
| Income (Loss) from Discontinued Operations                      |  | 0.01         | (0.05)       | (0.15)       | 0.78         |
| <b>Balance Sheet Data<sup>(2)</sup>:</b>                        |  |              |              |              |              |
| Total Assets  | \$ 2,807,371                                 | \$ 3,333,627 | \$ 2,992,814 | \$ 2,598,688 | \$ 4,849,110 |
| Current Maturities of Long-Term Debt                            | \$ 39,543                                    | \$ 14,146    | \$ 8,941     | \$ 8,547     | \$ 16,270    |
| Long-Term Debt  | \$ 49,019                                    | \$ 88,562    | \$ 84,794    | \$ 46,748    | \$ 56,714    |
| Total Equity  | \$ 1,440,344                                 | \$ 1,952,105 | \$ 1,733,712 | \$ 1,512,267 | \$ 1,833,100 |

(1) Statement of operations data prior to December 31, 2010 have been restated to reflect the discontinuance of our charter fleet business and the July 30, 2010 spin-off of B&W.

(2) Balance sheet data presented prior to December 31, 2011 includes the historical information of the charter fleet business and B&W.

**Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**



*Statements we make in the following discussion which express a belief, expectation or intention, as well as those that are not historical fact, are forward-looking statements that are subject to risks, uncertainties and assumptions. Our actual results, performance or achievements, or industry results, could differ materially from those we express in the following discussion as a result of a variety of factors, including the risks and*

## **Table of Contents**

*uncertainties we have referred to under the headings Cautionary Statement Concerning Forward-Looking Statements and Risk Factors in Items 1 and 1A of Part I of this annual report.*

### **General**

MII is a leading EPCI company focused on designing and executing complex offshore oil and gas projects worldwide. Providing fully integrated EPCI services for offshore oil and gas field developments, we deliver fixed and floating production facilities, pipeline and subsea systems from concept to commissioning. We support these activities with comprehensive project management and procurement services. Our reporting segments consist of Asia Pacific, Atlantic and the Middle East. Our Caspian and Middle East operating segments are aggregated into the Middle East reporting segment due to the proximity of regions and similarities in the nature of services provided, economic characteristics and oversight responsibilities.

We also report certain corporate and other non-operating activities under the heading Corporate and Other. Corporate and Other primarily reflects corporate personnel and activities, incentive compensation programs and other costs, which are generally fully allocated to our operating segments. See Note 11 to our consolidated financial statements included in this annual report for summarized financial information on our segments.

Our business activity depends mainly on capital expenditures for offshore construction services of major integrated oil and gas companies and national oil companies for the construction of development projects in the regions in which we operate. Our operations are generally capital intensive and rely on large contracts, which can account for a substantial amount of our revenues.

The results of operations for the years presented reflect the historical operations of the charter fleet business as discontinued operations. The discussions of our business and results of operations in this annual report are presented on the basis of continuing operations, unless otherwise stated.

### **Overview of 2013 Results**

As discussed in more detail below, the financial results for the year ended December 31, 2013 included an operating loss of \$464.8 million. The operating loss was a result of a combination of operational matters and commercial issues with customers that impacted, among other things, our estimates of our costs at completion for various projects. These operational matters and commercial issues included, the following:

Of the \$315.6 million fourth quarter 2013 operating loss, approximately \$134.0 million was related to commercial issues, approximately \$80.0 million was related to operational matters, approximately \$86.0 million was related to impairment of balance sheet assets and approximately \$16.0 million was related to restructuring charges in the Atlantic segment and corporate reorganization.

Of the approximate \$134.0 million of fourth quarter 2013 operating losses related to commercial issues, key drivers included changes to recovery estimates on projects with unapproved change orders or claims outstanding with customers. Specifically, we recorded approximately \$91.0 million of losses related to unapproved claims on two projects.

Of the approximate \$80 million of fourth quarter 2013 operating losses related to projects with operational matters, approximately \$50.0 million related to our typical selling, general and administrative costs. In addition, a key driver was a \$28.0 million loss related to a subsea project in Malaysia due primarily to mechanical downtime on the *North Ocean 105*. The vessel has since resumed work and the project is expected to be completed in March 2014.

As a result of the anticipated future impact of several project issues described above on our cash flows, and although we were in compliance at December 31, 2013 with the financial covenants under the Credit

## **Table of Contents**

Agreement described below, we entered into discussions with the lenders under the Credit Agreement concerning a potential amendment to the Credit Agreement that would, among other things, amend the financial covenants and potentially restructure the form and amount of borrowing limits. In addition, in February 2014, we engaged Goldman, Sachs & Co. to assist us in exploring future financing alternatives, including potential secured financing. On March 2, 2014, we entered into a commitment letter with Goldman Sachs Lending Partners, LLC, under which they have committed, subject to the terms and conditions set forth in the commitment letter, to provide us with \$950 million aggregate principal amount of new senior secured financing. For additional information concerning the commitment letter, see [Liquidity and Capital Resources](#) [Anticipated Refinancing](#).

## **Business Outlook**

Even though we generated substantial operating losses in 2013, we have a positive view of the future for our business due, in large part, to recent and ongoing organizational changes and our business model, which is heavily concentrated in international markets where demand for offshore oil and gas services and construction remains strongest. We generated more than 95% of our 2013 consolidated revenues from projects outside the U.S. Over the past three years we have generated an average of 97% of our revenues outside the U.S.

Our worldwide operations are heavily influenced by the worldwide demand for oil and gas. Oil prices have remained strong over the past 12 months, which has led to increased levels of capital expenditures by the major integrated and national oil and gas companies. As a result, we have a significant number of bids outstanding for new projects. However, any significant future economic contraction could reduce worldwide demand for oil and gas and negatively impact oil and gas prices, leading our customers to defer major capital projects, which would result in a decline in the demand for our services.

The decision-making process for oil and gas companies regarding capital expenditures on an offshore construction development project differs depending on whether the project involves a new or existing development. In the case of a new development project, the demand for offshore construction services generally follows exploratory drilling and, in some cases, initial development drilling activities. Based on the results of those activities and evaluations of field economics, the customer determines whether to install a new platform and new infrastructure, such as subsea gathering lines and pipelines. For an existing development project, demand for offshore construction services is generated by decisions to, among other things, expand development in existing fields and expand existing infrastructure.

We expect the offshore EPCI market to remain strong, and we expect continued growth in deepwater developments. As a result, we have entered into contracts for the construction of two vessels, the LV 108 and DLV 2000, with deepwater capabilities for subsea and marine construction operations. The DLV 2000 is designed with deepwater S-Lay capabilities. Over the next two years, we expect to incur capital expenditures ranging from approximately \$450 million to \$500 million associated with the construction of those vessels.

Backlog is not a measure defined by GAAP and is not a measure of contract profitability. However, we use backlog information internally to evaluate our operations for the purpose of planning, forecasting and evaluating performance. Backlog represents the dollar amount of revenues we expect to recognize in the future from contracts awarded and in progress. We expect our backlog of approximately \$4.8 billion at December 31, 2013 to produce revenues of approximately \$2.6 billion in 2014, not including the effects of any change orders or new contracts that may be awarded during the year. We are actively bidding on projects that we expect will be awarded to us in 2014, subject to successful contract negotiations. Those projects are not included in our December 31, 2013 backlog.

Our Atlantic segment continues to be challenged and, as a result, incurred operating losses of approximately \$67.0 million in 2012 and \$178.2 million in 2013. The segment has two projects in Brazil that contributed revenues but no income in 2012 and 2013. We currently expect a marine project in Brazil to be near breakeven at

---

**Table of Contents**

completion and that future revenues for this project will approximately equal costs when recognized. We expect this project will be completed during the second quarter of 2014. On the other project in Brazil, which is a five-year charter of the Agile that began in early 2012, we recognized a loss due to substantial cost overruns for the year ended December 31, 2011 and an additional loss in 2013 due to revised cost estimates to complete the project. We experienced losses in 2012 and 2013 on several projects, in large part due to increased costs and low fabrication productivity in the United States and Mexico. During 2012, we began ramping up our Altamira, Mexico fabrication facility, primarily with work on small projects, and we were awarded a larger project that commenced during 2013, increasing our utilization of that facility. Until the uncertainties surrounding the projects in Brazil are clarified, and we successfully execute and complete the U.S. and Mexico projects, short-term operating performance could be negatively impacted.

We commenced a restructuring of our Atlantic segment during the quarter ended June 30, 2013, which involves our Morgan City, Louisiana, Houston, Texas, New Orleans, Louisiana and Brazil locations. Our Morgan City, Louisiana location was one of our principal fabrication facilities prior to the restructuring. The restructuring involves, among other things, reductions of management, administrative, fabrication and engineering personnel, and a plan to discontinue utilization of the Morgan City facility (after the completion of existing backlog projects, which are currently forecasted to be completed in the third quarter of 2014). Future fabrication operations in the Atlantic segment are expected to be executed using the Altamira, Mexico facility for the foreseeable future. In addition, we have reached an agreement to exit our joint venture operation in Brazil. Costs associated with our Atlantic restructuring activities will primarily include severance and other personnel-related costs, costs associated with exiting the joint venture in Brazil, asset impairment and relocation costs, environmental reserves and future unutilized lease costs. The total costs are expected to range between \$55 million to \$60 million in the aggregate. Of the total anticipated costs, we incurred approximately \$14.6 million during quarter ended December 31, 2013 and had incurred an aggregate of \$34.1 million as of December 31, 2013.

In October 2013, we announced certain executive management changes that became effective during the fourth quarter of 2013. We also expect to implement changes to our organizational structure during the first half of 2014. These structure-related changes are expected to orient the Company around offshore and subsea business lines supported by four geographic regions. We are also reevaluating and deferring capital expenditures, reducing our fixed-cost structure and seeking to divest certain non-core assets. Costs associated with our corporate reorganization activities will primarily include severance, relocation and other personnel-related costs and costs for advisors. The total of these costs is expected to range between \$35 million to \$40 million and to be incurred during 2014 and early 2015. Of the total anticipated costs, we incurred approximately \$1.6 million during the quarter ended December 31, 2013.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our consolidated financial statements and accompanying notes are presented in U.S. Dollars and prepared in accordance with accounting principles generally accepted in the United States ( GAAP ). The amounts we report in our consolidated financial statements and accompanying notes reflect the application of our accounting policies and management s estimates and assumptions. We believe the following are our most critical accounting policies applied in the preparation of our consolidated financial statements. These policies require our most difficult, subjective and complex judgments, often as a result of the need to make estimates of matters that are inherently uncertain.

**Revenue Recognition.** We determine the appropriate accounting method for each of our long-term contracts before work on the project begins. We generally recognize contract revenues and related costs on a percentage-of-completion method for individual contracts or combinations of contracts based on work performed, man hours, or a cost-to-cost method, as applicable to the activity involved. We include the amount of accumulated contract costs and estimated

earnings that exceed billings to customers in contracts in progress. We include billings to customers that exceed accumulated contract costs and estimated earnings in advance billings on

---

**Table of Contents**

contracts. Most long-term contracts contain provisions for progress payments. We expect to invoice customers and collect all unbilled revenues. Certain costs are generally excluded from the cost-to-cost method of measuring progress, such as significant costs for materials and third-party subcontractors. Costs incurred prior to a project award are generally expensed during the period in which they are incurred. Total estimated project costs, and resulting contract income, are affected by changes in the expected cost of materials and labor, productivity, vessel costs, scheduling and other factors. Additionally, external factors such as weather, customer requirements and other factors outside of our control may affect the progress and estimated cost of a project's completion and, therefore, the timing and amount of revenue and income recognition. In addition, change orders, which are a normal and recurring part of our business, can increase (and sometimes substantially) the future scope and cost of a job. Therefore, change order awards (although frequently beneficial in the long term) can have the short-term effect of reducing the job percentage of completion and thus the revenues and profits recognized to date. We regularly review contract price and cost estimates as the work progresses and reflect adjustments in profit, proportionate to the job percentage of completion in the period when those estimates are revised. Revenue from unapproved change orders is generally recognized to the extent of the lesser of amounts management expects to recover or costs incurred. Additionally, to the extent that claims included in backlog, including those which arise from change orders which are under dispute or which have been previously rejected by the customer, are not resolved in our favor, there could be reductions in, or reversals of previously reported amounts of, revenues and profits, and charges against current earnings, which could be material.

As of December 31, 2013, the total unapproved change orders included in our estimates at completion aggregated approximately \$514.2 million, of which approximately \$112.3 million was included in backlog at December 31, 2013. Unapproved change orders that are disputed by the customer are treated as claims.

***Claims Revenue.*** Claims revenue may relate to various factors, including the procurement of materials, equipment performance failures, change order disputes or schedule disruptions and other delays, including those associated with weather or sea conditions. Claims revenue, when recorded, is only recorded to the extent of the lesser of the amounts management expects to recover or the associated costs incurred in our consolidated financial statements. We include certain unapproved claims in the applicable contract values when we have a legal basis to do so, consider collection to be probable and believe we can reliably estimate the ultimate value. Amounts attributable to unapproved change orders are not included in claims. We continue to actively engage in negotiations with our customers on our outstanding claims. However, these claims may be resolved at amounts that differ from our current estimates, which could result in increases or decreases in future estimated contract profits or losses. Claims are generally negotiated over the course of the respective projects and many of our projects are long-term in nature. None of the claims at December 31, 2013 were involved in litigation.

The amount of revenues and costs included in our estimates at completion (i.e., contract values) associated with such claims was \$17.2 million and \$187.6 million as of December 31, 2013 and December 31, 2012, respectively. All of those claim amounts at December 31, 2013 were related to our Middle East segment. These amounts are determined based on various factors, including our analysis of the underlying contractual language and our experience in making and resolving claims. For the years ended December 31, 2013 and 2012, \$11.7 million and \$78.6 million, respectively, of revenues and costs are included in our consolidated financial statements pertaining to claims. All of those revenues and costs included in our consolidated financial statements at December 31, 2013 were related to our Middle East segment.

Our unconsolidated joint ventures did not include any claims revenue or associated cost in their financial results for the year ended December 31, 2013. For the year ended December 31, 2012, our unconsolidated joint ventures included \$9.2 million of claims revenue and associated costs in their financial results.



***Deferred Profit Recognition.*** For contracts as to which we are unable to estimate the final profitability due to their uncommon nature, including first-of-a-kind projects, we recognize equal amounts of revenue and cost until the final results can be estimated more precisely. For these contracts, we only recognize gross margin when reliably estimable and the level of uncertainty has been significantly reduced, which we generally determine to

---

**Table of Contents**

be when the contract is at least 70% complete. We treat long-term construction contracts that contain such a level of risk and uncertainty that estimation of the final outcome is impractical as deferred profit recognition contracts. If, while being accounted for under our deferred profit recognition policy, a current estimate of total contract costs indicates a loss, the projected loss is recognized in full and the project is accounted for under our normal revenue recognition guidelines. Prior to the fourth quarter of 2013, we accounted for an Atlantic segment project under our deferred profit recognition policy. However, we currently expect that project to be near breakeven at completion and are no longer accounting for it under the deferred profit recognition policy

***Completed Contract Method.*** Under the completed contract method, revenue and gross profit is recognized only when a contract is completed or substantially complete. We generally do not enter into fixed-price contracts without an estimate of cost to complete that we believe to be accurate. However, it is possible that in the time between contract award and the commencement of work on a project, we could lose the ability to adequately forecast costs to complete based on intervening events, including, but not limited to, experience on similar projects, civil unrest, strikes and volatility in our expected costs. In such a situation, we would use the completed contract method of accounting for that project. We did not enter into any contracts that we accounted for under the completed contract method during 2013, 2012 or 2011.

***Loss Recognition.*** A risk associated with fixed-priced contracts is that revenue from customers may not cover increases in our costs. It is possible that current estimates could materially change for various reasons, including, but not limited to, fluctuations in forecasted labor and vessel productivity, vessel repair requirements, weather downtime, supplier performance, pipeline lay rates or steel and other raw material prices. Increases in costs associated with our fixed-price contracts could have a material adverse impact on our consolidated financial condition, results of operations and cash flows. Alternatively, reductions in overall contract costs at completion could materially improve our consolidated financial condition, results of operations and cash flows.

As of December 31, 2013, we have provided for our estimated costs to complete on all of our ongoing contracts. However, it is possible that current estimates could change due to unforeseen events, which could result in adjustments to overall contract costs. Variations from estimated contract performance could result in material adjustments to operating results for any fiscal quarter or year. For all contracts, if a current estimate of total contract cost indicates a loss, the projected loss is recognized in full when determined.

Of the December 31, 2013 backlog amount of \$4.8 billion, approximately \$712.4 million relates to nine active projects that are in loss positions, whereby future revenues are expected to equal costs when recognized. Included in this amount are \$204.0 million associated with a recently commenced EPCI project in Altamira which is expected to be completed in the third quarter of 2015, \$156.3 million pertaining to a five-year charter of the *Agile* in Brazil, which began in early 2012, and \$67.7 million relating to a subsea project in the U.S. Gulf of Mexico scheduled for completion during 2014, all of which are being conducted by our Atlantic segment. The amount also includes \$91.6 million relating to an EPCI project in Saudi Arabia which is expected to be completed by mid-2015 and \$53.4 million relating to a pipelay project scheduled for completion by mid-2014, both being conducted in our Middle East segment. These five projects represent 80% of the backlog amount in a loss position. It is possible that our estimates of gross profit could increase or decrease based on changes in productivity, actual downtime and the resolution of change orders and claims with the customers.

***Use of Estimates.*** We use estimates and assumptions to prepare our financial statements in conformity with GAAP. These estimates and assumptions affect the amounts we report in our financial statements and accompanying notes. Our actual results could differ from these estimates, and variances could materially affect our financial condition and results of operations in future periods. Changes in project estimates generally exclude change orders and changes in scope, but may include, without limitation, unexpected changes in weather conditions, productivity, unanticipated

vessel repair requirements, customer and vendor delays and other costs. We generally expect to experience a variety of unanticipated events, and some of these events can result in significant cost increases above cost amounts we previously estimated. Variations from estimated contract performance could result in material adjustments to operating results.

---

**Table of Contents**

The following is a discussion of our most significant changes in estimates, which impacted operating income in each of our segments for the years ended December 31, 2013 and 2012.

***Year ended December 31, 2013***

For the year ended December 31, 2013, we recognized net project losses of approximately \$315.1 million due to changes in estimates across all three of our operating segments.

The Asia Pacific segment was negatively impacted by net losses of approximately \$62.2 million due to changes in estimates on four projects. On a subsea project in Malaysia, we increased our estimated cost at completion by approximately \$126.9 million primarily due to downtime on the *North Ocean 105* resulting from mechanical and offshore productivity issues. This project is in a loss position and is expected to be completed by mid-2014. On an EPCI project in Australia we completed a settlement with the customer which resulted in lower-than-expected recoveries. This project was completed in the first quarter of 2013 and the settlement documents were executed on February 5, 2014. These deteriorations were partially offset by improvements on two projects. On another EPCI project in Australia, we reduced estimated costs to complete the project by approximately \$64.1 million as a result of efficiencies and productivity improvements related to offshore hookup activities. This project was completed in early 2013. On a fabrication project in Australia, we increased our change order recovery and bonuses recognized by approximately \$14.7 million resulting from settlements and achieved milestones. This project is expected to be completed in early 2014.

The Middle East segment was negatively impacted by losses of \$174.4 million due to changes in estimates on four projects. On a pipelay project, we reduced the cost recovery estimate as a result of ongoing negotiations with the customer, although we believe we have a substantial basis for our claims. This project is currently in a loss position and is expected to be completed during the second quarter of 2014. On an EPCI project in Saudi Arabia, we increased our estimated cost at completion by approximately \$62.5 million primarily as a result of revisions to the project's execution plans, increases in our estimated cost to complete due to an extended offshore hookup campaign requiring multiple vessel mobilizations and delays in completion of onshore activities. Although the project recognized a loss in the year ended December 31, 2013, it remains in an overall profitable position and is expected to be completed during 2014. On another EPCI project in Saudi Arabia, we increased our estimated cost to complete by approximately \$16.5 million, primarily due to weather downtime and revisions to our estimated cost to complete the hookup campaign. This project remains profitable and is expected to be completed during 2014. On a third EPCI project in Saudi Arabia, we increased our estimated cost to complete by approximately \$16.4 million due to procurement and design issues which were settled on less favorable terms than previously expected. This project is currently in a loss position and is expected to be completed during the first half of 2015.

The Atlantic segment was negatively impacted by changes in estimates on six projects resulting in approximately \$78.5 million of project losses. In Morgan City, we incurred additional costs of approximately \$9.3 million to complete a fabrication project, primarily due to poor labor productivity. That project was completed during the fourth quarter of 2013. On a marine project in Mexico completed during 2012, we reversed previously recognized claim revenue by approximately \$10.0 million due to unsuccessful claim resolution efforts. On the five-year charter of the *Agile* in Brazil, we increased the estimated cost to complete the project by approximately \$8.6 million. The completion of this charter is expected during the first quarter of 2017. On two EPCI projects in Altamira, we increased our estimated costs at completion by approximately \$40.9 million, primarily due to higher procurement costs, reduced labor productivity, and reduced utilization of the fabrication facility. Both of these projects are in a loss position. One is expected to be completed during the second quarter of 2014 and the other is expected to be completed by the third quarter of 2015. On a subsea project in the U.S. Gulf of Mexico, we recognized a loss of approximately \$9.7 million, primarily driven by the recognition of liquidated damages due to the anticipated late arrival of vessels currently

engaged on projects in Brazil and Malaysia. This project is scheduled for completion during 2014.

---

**Table of Contents*****Year ended December 31, 2012***

Operating income for the year ended December 31, 2012 in our Asia Pacific segment benefited significantly from certain changes in estimates, which resulted in a reduction of remaining costs as a result of efficiencies and productivity improvements related to offshore hook-up activities on one of our EPCI projects, which was completed in early 2013. Excluding those cost savings, our costs increased by approximately 8% for the year ended December 31, 2012. These benefits were partially offset by certain project charges of approximately \$23.0 million associated with anticipated productivity changes and project delays on one of our subsea projects, which is expected to be completed by mid 2014. In addition, our Atlantic segment was impacted by project charges of approximately \$16.0 million relating to two projects, which were completed in 2013, primarily due to lower than expected fabrication productivity. In our Middle East segment, we experienced project charges of approximately \$13.0 million associated with increased cost estimates resulting from fabrication productivity and, to a lesser extent, higher than expected marine costs on a project, which was completed in early 2013.

***Derivative Financial Instruments.*** Our worldwide operations give rise to exposure to changes in certain market conditions, which may adversely impact our financial performance. When we deem it appropriate, we use derivatives as a risk management tool to mitigate the potential impacts of certain market risks. The primary market risk we manage through the use of derivative instruments is movement in foreign currency exchange rates. We use foreign currency derivative contracts to reduce the impact of changes in foreign currency exchange rates on our operating results. We use these instruments to hedge our exposure associated with revenues and/or costs on our long-term contracts and other cash flow exposures that are denominated in currencies other than our operating entities' functional currencies.

In certain cases, contracts with our customers may contain provisions under which payments from our customers are denominated in U.S. Dollars and in a foreign currency. The payments denominated in a foreign currency are designed to compensate us for costs that we expect to incur in such foreign currency. In these cases, we may use derivative instruments to reduce the risks associated with foreign currency exchange rate fluctuations arising from differences in timing of our foreign currency cash inflows and outflows.

***Property, Plant and Equipment.*** We carry our property, plant and equipment at depreciated cost. Except for major marine vessels, we depreciate our property, plant and equipment using the straight-line method, over estimated economic useful lives of eight to 33 years for buildings and three to 28 years for machinery and equipment. We do not depreciate property, plant and equipment classified as held for sale.

***Marine Vessels.*** We depreciate major marine vessels using the units-of-production method based on the utilization of each vessel. Our units-of-production method of depreciation involves the calculation of depreciation expense on each vessel based on the product of actual utilization for the vessel for the period and the applicable daily depreciation value (which is based on vessel book value, standard utilization and vessel life) for the vessel. Our actual utilization is determined based on the actual days that the vessel was working or otherwise actively engaged (other than in transit between regions) under a contract, as determined by daily vessel operating reports prepared by the crew of the vessel. Our standard utilization is determined by vessel at least annually based on recent actual utilization combined with an expectation of future utilization, both of which allow for idle time. We ensure that a minimum amount of accumulated depreciation of at least 50% of equivalent life-to-date straight-line depreciation is recorded. Additionally, in periods of very low utilization, a minimum amount of depreciation expense of at least 25% of an equivalent straight-line depreciation expense (which is based on an initial 25-year life) is recorded.

We capitalize drydocking costs in other assets when incurred and amortize the costs over the period of time between drydockings, which is generally three to five years.

We expense the costs of other maintenance, repairs and renewals, which do not materially prolong the useful life of an asset, as we incur them. These amounts are generally not significant to our consolidated financial statements.

---

**Table of Contents**

***Insurance and Self-Insurance.*** We have a wholly owned insurance subsidiary that provides coverage for our retentions under employer's liability, general and products liability, automobile liability and workers' compensation insurance and, from time to time, builder's risk and marine hull insurance within certain limits to our companies. Reserves related to these insurance programs are based on the facts and circumstances specific to the insurance claims, our past experience with similar claims, loss factors and the performance of the outside insurance market for the type of risk at issue. The actual outcome of insured claims could differ significantly from estimated amounts. We maintain actuarially determined accruals in our consolidated balance sheets to cover losses in our captive insurance programs. These accruals are based on assumptions developed utilizing historical data to project future losses. Loss estimates in the calculation of these accruals are adjusted as required based upon actual claim settlements and reported claims. Claims as a result of our operations could adversely impact the ability of our insurance subsidiary to respond to all claims presented. We reduced our self-insurance accruals, in part due to improved safety performance, by \$7.2 million, \$6.8 million and \$17.3 million during the years ended December 31, 2013, 2012 and 2011, respectively, and recognized these reductions in cost of operations in our consolidated statements of operations.

Upon the February 22, 2006 effectiveness of the settlement relating to the Chapter 11 proceedings involving several B&W subsidiaries, most of our subsidiaries contributed substantial insurance rights to the asbestos personal injury trust. Those insurance rights provided coverage for, among other things, asbestos and other personal injury claims, subject to the terms and conditions of the policies. With the contribution of those insurance rights to the asbestos personal injury trust, we may have underinsured or uninsured exposure for non-derivative asbestos claims or other personal injury or other claims that would have been insured under those coverages had the insurance rights not been contributed to the asbestos personal injury trust.

***Pension Plans and Postretirement Benefits.*** We estimate income or expense related to our pension and postretirement benefit plans based on actuarial assumptions, including assumptions regarding discount rates and expected returns on plan assets. We determine our discount rate based on a review of published financial data and discussions with our actuary regarding rates of return on high-quality, fixed-income investments currently available and expected to be available during the period to maturity of our pension obligations. Based on historical data and discussions with our investment consultant, we determine our expected return on plan assets based on the expected long-term rate of return on our plan assets and the market value of our plan assets. The expected long-term rate of return is based on the expected return of the various asset classes held in the plan, weighted by the target allocation of the plan's assets. Changes in these assumptions can result in significant changes in our estimated pension income or expense and our consolidated financial condition. We revise our assumptions on an annual basis based upon changes in current interest rates, return on plan assets and the underlying demographics of our workforce. These assumptions are reasonably likely to change in future periods and may have a material impact on future earnings. See Note 4 to our consolidated financial statements included in this annual report for information on our pension plans.

***Loss Contingencies.*** We record liabilities for loss contingencies when it is probable that a liability has been incurred and the amount of loss is reasonably estimable. We provide disclosure when there is a reasonable possibility that the ultimate loss will exceed the recorded provision or if such loss is not reasonably estimable. We are currently involved in litigation and other proceedings, as discussed in Note 12 to our consolidated financial statements included in this annual report. We have accrued our estimates of the probable losses associated with these matters, and associated legal costs are generally recognized in selling, general and administrative expenses as incurred. However, our losses are typically resolved over long periods of time and are often difficult to estimate due to various factors, including the possibility of multiple actions by third parties. Therefore, it is possible future earnings could be affected by changes in our estimates related to these matters.

Some of our contracts contain provisions that require us to pay liquidated damages if we are responsible for the failure to meet specified contractual milestone dates and the applicable customer asserts a claim under these provisions.



These contracts define the conditions under which our customers may make claims against us for liquidated damages. In many cases in which we have historically had potential exposure for liquidated damages, such damages ultimately were not asserted by our customers.

## **Table of Contents**

**Impairment.** The annual impairment review involves a two-step process. The first step involves comparing the book value of a reporting segment to its adjusted fair value. To determine the fair value of a reporting segment's net assets, we use the weighted average of two valuation techniques: one based on market earnings multiples of peer companies identified for each business unit (the market approach); and the other based on discounted cash flow models with estimated cash flows based on internal forecasts of free cash flows over a five-year period plus a terminal value period (the income approach).

If the adjusted fair value of the reporting segment is greater than its calculated book value, goodwill is deemed not to be impaired and no further testing is required. If the adjusted fair value is less than the calculated book value, the second step of the impairment review process involves additional steps to determine the fair market value of the net assets.

Testing under the first step in 2013 indicated that the fair values of both Middle East and Asia Pacific segments were below their respective book values. The second step of the goodwill impairment testing also indicated that the enterprise fair value was lower than the fair market value of the net assets. Based on the results of the two-step process, we recorded a goodwill impairment charge of approximately \$46.7 million in the fourth quarter of 2013 in our consolidated statements of operations. This amount represents the total amount of our goodwill, which was primarily related to a 2007 acquisition.

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If an evaluation is required, the fair value of each applicable asset is compared to its carrying value. Factors that impact our determination of potential impairment include forecasted utilization of equipment and estimates of forecasted cash flows from projects expected to be performed in future periods. Our estimates of cash flow may differ from actual cash flow due to, among other things, economic conditions or changes in operating performance. Any changes in such factors may negatively affect our business segments and result in future asset impairments.

Based on market conditions and expected future utilization of our entire marine fleet, we recognized impairment charges totaling approximately \$37.8 million during the year ended December 31, 2013 in our consolidated statements of operations related to the cancellation of in-progress upgrades to one of our existing marine vessels and the deferral of a portion of the scope of work relating to one of our marine vessels under construction. We used appraised values and undiscounted future cash flows associated with the assets to determine the impairment amounts. Appraised values and undiscounted cash flows involve significant management judgments.

We did not recognize any impairment for the year ended December 31, 2012. For the year ended December 31, 2011, we recognized \$5.5 million of impairment charges on certain vessels.

**Deferred Taxes.** We believe that our deferred tax assets recorded as of December 31, 2013 are realizable through carrybacks, future reversals of existing taxable temporary differences and future taxable income. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. If we subsequently determine that we will be able to realize deferred tax assets in the future in excess of our net recorded amount, the resulting adjustment would increase earnings for the period in which such determination was made. We will continue to assess the adequacy of the valuation allowance on a quarterly basis. Any changes to our estimated valuation allowance could be material to our consolidated financial condition and results of operations. See Note 9 to our consolidated financial statements included in this annual report for information on our deferred taxes.

**Stock-Based Compensation.** Equity instruments are measured at fair value on the grant date. Stock-based compensation expense is generally recognized on a straight-line basis over the requisite service periods of the awards.

We use a Black-Scholes model to determine the fair value of stock options. Additionally, we use a Monte Carlo model to determine the fair value of certain share-based awards that contain market and

**Table of Contents**

performance-based conditions. The use of these models requires highly subjective assumptions, such as assumptions about the expected life of the award, vesting probability, expected dividend yield and the volatility of our stock price.

For discussion of recently adopted accounting standards and updates, see Note 1 to our consolidated financial statements included in this annual report.

**Segment Operations**

Our segment revenues, net of intersegment revenues, as well as the approximate percentages of our total consolidated revenues, operating income (loss) and operating margin, for each of the last three years were as follows (dollars in thousands):

|                           | Revenues     |                                  | Operating Income (Loss) |                  |
|---------------------------|--------------|----------------------------------|-------------------------|------------------|
|                           | Amount       | Percent of Consolidated Revenues | Amount                  | Operating Margin |
| <b>December 31, 2013:</b> |              |                                  |                         |                  |
| Asia Pacific              | \$ 953,838   | 36%                              | \$ (75,513)             | *                |
| Atlantic                  | 534,431      | 20%                              | (177,025)               | *                |
| Middle East               | 1,170,663    | 44%                              | (212,252)               | *                |
| Consolidated              | \$ 2,658,932 | 100%                             | \$ (464,790)            | *                |
| <b>December 31, 2012:</b> |              |                                  |                         |                  |
| Asia Pacific              | \$ 1,575,682 | 43%                              | \$ 242,148              | 15%              |
| Atlantic                  | 474,061      | 13%                              | (66,883)                | *                |
| Middle East               | 1,591,881    | 44%                              | 144,062                 | 9%               |
| Consolidated              | \$ 3,641,624 | 100%                             | \$ 319,327              | 9%               |
| <b>December 31, 2011:</b> |              |                                  |                         |                  |
| Asia Pacific              | \$ 1,898,033 | 55%                              | \$ 202,969              | 11%              |
| Atlantic                  | 267,019      | 8%                               | (174,152)               | *                |
| Middle East               | 1,280,058    | 37%                              | 221,906                 | 17%              |
| Consolidated              | \$ 3,445,110 | 100%                             | \$ 250,723              | 7%               |

\* Not meaningful

For additional information on the geographic distribution of our revenues, see Note 11 to our consolidated financial statements included in this annual report.

**YEAR ENDED DECEMBER 31, 2013 COMPARED TO YEAR ENDED DECEMBER 31, 2012*****Revenues***

Revenues decreased approximately 28%, or \$1.0 billion, to \$2.7 billion in the year ended December 31, 2013 compared to \$3.6 billion for the year ended December 31, 2012. The decline in revenues was attributable to our Asia Pacific and Middle East segments.

Revenues in the Asia Pacific segment decreased by approximately 39%, or \$621.9 million, to \$953.8 million in the year ended December 31, 2013, compared to \$1.6 billion in the year ended December 31, 2012. The decline in revenues in the Asia Pacific segment was primarily due to lower marine activity on two of our EPCI projects in Australia that had significantly higher marine activity during the year ended December 31, 2012 and were near completion at the beginning of 2013. Those decreases were partially offset by increased revenues associated with fabrication and marine activities on existing projects in Indonesia, Australia and Malaysia.

---

**Table of Contents**

Revenues in the Middle East segment decreased by approximately 26%, or \$421.2 million, to \$1.2 billion in the year ended December 31, 2013, compared to \$1.6 billion in the year ended December 31, 2012. This decline was driven primarily by lower activity on an EPCI project in Saudi Arabia that had significant marine and fabrication activity during the year ended December 31, 2012 but was near completion at the beginning of 2013.

The revenue declines in our Asia Pacific and Middle East segments were partially offset by improvements in our Atlantic segment, where revenues increased by approximately 13%, or \$60.3 million, to \$534.4 million in the year ended December 31, 2013 compared to \$474.1 million in the year ended December 31, 2012, primarily due to increased fabrication activity in Mexico and increased marine activity in Brazil, partially offset by lower Morgan City fabrication activity on projects that were near completion at the beginning of 2013 and lower marine activity in Mexico on a project completed in 2012.

***Cost of Operations***

Cost of operations decreased approximately 10%, or \$298.6 million, to \$2.8 billion in the year ended December 31, 2013 compared to \$3.1 billion for the year ended December 31, 2012, primarily driven by reduced activity in our Asia Pacific segment.

Cost of operations in our Asia Pacific segment decreased by approximately 26%, or \$317.2 million, to \$904.8 million in the year ended December 31, 2013, compared to \$1.2 billion in the year ended December 31, 2012. The cost of operations decline was primarily influenced by lower marine activity on two of our EPCI projects in Australia that had significantly higher marine activity during the year ended December 31, 2012 and were near completion at the beginning of 2013. Partially offsetting those cost reductions were the recognition of a loss and related marine activity on a subsea project in Malaysia and increased activity on projects in Indonesia and Australia.

Cost of operations in our Middle East segment decreased by approximately 8%, or \$103.0 million, to \$1.3 billion in the year ended December 31, 2013, compared to approximately \$1.4 billion in the year ended December 31, 2012. This decline was driven primarily by lower activity on an EPCI project in Saudi Arabia that had significant marine and fabrication activity during the year ended December 31, 2012 but was near completion at the beginning of 2013. Partially offsetting those cost reductions were the recognition of losses on three EPCI projects in Saudi Arabia due to the increased at-completion cost estimates discussed above under **Critical Accounting Policies and Estimates Use of Estimates Year Ended December 31, 2013** and increased activity on recently commenced projects.

Cost of operations in the Atlantic segment increased 24%, or \$122.3 million, to \$625.5 million in the year ended December 31, 2013, compared to \$503.2 million in the year ended December 31, 2012, partially offsetting the cost of operations decreases in our Asia Pacific and Middle East segments. The main drivers of higher cost of operations in the Atlantic segment were increased marine activity in Brazil, increased fabrication activity at our Altamira facility, and the recognition of losses on two EPCI projects in Altamira, partially offset by reduced fabrication activity at our Morgan City facility and no marine activity in Mexico.

***Operating Income (Loss)***

Operating results decreased \$784.1 million to an operating loss of \$464.8 million in the year ended December 31, 2013 from operating income of \$319.3 million in the year ended December 31, 2012, attributable to declines experienced in each segment.

Our Asia Pacific segment reported an operating loss of \$75.5 million in the year ended December 31, 2013, as compared to operating income of \$242.1 million in the year ended December 31, 2012. The decline was primarily due

to an approximate \$254.2 million decline in operating income from one of our EPCI projects in Australia, which had significantly higher marine activity in the year ended December 31, 2012 and was near

---

**Table of Contents**

completion at the beginning of 2013. In addition, we experienced \$127.0 million of net losses on a project in Malaysia, primarily due to mechanical downtime on the *North Ocean 105* and offshore productivity issues. The project is in a loss position and is expected to be completed by mid 2014. Asset impairment charges of approximately \$40.8 million resulting from the impairment of segment goodwill and carrying cost of vessel upgrades under construction also had a negative impact. The declines in our Asia Pacific segment were partially offset by increased activity on projects in Indonesia, Australia and Malaysia.

Our Middle East segment reported an operating loss of \$212.3 million in the year ended December 31, 2013 as compared to operating income of \$144.1 million in the year ended December 31, 2012. The decrease was primarily attributable to an approximate \$230.2 million decline in operating income from two EPCI projects in Saudi Arabia due to significantly lower marine and fabrication activity as compared to the year ended December 31, 2012 and increased estimates of costs to complete driven by execution plan changes, extended offshore hookup campaigns and delays in the completion of onshore activities during the year ended December 31, 2013. For further discussion of these increases in estimates of costs to complete, see *Critical Accounting Policies and Estimates Use of Estimates Year Ended December 31, 2013*. While these two EPCI projects in Saudi Arabia recognized losses in the year ended December 31, 2013, both contracts remain profitable and are expected to be completed during 2014. On another EPCI project in Saudi Arabia, we increased our estimated cost to complete by approximately \$16.4 million due to procurement and design issues, which were settled on less favorable terms than previously expected. Although we believe we have substantial basis for our claims, reduced estimate of cost recoveries related to a pipelay project that is expected to be completed during the second quarter of 2014, had a negative impact. Asset impairment charges of approximately \$21.4 million, resulting from the impairment of segment goodwill, also had a negative impact. These declines in our Middle East segment were partially offset by increased activity on certain newly awarded and recently commenced projects.

The operating loss recognized in our Atlantic segment increased by \$110.1 million, resulting in an operating loss of \$177.0 million for the year ended December 31, 2013, compared to an operating loss of \$66.9 million in the year ended December 31, 2012. In Morgan City, we incurred additional losses of approximately \$9.3 million to complete the last fabrication project at the facility due to poor labor productivity. The five-year Agile charter in Brazil generated an additional loss of \$8.6 million during the year ended December 31, 2013 due to increased cost estimates to complete the project. All of the previously estimated losses on that project were recognized in the year ended December 31, 2011. Another marine project in Brazil contributed revenue but no income during the year ended December 31, 2013, as we currently expect the project to be near breakeven at completion. This project is expected to be completed during the second quarter of 2014. On a marine project in Mexico completed during 2012, we recognized a loss of approximately \$10.0 million due to unsuccessful claim resolution efforts. On a subsea project in the U.S. Gulf of Mexico, we recognized a loss reserve of approximately \$9.5 million, primarily driven by the recognition of liquidated damages due to the late arrival of vessels currently engaged on projects in Brazil and Malaysia. This project is scheduled for completion during 2014.

On two EPCI projects at Altamira, we increased our aggregate estimated costs at completion by approximately \$40.9 million, primarily due to higher procurement costs, labor productivity and reduced utilization of the fabrication facility. Both of these projects are in loss positions. One is expected to be completed during the second quarter of 2014 and the other by the third quarter of 2015. On two fabrication projects at Altamira, we recognized aggregate losses of approximately \$7.1 million due to write-downs of unpaid customer receivables, placing both projects in a loss position with no further work planned for either project. Other negative impacts included are asset impairment charges of \$22.3 million resulting from the carrying costs of vessel upgrades under construction and approximately \$35.7 million of restructuring charges in the year ended December 31, 2013.





---

**Table of Contents*****Operating Margins***

Operating income is frequently influenced by the resolution of change orders, project close-outs and settlements. Although we expect change orders, close-outs and settlements to continue as part of our normal business activities, the period in which they are recognized is largely driven by the finalization of agreements with customers and suppliers and, as a result, is difficult to predict. Additionally, the future margin increases or decreases associated with these items are difficult to predict, due to, among other items, the difficulty of predicting the timing of recognition of change orders, close-outs and settlements and the timing of new project awards.

***Other Items in Operating Income***

Selling, general and administrative expenses decreased by \$4.8 million to \$201.2 million for the year ended December 31, 2013 as compared to \$206.0 million in 2012, primarily due to lower pension, equity compensation and other general corporate costs, partially offset by increased employee benefit costs.

Equity in loss of unconsolidated affiliates increased by \$0.6 million to \$16.1 million for the year ended December 31, 2013, compared to \$16.7 million in 2012, primarily attributable to decreased losses in our FloaTEC joint venture.

***Other Items***

Interest income was \$1.4 million and \$4.7 million for the years ended December 31, 2013 and 2012, respectively, primarily as a result of lower cash and cash equivalents balances in interest-bearing accounts. Results for the years ended December 31, 2013 and 2012 were not significantly impacted by interest expense.

Gain (loss) on foreign currency net decreased by \$3.2 million to income of \$16.9 million in the year ended December 31, 2013 from income of \$20.1 million in the year ended December 31, 2012, primarily due to lower gains related to derivative instruments and hedging activities of approximately \$13.3 million recognized during the year ended December 31, 2013, as compared to gains related to derivative instruments and hedging activities of approximately \$23.1 million recognized during the year ended December 31, 2012. The foreign currency exchange gains were \$3.6 million for the year ended December 31, 2013 as compared to foreign currency exchange losses of \$3.0 million for the year ended December 31, 2012.

At December 31, 2013, our derivative financial instruments consisted of foreign currency forward contracts. Our derivative activity substantially increased in 2012 related to the hedging program required for a large EPCI project award at the beginning of 2012. While we currently believe that our currency forward contracts will be effective in mitigating the associated currency exchange risks, it is possible that changes in the EPCI project may cause reduced effectiveness of these derivative contracts. Therefore we may continue to experience large gains or losses on foreign currency movements due to the ineffective portion or the portion excluded from the assessment of effectiveness of these and other derivative contracts. The notional value of our outstanding derivative contracts totaled \$1.1 billion at December 31, 2013, with maturities extending through 2017. Of this amount, \$660.4 million is associated with various foreign currency expenditures we expect to incur on this EPCI project.

Other expense net increased by \$1.3 million to expense of \$2.3 million in the year ended December 31, 2013 compared to expense of \$1.0 million in the year ended December 31, 2012.

***Provision for Income Taxes***

For the year ended December 31, 2013, we recognized a loss before provision for income taxes of \$448.9 million, compared to income before provision for income taxes of \$343.1 million for the year ended December 31, 2012. In the aggregate, the provision for income taxes was \$49.1 million and \$129.2 million for

---

**Table of Contents**

the years ended December 31, 2013 and 2012, respectively. The decline in the provision for income taxes was principally driven by lower taxable income, which was partially offset by losses in certain tax jurisdictions where we do not expect to receive a tax benefit (primarily the United States, Mexico, Malaysia and Singapore). As a result of losses with no corresponding tax benefit, our effective tax rate for the year ended December 31, 2013 was negative, as compared to 38.0% for the year ended December 31, 2012.

***Discontinued Operations and Noncontrolling Interests***

On March 19, 2012, we completed the sale of our former charter fleet business for cash consideration of approximately \$61.0 million, resulting in a gain on the sale of approximately \$0.3 million. Total income from discontinued operations, net of tax was \$3.5 million for the year ended December 31, 2012.

Net income attributable to noncontrolling interests increased by \$8.2 million to \$19.0 million in the year ended December 31, 2013 from \$10.8 million for the year ended December 31, 2012, primarily due to increased activity and higher net income at a joint venture during 2013.

**YEAR ENDED DECEMBER 31, 2012 COMPARED TO YEAR ENDED DECEMBER 31, 2011*****Revenues***

Revenues increased approximately 6%, or \$197.0 million, to \$3.6 billion in the year ended December 31, 2012 compared to \$3.4 billion for the year ended December 31, 2011. The revenue growth was attributable to our Middle East and Atlantic segments. Revenues in the Middle East segment increased \$311.8 million to \$1.6 billion in the year ended December 31, 2012, compared to \$1.3 billion in the year ended December 31, 2011. The Middle East revenue growth was primarily attributable to increased fabrication and marine activity associated with several projects that commenced in 2012, partially offset by lower activity associated with several projects that were ongoing during the year ended December 31, 2011 but were completed or substantially complete prior to the beginning of 2012. Revenues in our Atlantic segment increased \$207.0 million to \$474.1 million in the year ended December 31, 2012, compared to \$267.0 million in the year ended December 31, 2011, primarily due to increased fabrication activity and, to a lesser extent increased marine activity. Revenue improvements in the Middle East and Atlantic segments were partially offset by a decline in our Asia Pacific segment, where revenues decreased approximately 17%, or \$322.4 million, to \$1.6 billion for the year ended December 31, 2012, compared to \$1.9 billion in the year ended December 31, 2011. The revenue decline in the Asia Pacific segment was primarily influenced by lower marine activity during the year ended December 31, 2012 on one of our EPCI projects as compared to 2011.

***Cost of Operations***

Cost of operations increased approximately 4%, or \$119.6 million, to \$3.1 billion in the year ended December 31, 2012 compared to \$3.0 billion for the year ended December 31, 2011. Despite the increase in costs, we experienced significant cost savings, driven by certain operational and productivity improvements related to offshore hook-up activities on a marine campaign in our Asia Pacific segment, which mitigated the overall increase. Excluding these cost savings, we believe our costs would have increased by 8% for the year ended December 31, 2012. The increase in cost of operations was primarily attributable to our Middle East segment and, to a lesser extent, our Atlantic segment, partially offset by a decrease in related project costs in the Asia Pacific segment. The increases in project costs in the Middle East and Atlantic segments were primarily driven by higher levels of project activity involving increased fabrication and, to a lesser extent, increased marine activity. In addition, our Atlantic segment was impacted by project charges of approximately \$16.0 million relating to two projects, one of which was completed during the first half of 2013 and the other of which was completed in December 2013, primarily due to lower than expected fabrication

productivity. In our Middle East segment, we experienced project charges of approximately \$13.0 million associated with increased cost estimates resulting from fabrication productivity and, to a lesser extent, higher than expected marine costs on a project,

---

**Table of Contents**

which was completed during early 2013. Cost of operations in Asia Pacific decreased, in large part as a result of cost savings and certain operational improvements experienced on an EPCI project and, to a lesser extent lower marine activity. These decreases were partially offset by project charges of approximately \$23.0 million associated with anticipated productivity changes and project delays on one of our subsea projects, which is expected to be completed in mid-2014.

***Operating Income***

Operating income increased \$68.6 million to \$319.3 million in the year ended December 31, 2012 from \$250.7 million in the year ended December 31, 2011, primarily due to improvements in our Asia Pacific segment, where we experienced cost savings on marine installation activities on an EPCI project, and, to a lesser extent, improvements from project close-outs and two large settlements in 2012 related to an EPCI project and a pipeline project. The operating improvements experienced in the Asia Pacific segment were partially offset by project losses of approximately \$23.0 million.

Operating income in the Middle East segment declined \$77.8 million to \$144.1 million, primarily attributable to project close-outs and settlements, which were recognized on certain projects during the year ended December 31, 2011, but were not experienced to the same extent in the year ended December 31, 2012. Project close-outs and settlements in 2011 related to projects in Qatar, India and Saudi Arabia. The number and value of close-outs and settlements in 2012 were lower as compared to 2011. Additionally, the Middle East segment decline was influenced by project charges of approximately \$13.0 million.

The operating loss recognized in the Atlantic segment improved by \$107.3 million, resulting in an operating loss of \$66.9 million for the year ended December 31, 2012, compared to an operating loss of \$174.2 million in the year ended December 31, 2011. The improvement was primarily attributable to project losses amounting to approximately \$139.0 million that were recognized in the year ended December 31, 2011, which were not experienced in the year ended December 31, 2012, and, to a lesser extent, increased fabrication and marine activity. The improvement was partially offset by project charges of approximately \$16.0 million, which were recognized in 2012.

***Operating Margins***

Operating income is frequently influenced by the resolution of change orders, project close-outs and settlements, which generally can cause operating margins to improve during the period in which these items are approved or finalized as these items generally contribute higher operating margins. While we expect change orders, close-outs and settlements to continue as part of our normal business activities, the period in which they are recognized is largely driven by the finalization of agreements with customers and suppliers and, as a result, is difficult to predict. Additionally, the future margin increases or decreases associated with these items are difficult to predict, due to, among other items, the difficulty of predicting the timing of recognition of change orders, close-outs and settlements and the timing of new project awards.

Total operating margins were approximately 9% in the year ended December 31, 2012 compared to 7% for the year ended December 31, 2011. We experienced increased operating margins in our Asia Pacific segment in the year ended December 31, 2012, largely as a result of cost savings on marine installation activities on one of our EPCI projects, partially offset by increased operating costs associated with anticipated productivity and project delays on a marine project. Conversely, we experienced a decline in our Middle East segment operating margins in the year ended December 31, 2012, primarily due to lower project close-outs and settlements recognized in the year ended December 31, 2012 as compared to the year ended December 31, 2011, increased costs associated with declines in fabrication productivity and increases in estimated costs associated with marine activities on one of our EPCI projects.



## **Table of Contents**

We experienced improvements in operating margins in our Atlantic segment in the year ended December 31, 2012, primarily due to project losses of approximately \$139.0 million recognized in the year ended December 31, 2011, without experiencing any comparable losses during the year ended December 31, 2012, and, to a lesser extent, increased fabrication activity.

### ***Other Items in Operating Income***

Selling, general and administrative expenses decreased by \$6.0 million to \$206.0 million for the year ended December 31, 2012 as compared to \$212.0 million in 2011, primarily due to lower pension, equity compensation and other general corporate costs, partially offset by increased employee benefit costs.

Equity in loss of unconsolidated affiliates increased by \$11.7 million to \$16.7 million for the year ended December 31, 2012, compared to \$5.0 million in 2011, primarily attributable to increased losses in our FloaTEC and Qingdao joint ventures.

### ***Other Items***

Interest income was \$4.7 million and \$1.8 million for the years ended December 31, 2012 and 2011, respectively, primarily as a result of higher cash and cash equivalents balances in interest-bearing accounts. Results for the years ended December 31, 2012 and 2011 were not significantly impacted by interest expense.

Gain (loss) on foreign currency net improved by \$18.9 million to income of \$20.1 million in the year ended December 31, 2012 from income of \$1.2 million in the year ended December 31, 2011, primarily due to gains related to derivative instruments and hedging activities of approximately \$23.1 million recognized during the year ended December 31, 2012, as compared to losses related to derivative instruments and hedging activities of approximately \$2.5 million recognized during the year ended December 31, 2011. These gains were partially offset by approximately \$6.7 million of increased foreign currency exchange losses.

At December 31, 2012, our derivative financial instruments consisted of foreign currency forward contracts. Our derivative activity substantially increased in 2012 related to the hedging program required for a large EPCI project award at the beginning of 2012. While we currently believe that our currency forward contracts will be effective in mitigating the associated currency exchange risks, it is possible that changes in the EPCI project may cause reduced effectiveness of these derivative contracts. Therefore we may continue to experience large gains or losses on foreign currency movements due to the ineffective portion or the portion excluded from the assessment of effectiveness of these and other derivative contracts. The notional value of our outstanding derivative contracts totaled \$1.6 billion at December 31, 2012, with maturities extending through 2017. Of this amount, \$896.4 million is associated with various foreign currency expenditures we expect to incur on this EPCI project.

Other expense net improved by \$1.0 million to expense of \$1.0 million in the year ended December 31, 2012 compared to expense of \$2.0 million in the year ended December 31, 2011.

### ***Provision for Income Taxes***

For the year ended December 31, 2012, the provision for income taxes increased by \$42.1 million to \$129.2 million, while income before provision for income taxes increased by \$91.8 million to \$343.1 million. The increase in provision for income taxes was primarily attributable to the increase in income. In addition, the mix of earnings across jurisdictions resulted in a larger proportion of our income being taxed at higher tax rates, compounded by losses in our Atlantic division for which we do not expect to realize a benefit. As a result, our effective tax rate for the year ended



December 31, 2012 was approximately 38.0%, as compared to 35.0% for the year ended December 31, 2011.

## **Table of Contents**

### ***Discontinued Operations and Noncontrolling Interests***

Total income (loss) from discontinued operations, net of tax, was a gain of \$3.5 million and a loss of \$12.8 million for the years ended December 31, 2012 and 2011, respectively. The year ended December 31, 2011 amount includes an approximate \$22.0 million write-down of the carrying value of our former charter fleet business, offset by income of \$9.1 million, and a \$2.0 million gain from the recovery of an environmental reserve associated with the sale of a business in 2006.

Net income attributable to noncontrolling interests decreased by \$1.8 million to \$10.8 million in the year ended December 31, 2012, from \$12.6 million for the year ended December 31, 2011, primarily due to reduced activity and lower net income at a joint venture during 2012.

### **INFLATION AND CHANGING PRICES**

Our financial statements are prepared in accordance with GAAP, generally using historical U.S. dollar accounting ( historical cost ). Statements based on historical cost, however, do not adequately reflect the cumulative effect of increasing costs and changes in the purchasing power of the dollar, especially during times of significant and continued inflation.

In order to minimize the negative impact of inflation on our operations, we attempt to cover the increased cost of anticipated changes in labor, material and service costs either through an estimate of those changes, which we reflect in the original price, or through price escalation clauses in our contracts.

### **LIQUIDITY AND CAPITAL RESOURCES**

#### ***Liquidity***

Our primary source of liquidity is cash flows generated from operations. Revolving borrowings under the credit agreement that we originally entered into with a syndicate of lenders in May 2010 (as last amended in November 2013, the Credit Agreement ) has provided an additional resource to fund our operating and investing activities.

#### ***Credit Agreement***

The Credit Agreement provides for revolving credit borrowings and issuances of letters of credit in an aggregate outstanding amount of up to \$950.0 million and is scheduled to mature on August 19, 2016. Proceeds from borrowings under the Credit Agreement are available for working capital needs and other general corporate purposes.

In August and November 2013, we amended the Credit Agreement to, among other things: (1) add certain amounts to EBITDA (as defined in the Credit Agreement) for the fiscal quarters ended December 31, 2012, March 31, 2013, June 30, 2013 and September 30, 2013; (2) permit us to add to EBITDA certain cash expenses related to the Atlantic segment restructuring for the quarters ended or ending September 30, 2013, December 31, 2013 and March 31, 2014; (3) increase the maximum permitted leverage ratio of total indebtedness to EBITDA from 3.00:1.00 to 3.75:1.00 for the quarters ended or ending September 30, 2013, December 31, 2013, March 31, 2014 and June 30, 2014; and (4) increase the maximum permitted leverage ratio from 3.00:1.00 to 3.50:1.00 for the quarter ending September 30, 2014. The amendments to the Credit Agreement also provide that if we either issue senior unsecured notes with a principal amount of at least \$300 million or incur certain types of second lien secured indebtedness: (1) from the date of such issuance or incurrence until March 31, 2014, the maximum permitted leverage ratio will increase from 3.75:1.00 to 5.00:1.00; (2) for the fiscal quarter ending June 30, 2014, the maximum permitted leverage

ratio will increase from 3.75:1.00 to 4.00:1.00; and (3) from the date of such issuance or incurrence until September 30, 2014, we will have to comply with a maximum permitted secured leverage ratio of total indebtedness outstanding under

---

**Table of Contents**

the Credit Agreement to EBITDA of 2.00:1.00. The maximum leverage ratio and the minimum interest coverage ratio as defined in the Credit Agreement may differ in the method of calculation from similarly titled measures used by other companies or in other agreements. The Credit Agreement also contains covenants that restrict, among other things, debt incurrence, liens, investments, acquisitions, asset dispositions, dividends, prepayments of subordinated debt and second lien debt, mergers and capital expenditures. We were in compliance with the covenants under the Credit Agreement as of December 31, 2013.

Other than customary mandatory prepayments in connection with casualty events, the Credit Agreement requires only interest payments on a quarterly basis until maturity. We may prepay all loans under the Credit Agreement at any time without premium or penalty (other than customary LIBOR breakage costs), subject to certain notice requirements. Loans outstanding under the Credit Agreement bear interest at the borrower's option at either the Eurodollar rate plus a margin ranging from 1.50% to 2.50% per year or the base rate (the highest of the Federal Funds rate plus 0.50%, the 30-day Eurodollar rate plus 1.0%, or the administrative agent's prime rate) plus a margin ranging from 0.50% to 1.50% per year. The applicable margin for revolving loans varies depending on the credit ratings of the Credit Agreement. We are charged a commitment fee on the unused portions of the Credit Agreement, and that fee varies between 0.200% and 0.450% per year depending on the credit ratings of the Credit Agreement. Additionally, we are charged a letter of credit fee of between 1.50% and 2.50% per year with respect to the amount of each financial letter of credit issued under the Credit Agreement and a letter of credit fee of between 0.75% and 1.25% per year with respect to the amount of each performance letter of credit issued under the Credit Agreement, in each case depending on the credit ratings of the Credit Agreement. Under the Credit Agreement, we also pay customary issuance fees and other fees and expenses in connection with the issuance of letters of credit under the Credit Agreement. In connection with entering into the Credit Agreement and certain amendments to the Credit Agreement, we paid certain fees to the lenders thereunder, and certain arrangement and other fees to the arrangers and agents for the Credit Agreement, which are being amortized to interest expense over the term of the Credit Agreement.

At December 31, 2013, there were no borrowings outstanding, and letters of credit issued under the Credit Agreement totaled \$214.3 million. At December 31, 2013, there was \$735.7 million available for borrowings or to meet letter of credit requirements under the Credit Agreement. During the year ended December 31, 2013, our outstanding borrowings under the Credit Agreement did not exceed \$80.0 million, and we had average outstanding borrowings under the Credit Agreement of approximately \$23.5 million, with an average interest rate of 2.28%. At December 31, 2012, there were no borrowings outstanding, and letters of credit issued under the Credit Agreement totaled \$267.3 million. In addition, we had \$96.9 million and \$117.6 million in outstanding unsecured bilateral letters of credit at December 31, 2013 and 2012, respectively.

As of February 28, 2014, we had \$250 million of borrowings outstanding and had approximately \$306.0 million of outstanding letters of credit issued under the Credit Agreement, including letters of credit in the aggregate amount of \$109.0 million issued in February 2014 to replace the letters of credit issued by Australia and New Zealand Banking Group Limited discussed below. At February 28, 2014, we had approximately \$394.0 million remaining available under the Credit Agreement for borrowings or to meet letter of credit requirements.

At December 31, 2013, based on the credit ratings applicable to the Credit Agreement, the applicable margin for Eurodollar-rate loans was 2.00%, the applicable margin for base-rate loans was 1.00%, the letter of credit fee for financial letters of credit was 2.00%, the letter of credit fee for performance letters of credit was 1.00%, and the commitment fee for unused portions of the Credit Agreement was 0.25%. The Credit Agreement does not have a floor for the base rate or the Eurodollar rate.

Obligations under the Credit Agreement are secured on a first-lien basis by pledges of capital stock of certain of our subsidiaries and mortgages and other security interests covering (1) all of our personal property and substantially all of

the personal property of our wholly owned subsidiaries, subject to exceptions for bank accounts, equipment and certain other assets, and (2) certain of our marine vessels.

---

**Table of Contents***Anticipated Refinancing*

As discussed above under Overview of 2013 Results, due to the anticipated future impact on our cash flows from various operating and commercial issues that contributed to our operating loss for the year ended December 31, 2013, and, although we were in compliance with the financial covenants under the Credit Agreement, we began discussions with the lenders under the Credit Agreement concerning a potential amendment to the Credit Agreement that would, among other things, amend the financial covenants and potentially restructure the form and amount of borrowing limits. We also engaged Goldman, Sachs & Co. to assist us in exploring future financing alternatives, including potential secured financing.

On March 2, 2014, we entered into a commitment letter (the Commitment Letter) with Goldman Sachs Lending Partners LLC (Goldman Sachs), under which Goldman Sachs has committed, subject to the terms and conditions set forth in the Commitment Letter, to provide us with \$950 million aggregate principal amount of new senior secured financing. Such new financing is expected to be available to us during the time period which we expect to negotiate an amendment to the Credit Agreement. Upon completion of the Credit Agreement amendment, we would expect to terminate the new financing commitment. The new senior secured financing contemplated by the Commitment Letter would have a term of five years, and the proceeds thereof would provide funded capacity for letters of credit, as well as funding for working capital needs and general corporate purposes.

The indebtedness under the new senior secured financing would be secured on a first-lien basis by pledges of capital stock of certain of our subsidiaries and mortgages and other security interests covering all the assets that are currently collateralizing the indebtedness under the Credit Agreement.

Goldman Sachs' commitment to provide the new senior secured financing is subject to, among other things, the execution of definitive loan documentation and the satisfaction of other customary conditions precedent for financings of this type. However, if the Credit Agreement is not amended as currently contemplated, our management believes that the new financing commitment, taken together with our cash flows from operations, will be sufficient to fund our liquidity and letter of credit requirements for at least the next 12 months.

The Commitment Letter extends until April 25, 2014. Depending on the developments relating to the contemplated amendment to the Credit Agreement, it is possible that the refinancing transactions we ultimately enter into will differ from those described above. In connection with the Commitment Letter, we paid Goldman Sachs an up-front commitment fee. In the event we utilize the new committed financing, we would pay Goldman Sachs funding and other customary fees.

The foregoing description of the Commitment Letter is a summary and is qualified in its entirety by reference to the complete Commitment Letter, which is filed as an exhibit to this annual report on Form 10-K.

*North Ocean Financing**North Ocean 102*

In December 2009, J. Ray McDermott, S.A. (JRMSA), a wholly owned subsidiary of MII, entered into a vessel-owning joint venture transaction with Oceanteam ASA. As a result of that transaction, we had consolidated notes payable of approximately \$31.4 million and \$37.3 million on our consolidated balance sheets at December 31, 2013 and 2012, respectively, of which approximately \$31.4 million and \$6.0 million was classified as current notes payable at December 31, 2013 and 2012, respectively. JRMSA guaranteed approximately 50% of this debt based on its ownership percentages in the vessel-owning companies. The debt bore interest at a rate equal to the three-month

LIBOR (which resets every three months) plus a margin of 3.557% and matured in January 2014. JRMSA paid in full the approximately \$31.4 million notes payable balance

---

**Table of Contents**

upon maturity during January 2014. JRMSA expects to exercise its option to purchase Oceanteam ASA's 50% ownership interest in the vessel-owning companies in December 2014.

***North Ocean 105***

On September 30, 2010, MII, as guarantor, and North Ocean 105 AS, in which we have a 75% ownership interest, as borrower, entered into a financing agreement to finance a portion of the construction costs of the *North Ocean 105*. The agreement provides for borrowings of up to \$69.4 million, bearing interest at 2.76% per year, and requires principal repayment in 17 consecutive semi-annual installments, which commenced on October 1, 2012. Borrowings under the agreement are secured by, among other things, a pledge of all of the equity of North Ocean 105 AS, a mortgage on the *North Ocean 105*, and a lien on substantially all of the other assets of North Ocean 105 AS. MII unconditionally guaranteed all amounts to be borrowed under the agreement. At December 31, 2013, there was \$57.2 million in borrowings outstanding under this agreement, of which approximately \$8.2 million was classified as current notes payable. At December 31, 2012, there was \$65.4 million in borrowings outstanding, of which \$8.2 million was classified as current notes payable.

***ANZ Reimbursement Agreement***

On April 20, 2012, McDermott and one of its wholly owned subsidiaries, McDermott Australia Pty. Ltd. ( McDermott Australia ), entered into a secured Letter of Credit Reimbursement Agreement (the Reimbursement Agreement ) with Australia and New Zealand Banking Group Limited ( ANZ ). In accordance with the terms of the Reimbursement Agreement, ANZ issued letters of credit in the aggregate amount of approximately \$109.0 million to support McDermott Australia's performance obligations under contractual arrangements relating to a field development project. The obligations of McDermott and McDermott Australia under the Reimbursement Agreement are secured by McDermott Australia's interest in the contractual arrangements and certain related assets. During February 2014, we replaced these letters of credit with letters of credit issued under the Credit Agreement.

***Surety Bonds***

In 2012 and 2011, MII executed general agreements of indemnity in favor of surety underwriters based in Mexico relating to surety bonds issued in support of contracting activities of J. Ray McDermott de Mèxico, S.A. de C.V. and McDermott, Inc, both subsidiaries of MII. As of December 31, 2013 and 2012, bonds issued under these arrangements totaled \$43.5 million and \$50.1 million, respectively. In October 2013, MII executed general agreements of indemnity in favor of surety underwriters relating to surety bonds in support of vessels operating in Brazil. The bonds issued under these arrangements totaled \$106.3 million as of December 31, 2013.

***Cash, Cash Equivalents and Investments***

In the aggregate, our cash, cash equivalents, restricted cash and investments decreased by \$548.3 million to \$155.9 million at December 31, 2013 from \$704.2 million at December 31, 2012, primarily due to the operating loss in the year ended December 31, 2013 as compared to operating income in the year ended December 31, 2012. At February 28, 2014, our cash, cash equivalents and restricted cash and investments totaled approximately \$334.8 million.

At December 31, 2013, we had restricted cash and cash equivalents totaling \$23.7 million, all of which was held in restricted foreign-entity accounts.



At December 31, 2013, we had investments with a fair value of \$13.5 million. Our investment portfolio consists primarily of investments in commercial paper. Our investments are classified as available-for-sale and are carried at fair value with unrealized gains and losses, net of tax, reported as a component of other comprehensive income. During the year ended December 31, 2013, we recognized an other than temporary impairment of \$1.6 million on the asset-backed securities and collateralized mortgage obligations. Our net unrealized gain (loss) on investments was a gain of \$0.2 million as of December 31, 2013 and a loss of \$2.4 million as of December 31, 2012. The major components of our investments in an unrealized loss position are

---

**Table of Contents**

asset-backed and mortgage-backed obligations. In February 2014 we sold all of our asset-backed and mortgage-backed obligations for approximately the same amount as our carrying value for those obligations at December 31, 2013.

Our current assets, less current liabilities, excluding cash, cash equivalents and restricted cash, declined by \$201.6 million to a negative \$183.1 million at December 31, 2013 from a positive \$18.5 million at December 31, 2012, primarily due to decreases in receivables and short-term investments and, to a lesser extent, increases in short-term notes payable.

***Cash Flow Activities***

*Operating activities.* Our net cash used in operating activities was \$256.6 million in the year ended December 31, 2013, compared to net cash provided by operating activities of \$209.8 million in the year ended December 31, 2012. This change was primarily due to the operating loss in the year ended December 31, 2013 as compared to the operating income in the year ended December 31, 2012.

Our net cash provided by operating activities was \$209.8 million in the year ended December 31, 2012, compared to \$97.4 million in the year ended December 31, 2011. This difference was primarily attributable to changes in accounts receivable trade and certain employee-related benefits, partially offset by the change in net contracts in progress and advance billings.

*Investing activities.* Our net cash used in investing activities was \$231.2 million in the year ended December 31, 2013, compared to cash used in investing activities of \$188.9 million in the year ended December 31, 2012. The change in net cash used in investing activities was primarily due to lower net sales and maturities of available-for-sale securities. Our net cash provided by (used in) investing activities changed by \$237.7 million to net cash used in investing activities of \$188.9 million in the year ended December 31, 2012 from net cash provided by investing activities of \$48.8 million in the year ended December 31, 2011. The change in net cash used in investing activities was primarily due to a reduction in the amount of restricted cash and lower net sales and maturities of available-for-sale securities.

*Financing activities.* Our net cash used in financing activities was \$33.8 million in the year ended December 31, 2013, compared to cash used in financing activities of \$13.8 million in 2012, primarily due to increased debt repayments in 2013 and increased debt issuance costs.

Our net cash provided by (used in) financing activities decreased by \$35.0 million to net cash used in financing activities of \$13.8 million in 2012 from net cash provided by financing activities of \$21.3 million in 2011, primarily due to reduced borrowings in 2012 and increased distributions to noncontrolling interests.

***Capital Expenditures***

As part of our strategic growth program, our management regularly evaluates our marine vessel fleet and our fabrication yard construction capacity to ensure our fleet and construction capabilities are adequately aligned with our overall growth strategy. These assessments may result in capital expenditures to upgrade, acquire or operate vessels or upgrade fabrication yards that would enhance or grow our technical capabilities, or may involve engaging in discussions to dispose of certain marine vessels or fabrication yards.

Capital expenditures for the years ended December 31, 2013, 2012 and 2011 were \$284.0 million, \$286.3 million and \$282.6 million, respectively. Capital expenditures for all periods were primarily attributable to construction of the *North Ocean 105* vessel, upgrading the capabilities of the *DB 50* and *North Ocean 102* vessels and certain upgrades

and equipment expenditures associated with other vessels in our marine fleet. In 2009, we acquired a 50% interest in an entity that owns the *North Ocean 102* and a 75% interest in an entity that constructed and now owns the *North Ocean 105*. The *North Ocean 102* was added to our marine fleet in 2009.

**Table of Contents**

The *North Ocean 105* was placed into service in 2012. Both vessels are intended to serve the deepwater markets by offering flexible and rigid pipe installation capabilities, among other things. In addition, based on our expectations of the demand in the deepwater market, we entered into contracts to construct two additional vessels – the *LV 108* and the *DLV 2000*, with deepwater capabilities for subsea and marine construction operations. The *DLV 2000* is also designed with deepwater S-Lay capabilities. Over the next two years, we expect to incur capital expenditures ranging from approximately \$450.0 million to \$500.0 million associated with the construction of those vessels.

On December 5, 2012, we modified our existing vessel operating agreement for the *North Ocean 102*, with our joint venture partner, Oceanteam Shipping ASA, to allow us greater flexibility to operate and modify this vessel to meet the demands of the offshore market and our customers. In addition, this modification effectively converted our partner's economic benefits (our costs) into a fixed commercial arrangement, while retaining our option to purchase our partner's interest in the *North Ocean 102* in 2014. In December 2014, we expect to exercise our option to purchase Oceanteam's interest in the *North Ocean 102* vessel-owning entities at a net cost of approximately \$33.0 million.

**OFF-BALANCE SHEET ARRANGEMENTS**

None.

**CONTRACTUAL OBLIGATIONS**

Our cash requirements as of December 31, 2013 under current contractual obligations were as follows:

|                                  | <b>Total</b>          | <b>Less than<br/>1 Year</b> | <b>1-3<br/>Years</b> | <b>3-5<br/>Years</b> | <b>More than<br/>5 Years</b> |
|----------------------------------|-----------------------|-----------------------------|----------------------|----------------------|------------------------------|
|                                  | <b>(In thousands)</b> |                             |                      |                      |                              |
| Long-term debt principal         | \$ 88,562             | \$ 39,543                   | \$ 16,339            | \$ 16,340            | \$ 16,340                    |
| Operating leases                 | \$ 248,511            | \$ 25,331                   | \$ 53,208            | \$ 13,045            | \$ 156,927                   |
| <i>LV108</i> and <i>DLV 2000</i> | \$ 485,200            | \$ 90,900                   | \$ 394,300           | \$                   | \$                           |
| Vessel charters                  | \$ 11,319             | \$ 11,319                   | \$                   | \$                   | \$                           |

We have interest payments on our long-term debt obligations as follows:

| <b>Total</b> | <b>Less than<br/>1 Year</b> | <b>1-3<br/>Years</b> | <b>3-5<br/>Years</b> | <b>Thereafter</b> |
|--------------|-----------------------------|----------------------|----------------------|-------------------|
|              | <b>(In thousands)</b>       |                      |                      |                   |
| \$ 6,291     | \$ 1,828                    | \$ 2,409             | \$ 1,482             | \$ 572            |

These obligations are based on the debt outstanding at December 31, 2013 and the stated interest rates.

Our contingent commitments under letters of credit, bank guarantees and surety bonds currently outstanding expire as follows:

| <b>Total</b> | <b>Less than<br/>1 Year</b> | <b>1-3<br/>Years</b> | <b>3-5<br/>Years</b> | <b>Thereafter</b> |
|--------------|-----------------------------|----------------------|----------------------|-------------------|
|--------------|-----------------------------|----------------------|----------------------|-------------------|

**(In thousands)**

|            |            |            |            |           |
|------------|------------|------------|------------|-----------|
| \$ 570,377 | \$ 275,650 | \$ 117,751 | \$ 103,461 | \$ 73,515 |
|------------|------------|------------|------------|-----------|

We have recorded a \$56.0 million liability as of December 31, 2013 for unrecognized tax positions and the payment of related interest and penalties. Due to the uncertainties related to these tax matters, we are unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority will occur.

**Table of Contents**

**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

In the normal course of business, our results of operations are exposed to certain market risks, primarily associated with fluctuations in currency exchange rates and interest rate risk. Our exposure to market risk from changes in interest rates relates primarily to our cash equivalents and our investment portfolio, which primarily consists of investments in commercial paper and other highly liquid money market instruments denominated in U.S. dollars. We are averse to principal loss and seek to ensure the safety and preservation of our invested funds by limiting default risk, market risk and reinvestment risk. All of our investments in debt securities are classified as available-for-sale.

We have operations in many locations around the world, and, as a result, our financial results could be significantly affected by factors such as changes in currency exchange rates or weak economic conditions in foreign markets. In order to manage the risks associated with currency exchange rate fluctuations, we attempt to hedge those risks with foreign currency derivative instruments. Historically, we have hedged those risks with foreign currency forward contracts. In certain cases, contracts with our customers may contain provisions under which payments from our customers are denominated in U.S. Dollars and in a foreign currency. The payments denominated in a foreign currency are designed to compensate us for costs that we expect to incur in such foreign currency. In these cases, we may use derivative instruments to reduce the risks associated with currency exchange rate fluctuations arising from differences in timing of our foreign currency cash inflows and outflows. Our operational cash flows and cash balances, though predominately held in U.S. dollars, may consist of different currencies at various points in time in order to execute our project contracts globally. Non-U.S. denominated asset and liability balances are subject to currency fluctuations when measured period to period for financial reporting purposes in U.S. dollars.

We have exposure to changes in interest rates on our credit facility (see Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources ). At December 31, 2013, we had no outstanding borrowings under our credit facility. We have no material future earnings or cash flow exposures from changes in interest rates on our other outstanding debt obligations, as substantially all of these obligations have fixed interest rates.

Our operational cash flows and cash balances, though predominately held in U.S. dollars, may consist of different currencies at various points in time in order to execute our project contracts globally. Non-U.S. denominated asset and liability balances are subject to currency fluctuations when measured period to period for financial reporting purposes in U.S. dollars.

**Table of Contents****Interest Rate Sensitivity**

The following tables provide information about our financial instruments that are sensitive to changes in interest rates. The tables present principal cash flows and related weighted-average interest rates by expected maturity dates.

|                                      | <b>Principal Amount by Expected Maturity (In thousands)</b> |             |             |             |             |                   |              | <b>Fair Value at<br/>December 31,<br/>2013</b> |
|--------------------------------------|---|-------------|-------------|-------------|-------------|-------------------|--------------|--|
|                                      | <b>Years Ending December 31,</b>                            |             |             |             |             |                   |              |  |
|                                      | <b>2014</b>   | <b>2015</b> | <b>2016</b> | <b>2017</b> | <b>2018</b> | <b>Thereafter</b> | <b>Total</b> |  |
| Investments                          | \$  | \$          | \$          | \$          | \$          | \$ 15,106         | \$ 15,106    | \$ 13,511                                      |
| Average Interest Rate                |   |             |             |             |             | 0.80%             |              |  |
| Long-term Debt                       | \$ 39,543   | \$ 8,170    | \$ 8,170    | \$ 8,170    | \$ 8,170    | \$ 16,339         | \$ 88,562    | \$ 90,005                                      |
| Average Interest Rate <sup>(1)</sup> | 2.93%   | 2.76%       | 2.76%       | 2.76%       | 2.76%       | 2.76%             |              |  |

|                                      | <b>Principal Amount by Expected Maturity (In thousands)</b> |             |             |             |             |                   |              | <b>Fair Value at<br/>December 31,<br/>2012</b> |
|--------------------------------------|---|-------------|-------------|-------------|-------------|-------------------|--------------|--|
|                                      | <b>Years Ending December 31,</b>                            |             |             |             |             |                   |              |  |
|                                      | <b>2013</b>   | <b>2014</b> | <b>2015</b> | <b>2016</b> | <b>2017</b> | <b>Thereafter</b> | <b>Total</b> |  |
| Investments                          | \$ 23,987   | \$          | \$          | \$          | \$          | \$ 22,345         | \$ 46,332    | \$ 45,992                                      |
| Average Interest Rate                | 0.38%   |             |             |             |             | 0.68%             |              |  |
| Long-term Debt                       | \$ 14,146   | \$ 39,543   | \$ 8,170    | \$ 8,170    | \$ 8,170    | \$ 24,509         | \$ 102,708   | \$ 106,324                                     |
| Average Interest Rate <sup>(1)</sup> | 2.93%   | 2.93%       | 2.76%       | 2.76%       | 2.76%       | 2.76%             |              |  |

(1) Fixed and floating interest rates through the year ending December 31, 2014 and fixed interest rates thereafter.

**Table of Contents****Currency Exchange Rate Sensitivity**

The following table provides information about our foreign currency forward contracts outstanding at December 31, 2013 and presents such information in U.S. dollar equivalents. The table presents notional amounts and related weighted-average exchange rates by expected (contractual) maturity dates and constitutes a forward-looking statement. These notional amounts generally are used to calculate the contractual payments to be exchanged under the contract. The average contractual exchange rates are expressed using market convention, which is dependent on the currencies being bought and sold under the forward contract.

**Forward Contracts to Purchase or Sell Foreign Currencies in U.S. Dollars (in thousands)**

| <b>Foreign Currency</b> | <b>Year Ending<br/>December 31, 2014</b> | <b>Fair Value at<br/>December 31, 2013</b> | <b>Average Contractual<br/>Exchange<br/>Rate</b> |
|-------------------------|--|--|--|
| Australian Dollar       | \$ 122,077                               | \$ (11,285)                                | 0.9751   |
| Danish Krone            | \$ 23,664                                | \$ 525                                     | 5.5256   |
| Euros                   | \$ 225,576                               | \$ 8,422                                   | 1.3316   |
| Pound Sterling          | \$ 81,156                                | \$ 1,670                                   | 1.6053   |
| Japanese Yen            | \$ 170                                   | \$ (10)                                    | 98.8572  |
| Mexican Peso            | \$ 28,222                                | \$ (3)                                     | 13.1182  |
| Norwegian Kroner        | \$ 144,771                               | \$ (1,450)                                 | 6.0331   |
| Singapore Dollar        | \$ 186,450                               | \$ (6,437)                                 | 1.2184   |

| <b>Foreign Currency</b> | <b>Year Ending<br/>December 31, 2015</b> | <b>Fair Value at<br/>December 31, 2013</b> | <b>Average<br/>Contractual<br/>Exchange<br/>Rate</b> |
|-------------------------|--|--|--|
| Australian Dollar       | \$ 112,778                               | \$ (10,281)                                | 0.9479   |
| Danish Krone            | \$ 26,578                                | \$ 1,126                                   | 5.6226   |
| Euros                   | \$ 2,020                                 | \$ 80                                      | 1.3272   |
| Pound Sterling          | \$ 2,900                                 | \$ 50                                      | 1.5922   |
| Norwegian Kroner        | \$ 9,046                                 | \$ (398)                                   | 5.8860   |
| Singapore Dollars       | \$ 67,849                                | \$ (2,478)                                 | 1.2139   |

| <b>Foreign Currency</b> | <b>Year Ending<br/>December 31, 2016</b> | <b>Fair Value at<br/>December 31, 2013</b> | <b>Average Contractual<br/>Exchange Rate</b> |
|-------------------------|--|--|--|
| Australian Dollar       | \$ 77,104                                | \$ (7,057)                                 | 0.9349                                       |
| Danish Krone            | \$ 6,654                                 | \$ 283                                     | 5.6143                                       |
| Euros                   | \$ 961                                   | \$ 41                                      | 1.3312                                       |
| Pound Sterling          | \$ 834                                   | \$ 13                                      | 1.5917                                       |

| <b>Foreign Currency</b> | <b>Year Ending<br/>December 31, 2017</b> | <b>Fair Value at<br/>December 31, 2013</b> | <b>Average Contractual<br/>Exchange Rate</b> |
|-------------------------|--|--|--|
| Australian Dollar       | \$ 19,632                                | \$ (1,600)                                 | 0.9062                                       |
| Euros                   | \$ 458                                   | \$ 22                                      | 1.3348                                       |





**Table of Contents**

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA  
To the Board of Directors and Stockholders of McDermott International, Inc.**

Houston, Texas

We have audited the accompanying consolidated balance sheets of McDermott International, Inc. and subsidiaries (the Company ) as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income (loss), cash flows, and equity for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of McDermott International, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 3, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas

March 3, 2014

Table of Contents

## MCDERMOTT INTERNATIONAL, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

|   | Year Ended December 31,                  |              |              |
|---|--|--------------|--------------|
|   | 2013                                     | 2012         | 2011         |
|   | (In thousands, except per share amounts) |              |              |
| Revenues  | \$ 2,658,932                             | \$ 3,641,624 | \$ 3,445,110 |
| Costs and Expenses:   |  |              |              |
| Cost of operations  | 2,801,426                                | 3,100,009    | 2,980,390    |
| Selling, general and administrative expenses  | 201,171                                  | 205,974      | 212,002      |
| Loss on asset impairments   | 84,482                                   |              | 5,488        |
| Gain on asset disposals   | (15,200)                                 | (405)        | (8,478)      |
| Restructuring charges   | 35,727                                   |              |              |
| Total Costs and Expenses  | 3,107,606                                | 3,305,578    | 3,189,402    |
| Equity in Loss of Unconsolidated Affiliates   | (16,116)                                 | (16,719)     | (4,985)      |
| Operating Income (Loss)   | (464,790)                                | 319,327      | 250,723      |
| Other Income (Expense):   |  |              |              |
| Interest income net   | 1,353                                    | 4,656        | 1,319        |
| Gain (loss) on foreign currency net   | 16,872                                   | 20,142       | 1,234        |
| Other income (expense) net  | (2,339)                                  | (995)        | (1,985)      |
| Total Other Income (Expense)  | 15,886                                   | 23,803       | 568          |
| Income (loss) from continuing operations before provision for income taxes, discontinued operations and noncontrolling interest | (448,904)                                | 343,130      | 251,291      |
| Provision for Income Taxes  | 49,051                                   | 129,204      | 87,124       |
| Income (loss) from continuing operations before discontinued operations and noncontrolling interest                             | (497,955)                                | 213,926      | 164,167      |
| Gain (loss) on disposal of discontinued operations  |  | 257          | (21,934)     |
| Income from discontinued operations, net of tax   |  | 3,240        | 9,122        |
| Total income (loss) from discontinued operations, net of tax  |  | 3,497        | (12,812)     |
| Net Income (Loss)   | (497,955)                                | 217,423      | 151,355      |
| Less: net income attributable to noncontrolling interests   | 18,958                                   | 10,770       | 12,625       |

|   |              |            |            |
|---|--------------|------------|------------|
| Net Income (Loss) Attributable to McDermott International, Inc. | \$ (516,913) | \$ 206,653 | \$ 138,730 |
|---|--------------|------------|------------|

## Earnings per Common Share:

## Basic:

|  |        |      |        |
|--|--------|------|--------|
| Income (loss) from continuing operations, less noncontrolling interest | (2.19) | 0.86 | 0.65   |
| Income (loss) from discontinued operations, net of tax                 |        | 0.01 | (0.05) |
| Net Income   | (2.19) | 0.88 | 0.59   |

## Diluted:

|  |        |      |        |
|--|--------|------|--------|
| Income (loss) from continuing operations, less noncontrolling interest | (2.19) | 0.86 | 0.64   |
| Income (loss) from discontinued operations, net of tax                 |        | 0.01 | (0.05) |
| Net Income (Loss)  | (2.19) | 0.87 | 0.59   |

## Shares Used in the Computation of Earnings per Share:

|         |             |             |             |
|---------|-------------|-------------|-------------|
| Basic   | 236,514,584 | 235,638,422 | 234,598,901 |
| Diluted | 236,514,584 | 237,619,688 | 237,040,507 |

See accompanying notes to consolidated financial statements.

Table of Contents**McDERMOTT INTERNATIONAL INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

|  | <b>Year Ended December 31,</b> |                   |                   |
|--|--------------------------------|-------------------|-------------------|
|  | <b>2013</b>                    | <b>2012</b>       | <b>2011</b>       |
|  | <b>(In thousands)</b>          |                   |                   |
| Net Income (Loss)  | \$ (497,955)                   | \$ 217,423        | \$ 151,355        |
| Other comprehensive income (loss), net of tax:                                   |                                |                   |                   |
| Amortization of benefit plan costs   | 17,587                         | 11,633            | 18,538            |
| Unrealized gain (loss) on benefit plan revaluation                               | (9,542)                        | (23,821)          | 44,828            |
| Unrealized gain (loss) on investments  | 920                            | 2,087             | (93)              |
| Realized loss on investments   | 1,634                          |                   | 20                |
| Translation adjustments  | 804                            | 9,072             | (5,550)           |
| Unrealized (loss) gain on derivatives  | (52,836)                       | 1,576             | 4,505             |
| Realized (loss) gain on derivatives  | (4,340)                        | 7,135             | 171               |
| Other comprehensive income, net of tax <sup>(1)</sup>                            | (45,773)                       | 7,682             | 62,419            |
| <b>Total Comprehensive Income (Loss)</b>   | <b>\$ (543,728)</b>            | <b>\$ 225,105</b> | <b>\$ 213,774</b> |
| Less: Comprehensive Income Attributable to Noncontrolling Interests              | 18,903                         | 10,835            | 13,357            |
| <b>Comprehensive Income (Loss) Attributable to McDermott International, Inc.</b> | <b>\$ (562,631)</b>            | <b>\$ 214,270</b> | <b>\$ 200,417</b> |

(1) The tax impact on amounts presented in other comprehensive income are not significant.  
See accompanying notes to consolidated financial statements.

**Table of Contents****McDERMOTT INTERNATIONAL, INC.****CONSOLIDATED BALANCE SHEETS**

|  | <b>December 31,</b>                                       |              |
|--|---|--------------|
|  | <b>2013</b>   | <b>2012</b>  |
|  | <b>(In thousands, except share and per share amounts)</b> |              |
| <b>Assets</b>  |   |              |
| Current Assets:  |   |              |
| Cash and cash equivalents                              | \$ 118,702  | \$ 640,147   |
| Restricted cash and cash equivalents                   | 23,652  | 18,116       |
| Investments  |   | 19,242       |
| Accounts receivable trade, net                         | 381,858   | 428,800      |
| Accounts receivable other                              | 89,273  | 75,461       |
| Contracts in progress                                  | 425,986   | 560,154      |
| Deferred income taxes                                  | 7,091   | 9,765        |
| Assets held for sale                                   | 1,396   | 2,679        |
| Other current assets                                   | 32,242  | 35,425       |
| Total Current Assets                                   | 1,080,200   | 1,789,789    |
| Property, Plant and Equipment                          | 2,367,686   | 2,115,176    |
| Less accumulated depreciation                          | (889,009)   | (833,385)    |
| Net Property, Plant and Equipment                      | 1,478,677   | 1,281,791    |
| Assets Held for Sale                                   | 12,243  | 26,758       |
| Investments  | 13,511  | 26,750       |
| Goodwill   |   | 41,202       |
| Investments in Unconsolidated Affiliates               | 50,536  | 37,435       |
| Other Assets   | 172,204   | 129,902      |
| Total Assets   | \$ 2,807,371  | \$ 3,333,627 |
| <b>Liabilities and Equity</b>                          |   |              |
| Current Liabilities:                                   |   |              |
| Notes payable and current maturities of long-term debt | \$ 39,543   | \$ 14,146    |
| Accounts payable                                       | 398,739   | 400,007      |
| Accrued liabilities                                    | 138,482   | 108,963      |
| Accrued employee-related benefits                      | 36,933  | 57,391       |
| Accrued contract costs                                 | 189,809   | 203,064      |
| Advance billings on contracts                          | 278,929   | 241,696      |
| Deferred income taxes                                  | 17,892  | 10,758       |
| Income taxes payable                                   | 20,657  | 76,986       |

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 10-K

|   |              |              |
|---|--------------|--------------|
| Total Current Liabilities   | 1,120,984    | 1,113,011    |
| Long-Term Debt  | 49,019       | 88,562       |
| Self-Insurance  | 20,531       | 22,641       |
| Pension Liability   | 15,681       | 25,069       |
| Income taxes payable  | 56,042       | 55,857       |
| Other Liabilities   | 104,770      | 76,382       |
| Commitments and Contingencies   |              |              |
| Stockholders' Equity:   |              |              |
| Common stock, par value \$1.00 per share, authorized 400,000,000 shares; issued and outstanding 244,271,365 and 243,442,156 shares at December 31, 2013 and December 31, 2012, respectively | 244,271      | 243,442      |
| Capital in excess of par value  | 1,414,457    | 1,391,271    |
| Retained earnings   | (71,157)     | 445,756      |
| Treasury stock, at cost, 7,130,294 and 7,574,903 shares at December 31, 2013 and December 31, 2012, respectively  | (97,926)     | (98,725)     |
| Accumulated other comprehensive loss  | (140,131)    | (94,413)     |
| Stockholders' Equity McDermott International, Inc.  | 1,349,514    | 1,887,331    |
| Noncontrolling Interests  | 90,830       | 64,774       |
| Total Equity  | 1,440,344    | 1,952,105    |
| Total Liabilities and Equity  | \$ 2,807,371 | \$ 3,333,627 |

See accompanying notes to consolidated financial statements.

Table of Contents

## MCDERMOTT INTERNATIONAL, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | Year Ended December 31, |                |                |
|--|-------------------------|----------------|----------------|
|  | 2013                    | 2012           | 2011           |
|  | (In thousands)          |                |                |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                     |                         |                |                |
| Net income (loss)  | \$ (497,955)            | \$ 217,423     | \$ 151,355     |
| (Income) loss from discontinued operations, net of tax                           |                         | (3,497)        | 12,812         |
| Income (loss) from continuing operations   | (497,955)               | 213,926        | 164,167        |
| Non-cash items included in net income:   |                         |                |                |
| Depreciation and amortization  | 84,580                  | 86,440         | 82,391         |
| Drydock amortization   | 18,467                  | 25,545         | 24,567         |
| Equity in loss of unconsolidated affiliates                                      | 16,116                  | 16,719         | 4,985          |
| Gains on asset disposals   | (15,200)                | (405)          | (8,478)        |
| Loss on asset impairments  | 84,482                  |                | 5,488          |
| Provision for deferred taxes   | (5,359)                 | 3,847          | 1,650          |
| Stock-based compensation charges   | 21,100                  | 15,369         | 17,825         |
| Restructuring charges  | 18,044                  |                |                |
| Other non-cash items   | (3,463)                 | 8,367          | 18,096         |
| Changes in assets and liabilities, net of effects from acquisitions:             |                         |                |                |
| Accounts receivable  | 30,156                  | (5,920)        | (152,840)      |
| Net contracts in progress and advance billings on contracts                      | 171,397                 | (351,604)      | (151,157)      |
| Accounts payable   | (17,493)                | 84,430         | 71,291         |
| Accrued and other current liabilities  | (22,155)                | 36,922         | 56,049         |
| Income taxes   | (54,431)                | 22,832         | 17,138         |
| Pension liability and accrued postretirement and employee benefits               | (30,828)                | 36,897         | (83,263)       |
| Other  | (54,069)                | 16,419         | 29,537         |
| <b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES CONTINUING OPERATIONS</b> | <b>(256,611)</b>        | <b>209,784</b> | <b>97,446</b>  |
| <b>NET CASH USED IN OPERATING ACTIVITIES DISCONTINUED OPERATIONS</b>             |                         |                | <b>(1,426)</b> |
| <b>TOTAL CASH PROVIDED BY OPERATING ACTIVITIES</b>                               | <b>(256,611)</b>        | <b>209,784</b> | <b>96,020</b>  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                     |                         |                |                |
| Purchases of property, plant and equipment                                       | (283,962)               | (286,310)      | (282,621)      |
| (Increase) decrease in restricted cash and cash equivalents                      | (5,536)                 | 3,846          | 175,899        |
| Purchases of available-for-sale securities                                       | (10,535)                | (95,964)       | (546,822)      |
| Sales and maturities of available-for-sale securities                            | 43,959                  | 191,298        | 693,424        |
| Investments in unconsolidated affiliates   | (9,354)                 | (5,084)        | (1,058)        |
| Proceeds from asset dispositions and other investing activities                  | 34,273                  | 3,291          | 9,943          |



|   |                   |                   |                   |
|---|-------------------|-------------------|-------------------|
| NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES CONTINUING OPERATIONS   | (231,155)         | (188,923)         | 48,765            |
| NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES DISCONTINUED OPERATIONS |                   | 60,671            |                   |
| <b>TOTAL CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>                | <b>(231,155)</b>  | <b>(128,252)</b>  | <b>48,765</b>     |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                   |                   |                   |
| Proceeds from debt  | 296,000           | 19,034            | 46,987            |
| Payment of debt   | (310,146)         | (10,061)          | (8,606)           |
| Purchase of treasury shares   | (1,106)           | (2,898)           | (10,092)          |
| Distributions to noncontrolling interests                                   | (13,743)          | (20,135)          | (2,524)           |
| Debt issuance costs and other financing activities                          | (4,837)           | 267               | (4,476)           |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES CONTINUING OPERATIONS   | (33,832)          | (13,793)          | 21,289            |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES DISCONTINUED OPERATIONS |                   |                   | 1,426             |
| <b>TOTAL CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>                | <b>(33,832)</b>   | <b>(13,793)</b>   | <b>22,715</b>     |
| EFFECTS OF EXCHANGE RATE CHANGES ON CASH                                    | 153               | 1,554             | (109)             |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>                 | <b>(521,445)</b>  | <b>69,293</b>     | <b>167,391</b>    |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>                     | <b>640,147</b>    | <b>570,854</b>    | <b>403,463</b>    |
| <b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>                           | <b>\$ 118,702</b> | <b>\$ 640,147</b> | <b>\$ 570,854</b> |
| <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>                   |                   |                   |                   |
| Cash paid (received) during the period for:                                 |                   |                   |                   |
| Income taxes (net of refunds)   | \$ 105,444        | \$ 89,451         | \$ 67,970         |
| See accompanying notes to consolidated financial statements.                |                   |                   |                   |

Table of Contents

## MCDERMOTT INTERNATIONAL, INC.

## CONSOLIDATED STATEMENTS OF EQUITY

|  | Common Stock |            | Capital In Excess of Par Value | Retained Earnings | Treasury Stock | Accumulated Other Comprehensive Loss | Stockholders Equity | Non-Controlling Interest (NCI) | Total Equity |
|--|--------------|------------|--------------------------------|-------------------|----------------|--------------------------------------|---------------------|--------------------------------|--------------|
|  | Shares       | Par Value  | Value                          |                   |                |                                      |                     |                                |              |
| (In thousands, except share amounts)   |              |            |                                |                   |                |                                      |                     |                                |              |
| Balance at January 1, 2011             | 240,791,473  | \$ 240,791 | \$ 1,357,316                   | \$ 100,373        | \$ (85,735)    | \$ (163,717)                         | \$ 1,449,028        | \$ 63,239                      | \$ 1,512,267 |
| Net Income                             |              |            |                                | 138,730           |                |                                      | 138,730             | 12,625                         | 151,355      |
| Other Comprehensive Income, net of tax |              |            |                                |                   |                | 61,687                               | 61,687              | 732                            | 62,419       |
| Exercise of stock options              | 466,954      | 467        | 1,993                          |                   |                |                                      | 2,460               |                                | 2,460        |
| Share vesting                          | 1,157,997    | 1,158      | (1,158)                        |                   |                |                                      |                     |                                |              |
| Stock-based compensation charges       |              |            | 17,825                         |                   |                |                                      | 17,825              |                                | 17,825       |
| Purchase of treasury shares            |              |            |                                |                   | (10,092)       |                                      | (10,092)            |                                | (10,092)     |
| Distributions to NCI                   |              |            |                                |                   |                |                                      |                     | (2,522)                        | (2,522)      |
| Balance at December 31, 2011           | 242,416,424  | \$ 242,416 | \$ 1,375,976                   | \$ 239,103        | \$ (95,827)    | \$ (102,030)                         | \$ 1,659,638        | \$ 74,074                      | \$ 1,733,712 |
| Net income                             |              |            |                                | 206,653           |                |                                      | 206,653             | 10,770                         | 217,423      |
| Other Comprehensive Income, net of tax |              |            |                                |                   |                | 7,617                                | 7,617               | 65                             | 7,682        |
| Exercise of stock options              | 214,946      | 215        | 737                            |                   |                |                                      | 952                 |                                | 952          |
| Share vesting                          | 810,786      | 811        | (811)                          |                   |                |                                      |                     |                                |              |
| Stock-based compensation charges       |              |            | 15,369                         |                   |                |                                      | 15,369              |                                | 15,369       |
| Purchase of treasury shares            |              |            |                                |                   | (2,898)        |                                      | (2,898)             |                                | (2,898)      |
|  |              |            |                                |                   |                |                                      |                     | (20,135)                       | (20,135)     |

Distributions to  
NCI

|   |             |            |              |             |             |              |              |           |              |
|---|-------------|------------|--------------|-------------|-------------|--------------|--------------|-----------|--------------|
| Balance at<br>December 31,<br>2012              | 243,442,156 | \$ 243,442 | \$ 1,391,271 | \$ 445,756  | \$ (98,725) | \$ (94,413)  | \$ 1,887,331 | \$ 64,774 | \$ 1,952,105 |
| Net income                                      |             |            |              | (516,913)   |             |              | (516,913)    | 18,958    | (497,955)    |
| Other<br>Comprehensive<br>Income, net of<br>tax |             |            |              |             |             | (45,718)     | (45,718)     | (55)      | (45,773)     |
| Exercise of<br>stock options                    | 68,285      | 68         | 139          |             |             |              | 207          |           | 207          |
| Share vesting                                   | 460,923     | 461        | (461)        |             |             |              |              |           |              |
| Stock-based<br>compensation<br>charges          |             |            | 18,936       |             | 2,164       |              | 21,100       |           | 21,100       |
| Purchase of<br>treasury shares                  |             |            |              |             | (1,106)     |              | (1,106)      |           | (1,106)      |
| Sales of<br>subsidiary<br>shares to NCI         |             |            | 4,613        |             |             |              | 4,613        | 20,896    | 25,509       |
| Distributions to<br>NCI                         |             |            |              |             |             |              |              | (13,743)  | (13,743)     |
| Other   | 300,001     | 300        | (41)         |             | (259)       |              |              |           |              |
| Balance at<br>December 31,<br>2013              | 244,271,365 | \$ 244,271 | \$ 1,414,457 | \$ (71,157) | \$ (97,926) | \$ (140,131) | \$ 1,349,514 | \$ 90,830 | \$ 1,440,344 |

See accompanying notes to consolidated financial statements.

**Table of Contents**

**MCDERMOTT INTERNATIONAL, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2013**

**NOTE 1 BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

***Nature of Operations***

McDermott International, Inc. ( MII ), a Panamanian corporation, is an engineering, procurement, construction and installation ( EPCI ) company focused on designing and executing complex offshore oil and gas projects worldwide. Providing fully integrated EPCI services, we deliver fixed and floating production facilities, pipeline installations and subsea systems from concept to commissioning. Operating in approximately 20 countries across the Atlantic, Middle East and Asia Pacific, our integrated resources include approximately 14,000 employees and a diversified fleet of marine vessels, fabrication facilities and engineering offices. We support our activities with comprehensive project management and procurement services, while utilizing our fully integrated capabilities in both shallow water and deepwater construction. We execute our contracts through a variety of methods, principally fixed-price, but also including cost reimbursable, cost-plus, day-rate and unit-rate basis or some combination of those methods. In this annual report on Form 10-K, unless the context otherwise indicates, we, us and our mean MII and its consolidated subsidiaries.

***Basis of Presentation***

In March 2013, we acquired Deepsea Group Limited, a United Kingdom-based company that provides subsea and other engineering services to international energy companies, primarily through offices in the United Kingdom and the United States. During the quarter ended June 30, 2013, we commenced a restructuring of our Atlantic segment. Additionally, on March 19, 2012, we completed the sale of our former charter fleet business which operated 10 of the 14 vessels acquired in our 2007 acquisition of substantially all of the assets of Secunda International Limited (the Secunda Acquisition ). The consolidated statements of operations and the consolidated statements of cash flows for the periods presented have been retrospectively recasted to reflect the historical operations of the charter fleet business as discontinued operations. Accordingly, we have presented the notes to our consolidated financial statements on the basis of continuing operations.

We report financial results under reporting segments consisting of Asia Pacific, Atlantic and the Middle East. We also report certain corporate and other non-operating activities under the heading Corporate and Other. Corporate and Other primarily reflects corporate personnel and activities, incentive compensation programs and other costs, which are generally fully allocated to our operating segments. For financial information about our segments, see Note 11 Segment Reporting .

We have presented our consolidated financial statements in U.S. Dollars in accordance with accounting principles generally accepted in the United States ( GAAP ). These consolidated financial statements include the accounts of McDermott International, Inc., its subsidiaries and controlled entities. We use the equity method to account for investments in entities that we do not control, but over which we have significant influence. We generally refer to these entities as joint ventures or unconsolidated affiliates. We have eliminated all intercompany transactions.

***Use of Estimates***

We use estimates and assumptions to prepare our financial statements in conformity with GAAP. These estimates and assumptions affect the amounts we report in our financial statements and accompanying notes. Our actual results could differ from these estimates, and variances could materially affect our financial condition and results of operations in future periods. Changes in project estimates generally exclude change orders and changes in scope, but may include, without limitation, changes in cost recovery estimates, unexpected changes in weather

---

**Table of Contents**

conditions, productivity, unidentified required vessel repairs, customer and vendor delays and other costs. We generally expect to experience a reasonable amount of unanticipated events, and some of these events can result in significant cost increases above cost amounts we previously estimated. As of December 31, 2013, we have provided for our estimated costs to complete on all of our ongoing contracts. However, it is possible that current estimates could change due to unforeseen events, which could result in adjustments to overall contract costs. Variations from estimated contract performance could result in material adjustments to operating results. For all contracts, if a current estimate of total contract cost indicates a loss, the projected loss is recognized in full when determined.

The following is a discussion of our most significant changes in estimates, which impacted operating income for the years ended December 31, 2013, 2012 and 2011.

**2013**

For the year ended December 31, 2013, we recognized net project losses of approximately \$315.1 million due to changes in estimates across all three of our operating segments.

The Asia Pacific segment was negatively impacted by net losses of approximately \$62.2 million due to changes in estimates on four projects. On a subsea project in Malaysia, we increased our estimated cost at completion by approximately \$ 126.9 million primarily due to downtime on the *North Ocean 105* resulting from mechanical and offshore productivity issues. This project is in a loss position and is expected to be completed by mid-2014. On an EPCI project in Australia we completed a settlement with the customer which resulted in lower-than-expected recoveries. This project was completed in the first quarter of 2013 and the settlement documents were executed on February 5, 2014. These deteriorations were partially offset by improvements on two projects. On another EPCI project in Australia, we reduced estimated costs to complete the project by approximately \$64.1 million as a result of efficiencies and productivity improvements related to offshore hookup activities. This project was completed in early 2013. On a fabrication project in Australia, we increased our change order recovery and bonuses recognized by approximately \$14.7 million resulting from settlements and achieved milestones. This project is expected to be completed in early 2014.

The Middle East segment was negatively impacted by losses of \$174.4 million due to changes in estimates on four projects. On a pipelay project, we reduced the estimate of cost recovery as a result of ongoing negotiations with the customer, although we believe we have a substantial basis for our claims. This project is currently in a loss position and is expected to be completed during the second quarter of 2014. On an EPCI project in Saudi Arabia, we increased our estimated cost at completion by approximately \$62.5 million primarily as a result of revisions to the project's execution plans, increases in our estimated cost to complete due to an extended offshore hookup campaign requiring multiple vessel mobilizations and delays in completion of onshore activities. Although the project recognized a loss in the year ended December 31, 2013, it remains in an overall profitable position and is expected to be completed during 2014. On another EPCI project in Saudi Arabia, we increased our estimated cost to complete by approximately \$16.5 million, primarily due to weather downtime and revisions to our estimated cost to complete the hookup campaign. This project remains profitable and is expected to be completed during 2014. On a third EPCI project in Saudi Arabia, we increased our estimated cost to complete by approximately \$16.4 million due to procurement and design issues which were settled on less favorable terms than previously expected. This project is currently in a loss position and is expected to be completed during the first half of 2015.

The Atlantic segment was negatively impacted by changes in estimates on six projects resulting in approximately \$78.5 million of project losses. In Morgan City, we incurred additional costs of approximately \$9.3 million to complete a fabrication project, primarily due to poor labor productivity. That project was completed during the fourth quarter of 2013. On a marine project in Mexico completed during 2012, we reversed previously recognized claim

revenue by approximately \$10.0 million due to unsuccessful claim resolution efforts. On the five-year charter of the *Agile* in Brazil, we increased the estimated cost to complete the project by approximately \$8.6 million. The completion of this charter is expected during the first quarter of 2017. On two

---

**Table of Contents**

EPCI projects in Altamira, we increased our estimated costs at completion by approximately \$40.9 million, primarily due to higher procurement costs, reduced labor productivity, and reduced utilization of the fabrication facility. Both of these projects are in a loss position. One is expected to be completed during the second quarter of 2014 and the other is expected to be completed by the third quarter of 2015. On a subsea project in the U.S. Gulf of Mexico, we recognized a loss of approximately \$9.7 million, primarily driven by the recognition of liquidated damages due to the anticipated late arrival of vessels currently engaged on projects in Brazil and Malaysia. This project is scheduled for completion during 2014.

**2012**

Operating income for the year ended December 31, 2012 in our Asia Pacific segment benefited significantly from certain changes in estimates, which resulted in a reduction of remaining costs as a result of efficiencies and productivity improvements related to offshore hook-up activities on one of our EPCI projects, which was completed in early 2013. Excluding those cost savings, our costs increased by approximately 8% for the year ended December 31, 2012. These benefits were partially offset by certain project charges of approximately \$23.0 million associated with anticipated productivity changes and project delays on one of our subsea projects, which is expected to be completed by mid 2014. In addition, our Atlantic segment was impacted by project charges of approximately \$16.0 million relating to two projects, which were completed in 2013 primarily due to lower than expected fabrication productivity. In our Middle East segment, we experienced project charges of approximately \$13.0 million associated with increased cost estimates resulting from fabrication productivity and, to a lesser extent, higher than expected marine costs on a project, which was completed in early 2013.

**2011**

Operating income for the year ended December 31, 2011 was significantly impacted by changes in cost estimates relating to projects in our Atlantic segment. The Atlantic segment operating loss for the year ended December 31, 2011 reflected: (1) approximately \$74.0 million of incremental costs associated with a five-year marine charter in Brazil, primarily for increases in estimated vessel operating costs, overruns on certain vessel upgrades and drydock expenses for the *Agile* and estimated liquidated damages based on resulting delays in project commencement; and (2) approximately \$65.0 million of costs incurred on a marine project in Mexico which was completed in the first half of 2012, primarily attributable to unfavorable weather conditions in the Gulf of Mexico and Mexico importation delays, which caused reduced productivity and resulted in subcontractor standby costs.

***Revenue Recognition***

We determine the appropriate accounting method for each of our long-term contracts before work on the project begins. We generally recognize contract revenues and related costs on a percentage-of-completion method for individual contracts or combinations of contracts based on work performed, man hours, or a cost-to-cost method, as applicable to the activity involved. We include the amount of accumulated contract costs and estimated earnings that exceed billings to customers in contracts in progress. We include billings to customers that exceed accumulated contract costs and estimated earnings in advance billings on contracts. Most long-term contracts contain provisions for progress payments. We expect to invoice customers for all unbilled revenues. Certain costs are generally excluded from the cost-to-cost method of measuring progress, such as significant costs for materials and third-party subcontractors. Total estimated costs, and resulting contract income, are affected by changes in the expected cost of materials and labor, productivity, scheduling and other factors. Additionally, external factors such as weather, customer requirements and other factors outside of our control may affect the progress and estimated cost of a project's completion and, therefore, the timing and amount of revenue and income recognition. In addition, change orders, which are a normal and recurring part of our business, can increase (and sometimes substantially) the future scope and



cost of a job. Therefore, change order awards (although frequently beneficial in the long term) can have the short-term effect of reducing the job percentage of completion and thus the revenues and profits recognized to date. We regularly review contract

---

**Table of Contents**

price and cost estimates as the work progresses and reflect adjustments in profit, proportionate to the job percentage of completion in the period when those estimates are revised. Revenue from unapproved change orders is generally recognized to the extent of the lesser of amounts management expects to recover or costs incurred. Additionally, to the extent that claims included in backlog, including those which arise from change orders which are under dispute or which have been previously rejected by the customer, are not resolved in our favor, there could be reductions in or reversals of previously reported, revenues and profits, and charges against current earnings, which could be material.

*Claims Revenue*

We include certain unapproved claims in the applicable contract value when we have a legal basis to do so, consider collection to be probable and the value can be reliably estimated. Claim revenue, when recorded, is only recorded to the extent of associated costs in our consolidated financial statements. The amount of revenues and costs included in our estimates at completion (i.e., contract values) associated with such claims was \$17.2 million and \$187.6 million as of December 31, 2013 and December 31, 2012, respectively. All of those claim amounts at December 31, 2013 were related to our Middle East segment. These amounts are determined based on various factors, including our analysis of the underlying contractual language and our experience in making and resolving claims. For the consolidated years ended December 31, 2013 and 2012, \$11.7 million and \$78.6 million, respectively, of revenues and costs are included in our consolidated financial statements pertaining to claims. All of those revenues and costs included in our consolidated financial statements at December 31, 2013 were related to our Middle East segment. Our unconsolidated joint ventures did not include any claims of revenue and cost in their financial results for the year ended December 31, 2013. For the year ended December 31, 2012, our unconsolidated joint ventures included \$9.2 million of claims revenue and costs in their financial results.

We continue to actively engage in negotiations with our customers. However, these claims may be resolved at amounts that differ from our current estimates, which could result in increases or decreases in future estimated contract profits or losses.

*Deferred Profit Recognition*

For contracts as to which we are unable to estimate the final profitability due to their uncommon nature, including first-of-a-kind projects, we recognize equal amounts of revenue and cost until the final results can be estimated more precisely. For these contracts, we only recognize gross margin when reliably estimable and the level of uncertainty has been significantly reduced, which we generally determine to be when the contract is at least 70% complete. We treat long-term construction contracts that contain such a level of risk and uncertainty that estimation of the final outcome is impractical, as deferred profit recognition contracts. If while being accounted for under our deferred profit recognition policy, a current estimate of total contract costs indicates a loss, the projected loss is recognized in full and the project is accounted for under our normal revenue recognition guidelines.

*Completed Contract Method*

Under the completed contract method, revenue and gross profit is recognized only when a contract is completed or substantially complete. We generally do not enter into fixed-price contracts without an estimate of cost to complete that we believe to be accurate. However, it is possible that in the time between contract execution and the start of work on a project, we could lose the ability to forecast cost to complete based on intervening events, including, but not limited to, experience on similar projects, civil unrest, strikes and volatility in our expected costs. In such a situation, we would use the completed contract method of accounting for that project. We did not enter into any contracts that we accounted for under the completed contract method during 2013, 2012 or 2011.



## **Table of Contents**

### *Loss Recognition*

A risk associated with fixed-priced contracts is that revenue from customers may not cover increases in our costs. It is possible that current estimates could materially change for various reasons, including, but not limited to, fluctuations in forecasted labor productivity, pipeline lay rates or steel and other raw material prices. Increases in costs associated with our fixed-price contracts could have a material adverse impact on our consolidated financial condition, results of operations and cash flows. Alternatively, reductions in overall contract costs at completion could materially improve our consolidated financial condition, results of operations and cash flows.

As of December 31, 2013, we have provided for our estimated costs to complete on all of our ongoing contracts. However, it is possible that current estimates could change due to unforeseen events, which could result in adjustments to overall contract costs. Variations from estimated contract performance could result in material adjustments to operating results. For all contracts, if a current estimate of total contract cost indicates a loss, the projected loss is recognized in full when determined.

We currently have nine active projects in our backlog that are in loss positions at December 31, 2013, whereby future revenues are expected to equal costs when recognized. Included in this amount are \$204.0 million associated with a recently commenced EPCI project in Altamira which is expected to be completed in the third quarter of 2015, \$156.3 million pertaining to a five-year charter of the *Agile* in Brazil, which began in early 2012, and \$67.7 million relating to a subsea project in the U.S. Gulf of Mexico scheduled for completion during 2014, all of which are being conducted by our Atlantic segment. The amount also includes \$91.6 million relating to an EPCI project in Saudi Arabia which is expected to be completed by mid-2015 and \$53.4 million relating to a pipelay project in the Middle East segment scheduled for completion by mid-2014, both being conducted in our Middle East segment. It is possible that our estimates of gross profit could increase or decrease based on changes in productivity, actual downtime and the resolution of change orders and claims with the customers.

### *Loss Contingencies*

We record liabilities for loss contingencies when it is probable that a liability has been incurred and the amount of loss is reasonably estimable. We provide disclosure when there is a reasonable possibility that the ultimate loss will exceed the recorded provision or if such loss is not reasonably estimable. We are currently involved in litigation and other proceedings, as discussed in Note 12. We have accrued our estimates of the probable losses associated with these matters and associated legal costs are generally recognized in selling, general and administrative expenses as incurred. However, our losses are typically resolved over long periods of time and are often difficult to estimate due to various factors, including the possibility of multiple actions by third parties. Therefore, it is possible future earnings could be affected by changes in our estimates related to these matters.

### *Cash and Cash Equivalents*

Our cash and cash equivalents are highly liquid investments with maturities of three months or less when we purchase them.

We record cash and cash equivalents as restricted when we are unable to freely use such cash and cash equivalents for our general operating purposes. At December 31, 2013, we had restricted cash and cash equivalents totaling \$23.7 million, all of which was held in restricted foreign-entity accounts.



**Table of Contents*****Investments***

We classify investments available for current operations in the balance sheet as current assets, and we classify investments held for long-term purposes as noncurrent assets. We adjust the amortized cost of debt securities for amortization of premiums and accretion of discounts to maturity. That amortization is included in interest income. We include realized gains and losses on our investments in other income (expense) net. The cost of securities sold is based on the specific identification method. We include interest earned on securities in interest income.

***Investments in Unconsolidated Affiliates***

We generally use the equity method of accounting for affiliates in which our investment ownership ranges from 20% to 50% and over which we exercise significant influence. Currently, most of our significant investments in affiliates that are not consolidated are recorded using the equity method.

***Accounts Receivable******Accounts Receivable Trade, Net***

A summary of contract receivables is as follows:

|                                       | <b>December 31,</b>   |                   |
|---------------------------------------|-----------------------|-------------------|
|                                       | <b>2013</b>           | <b>2012</b>       |
|                                       | <b>(In thousands)</b> |                   |
| <b>Contract receivables:</b>          |                       |                   |
| Contracts in progress                 | \$ 192,745            | \$ 273,729        |
| Completed contracts                   | 77,248                | 38,858            |
| Retainages                            | 127,698               | 133,619           |
| Unbilled                              | 14,571                | 4,710             |
| Less allowances                       | (30,404)              | (22,116)          |
| <b>Accounts receivable trade, net</b> | <b>\$ 381,858</b>     | <b>\$ 428,800</b> |

We expect to invoice our unbilled receivables once certain milestones or other metrics are reached, and we expect to collect all unbilled amounts. We believe that our provision for losses on uncollectible accounts receivable is adequate for our credit loss exposure.

The following amounts represent retainages on contracts:

|   | <b>December 31,</b>   |             |
|---|-----------------------|-------------|
|   | <b>2013</b>           | <b>2012</b> |
|   | <b>(In thousands)</b> |             |
| Retainages expected to be collected within one year | \$ 127,698            | \$ 133,619  |
| Retainages expected to be collected after one year  | 65,365                | 32,085      |

|                  |            |            |
|------------------|------------|------------|
| Total retainages | \$ 193,063 | \$ 165,704 |
|------------------|------------|------------|

We have included in accounts receivable trade, net, retainages expected to be collected in 2014. Retainages expected to be collected after one year are included in other assets. Of the long-term retainages at December 31, 2013, we expect to collect \$36.9 million in 2015 and \$28.5 million in 2016.

**Table of Contents***Accounts Receivable Other*

Accounts receivable other was \$89.3 million and \$75.5 million at December 31, 2013 and December 31, 2012, respectively. The balance primarily relates to transactions with unconsolidated affiliates, receivables associated with our hedging activities, value-added tax, other items and employee receivables. Employee receivables were \$4.5 million and \$6.8 million as of December 31, 2013 and 2012, respectively. These amounts are expected to be collected within 12 months, and any allowance for doubtful accounts on our accounts receivable other is based on our estimate of the amount of probable losses due to the inability to collect these amounts (based on historical collection experience and other available information). As of December 31, 2013 and 2012, respectively, no such allowance for doubtful accounts was recorded.

*Contracts in Progress and Advance Billings on Contracts*

Contracts in progress were \$426.0 million and \$560.2 million at December 31, 2013 and December 31, 2012, respectively. Advance billings on contracts were \$278.9 million and \$241.7 million at December 31, 2013 and December 31, 2012, respectively. A detail of the components of contracts in progress and advance billings on contracts is as follows:

|   | <b>December 31,<br/>2013</b> | <b>December 31,<br/>2012</b> |
|---|------------------------------|------------------------------|
|   | <b>(In thousands)</b>        |                              |
| Costs incurred less costs of revenue recognized | \$ 65,113                    | \$ 65,321                    |
| Revenues recognized less billings to customers  | 360,873                      | 494,833                      |
| <b>Contracts in Progress</b>                    | <b>\$ 425,986</b>            | <b>\$ 560,154</b>            |

|   | <b>December 31,<br/>2013</b> | <b>December 31,<br/>2012</b> |
|---|------------------------------|------------------------------|
|   | <b>(In thousands)</b>        |                              |
| Billings to customers less revenue recognized   | \$ 466,205                   | \$ 394,352                   |
| Costs incurred less costs of revenue recognized | (187,276)                    | (152,656)                    |
| <b>Advance Billings on Contracts</b>            | <b>\$ 278,929</b>            | <b>\$ 241,696</b>            |

*Fair Value of Financial Instruments*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. An established hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing the asset or liability.



Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 inputs are based upon quoted prices for identical instruments traded in active markets.

Level 2 inputs are based upon quoted prices for similar instruments in active markets, quoted prices for similar or identical instruments in inactive markets and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets and liabilities.

Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are

## **Table of Contents**

therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar valuation techniques.

The carrying amounts that we have reported for financial instruments, including cash and cash equivalents, accounts receivables and accounts payable approximate their fair values. See Note 7 Fair Values of Financial Instruments, for additional information regarding fair value measurements.

### ***Derivative Financial Instruments***

Our worldwide operations give rise to exposure to changes in certain market conditions, which may adversely impact our financial performance. When we deem it appropriate, we use derivatives as a risk management tool to mitigate the potential impacts of certain market risks. The primary market risk we manage through the use of derivative instruments is movement in foreign currency exchange rates. We use foreign currency derivative contracts to reduce the impact of changes in foreign currency exchange rates on our operating results. We use these instruments to hedge our exposure associated with revenues and/or costs on our long-term contracts and other cash flow exposures that are denominated in currencies other than our operating entities' functional currencies. We do not hold or issue financial instruments for trading or other speculative purposes.

In certain cases, contracts with our customers contain provisions under which payments from our customers are denominated in U.S. Dollars and in a foreign currency. The payments denominated in a foreign currency are designed to compensate us for costs that we expect to incur in such foreign currency. In these cases, we may use derivative instruments to reduce the risks associated with foreign currency exchange rate fluctuations arising from differences in timing of our foreign currency cash inflows and outflows.

### ***Concentration of Credit Risk***

Our principal customers are businesses in the offshore oil and gas industry. This concentration of customers may impact our overall exposure to credit risk, either positively or negatively, in that our customers may be similarly affected by changes in economic or other conditions. In addition, we and many of our customers operate worldwide and are therefore exposed to risks associated with the economic and political forces of various countries and geographic areas. We generally do not obtain any collateral for our receivables. See Note 11 for additional information about our operations in different geographic areas.

### ***Foreign Currency Translation***

We translate assets and liabilities of our foreign operations, other than operations in highly inflationary economies, into U.S. Dollars at year-end exchange rates, and we translate income statement items at average exchange rates for the periods presented. We record adjustments resulting from the translation of foreign currency financial statements as a component of other comprehensive income, net of tax.

### ***Capitalization of Interest Cost***

We incurred and capitalized total interest of \$8.9 million in the year ended December 31, 2013. We incurred interest of \$8.6 million and \$9.3 million in the years ended December 31, 2012 and 2011, respectively. Of these amounts, we capitalized \$8.6 million and \$8.8 million of interest cost in the years ended December 31, 2012 and 2011, respectively.

### ***Earnings per Share***

We have computed earnings per common share on the basis of the weighted average number of common shares, and, where dilutive, common share equivalents, outstanding during the indicated periods. See Note 10 Earnings Per Share, for our earnings per share computations.

**Table of Contents****Accumulated Other Comprehensive Loss**

The components of accumulated other comprehensive income (loss) ( AOCI ) included in stockholders' equity are as follows:

|   | <b>December 31,</b>   |                    |
|---|-----------------------|--------------------|
|   | <b>2013</b>           | <b>2012</b>        |
|   | <b>(In thousands)</b> |                    |
| Foreign currency translation adjustments                  | \$ (2,562)            | \$ (3,366)         |
| Net loss on investments                                   | 238                   | (2,316)            |
| Net gain on derivative financial instruments              | (45,386)              | 11,735             |
| Unrecognized losses on benefit obligations                | (92,421)              | (100,466)          |
| <b>Accumulated other comprehensive loss<sup>(1)</sup></b> | <b>\$ (140,131)</b>   | <b>\$ (94,413)</b> |

(1) The tax impact on amounts presented in AOCI are not significant.

The following tables present the components of AOCI and the amounts that were reclassified during the period:

| <b>For the year ended</b>                            | <b>Unrealized holding</b> |                                  | <b>Foreign</b>        | <b>Defined benefit</b>           |              |
|--|---------------------------|----------------------------------|-----------------------|----------------------------------|--------------|
| <b>December 31, 2013</b>                             | <b>gain (loss)</b>        | <b>Deferred gain</b>             | <b>currency gain</b>  | <b>pension plans</b>             | <b>Total</b> |
|  | <b>on</b>                 | <b>(loss) on</b>                 | <b>(loss)</b>         | <b>gain (loss)<sup>(2)</sup></b> |              |
|  | <b>investment</b>         | <b>derivatives<sup>(1)</sup></b> | <b>(Unaudited)</b>    |                                  |              |
|  |                           |                                  | <b>(In thousands)</b> |                                  |              |
| Balance, January 1, 2013                             | \$ (2,316)                | \$ 11,735                        | \$ (3,366)            | \$ (100,466)                     | \$ (94,413)  |
| Other comprehensive income (loss)                    | 920                       | (52,781)                         | 804                   | (9,542)                          | (60,599)     |
| Amounts reclassified from AOCI                       | 1,634                     | (4,340) <sup>(3)</sup>           |                       | 17,587 <sup>(4)</sup>            | 14,881       |
| Net current period other comprehensive income (loss) | 2,554                     | (57,121)                         | 804                   | 8,045                            | (45,718)     |
| Balance, December 31, 2013                           | \$ 238                    | \$ (45,386)                      | \$ (2,562)            | \$ (92,421)                      | \$ (140,131) |

(1) Refer to Note 5 for additional details

(2) Refer to Note 4 for additional details

(3) Reclassified to cost of operations and gain on foreign currency, net

(4) Reclassified to selling, general and administrative expenses

**Stock-Based Compensation**

Equity instruments are measured at fair value on the grant date. Stock-based compensation expense is generally recognized on a straight-line basis over the requisite service periods of the awards. We use a Black-Scholes model to determine the fair value of certain share-based awards, such as stock options. Additionally, we use a Monte Carlo model to determine the fair value of certain share-based awards that contain market and performance-based conditions. The use of these models requires highly subjective assumptions, such as assumptions about the expected life of the award, vesting probability, expected dividend yield and the volatility of our stock price.

**Table of Contents*****Property, Plant and Equipment***

We carry our property, plant and equipment at depreciated cost. Except for major marine vessels, we depreciate our property, plant and equipment using the straight-line method, over estimated economic useful lives of eight to 33 years for buildings and three to 28 years for machinery and equipment. We do not depreciate property, plant and equipment classified as held for sale.

We depreciate major marine vessels using the units-of-production method based on the utilization of each vessel. Our units-of-production method of depreciation involves the calculation of depreciation expense on each vessel based on the product of actual utilization for the vessel for the period and the applicable daily depreciation value (which is based on vessel book value, standard utilization and vessel life) for the vessel. Our actual utilization is determined based on the actual days that the vessel was working or otherwise actively engaged (other than in transit between regions) under a contract, as determined by daily vessel operating reports prepared by the crew of the vessel. Our standard utilization is determined by vessel at least annually based on recent actual utilization combined with an expectation of future utilization, both of which allow for idle time. We ensure that a minimum amount of accumulated depreciation of at least 50% of equivalent life-to-date straight-line depreciation is recorded. Additionally, in periods of very low utilization, a minimum amount of depreciation expense of at least 25% of an equivalent straight-line depreciation expense (which is based on an initial 25-year life) is recorded.

Our depreciation expense was \$84.6 million, \$86.4 million and \$82.2 million for the years ended December 31, 2013, 2012 and 2011, respectively.

A summary of property, plant and equipment by asset category is as follows:

|                          | <b>Year Ended December 31,</b> |              |
|--------------------------|--------------------------------|--------------|
|                          | <b>2013</b>                    | <b>2012</b>  |
|                          | <b>(In thousands)</b>          |              |
| Marine Vessels           | \$ 1,089,121                   | \$ 882,921   |
| Construction Equipment   | 576,855                        | 546,305      |
| Construction in Progress | 408,705                        | 395,949      |
| Buildings                | 161,407                        | 165,853      |
| All other                | 131,598                        | 124,148      |
| <br>                     |                                |              |
| Total Cost               | 2,367,686                      | 2,115,176    |
| Accumulated Depreciation | (889,009)                      | (833,385)    |
| <br>                     |                                |              |
| Net Book Value           | \$ 1,478,677                   | \$ 1,281,791 |

We capitalize drydocking costs in other assets when incurred and amortize the costs over the period of time between drydockings, which is generally three to five years. We expense the costs of other maintenance, repairs and renewals, which do not materially prolong the useful life of an asset, as we incur them.

***Impairment Review***

We review goodwill for impairment on an annual basis or more frequently if circumstances indicate that impairment may exist. The annual impairment review involves comparing the fair value to the net book value of each applicable

reporting unit and, therefore, is significantly impacted by estimates and judgments.

The following summarizes the carrying amount of goodwill by segment at December 31, 2013 and 2012:

|                   | <b>Asia Pacific</b> | <b>Middle East</b> | <b>Total</b> |
|-------------------|---------------------|--------------------|--------------|
| December 31, 2013 |                     |                    |              |
| December 31, 2012 | \$ 19,777           | \$ 21,425          | \$ 41,202    |

**Table of Contents**

We completed our annual impairment review of goodwill for the year ended December 31, 2013. The annual impairment review involves a two-step process. The first step involves comparing the book value of a reporting segment to its adjusted fair value. To determine the fair value of a reporting segment's net assets, we use the weighted average of two valuation techniques: one based on market earnings multiples of peer companies identified for each business unit (the market approach); and the other based on discounted cash flow models with estimated cash flows based on internal forecasts of free cash flows over a five-year period plus a terminal value period (the income approach).

If the adjusted fair value of the reporting segment is greater than its calculated book value, goodwill is deemed not to be impaired and no further testing is required. If the adjusted fair value is less than the calculated book value, the second step of the impairment review process involves additional steps to determine the fair market value of the net assets.

Testing under the first step in 2013 indicated that the fair values of both Middle East and Asia Pacific segments were below their respective book values. The second step of the goodwill impairment testing also indicated that the enterprise fair value was lower than the fair market value of the net assets. Based on the results of the two-step process, we recorded a goodwill impairment charge of approximately \$46.7 million in the fourth quarter of 2013 in our consolidated statements of operations. This amount represents the total amount of our goodwill, which was primarily related to a 2007 acquisition.

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If an evaluation is required, the fair value of each applicable asset is compared to its carrying value. Factors that impact our determination of potential impairment include forecasted utilization of equipment and estimates of forecasted cash flows from projects expected to be performed in future periods. Our estimates of cash flow may differ from actual cash flow due to, among other things, economic conditions or changes in operating performance. Any changes in such factors may negatively affect our business segments and result in future asset impairments.

Based on market conditions and expected future utilization of our entire marine fleet, we recognized impairment charges totaling approximately \$37.8 million during the year ended December 31, 2013 in our consolidated statements of operations related to the cancellation of in-progress upgrades to one of our existing marine vessels and the deferral of a portion of the scope of work relating to one of our marine vessels under construction. We used appraised values and undiscounted future cash flows associated with the assets to determine the impairment amounts. Appraised values and undiscounted cash flows involve significant management judgments.

We did not recognize any impairment for the year ended December 31, 2012. For the year ended December 31, 2011, we recognized \$5.5 million of impairment charges on certain vessels.

***Other Non-Current Assets***

We have included debt issuance costs in other assets. We amortize debt issuance costs as interest expense on a straight-line basis over the life of the related debt. The following summarizes the changes in the carrying amount of these assets:

|  | <b>Year Ended December 31,</b> |             |
|--|--------------------------------|-------------|
|  | <b>2013</b>                    | <b>2012</b> |



|  | <b>(In thousands)</b> |           |
|--|-----------------------|-----------|
| Balance at beginning of period                 | \$ 13,761             | \$ 17,125 |
| Debt issuance costs and performance guarantees | 4,905                 |           |
| Amortization of interest expense               | (3,715)               | (3,364)   |
| Balance at end of period                       | \$ 14,951             | \$ 13,761 |

---

**Table of Contents*****Income Taxes***

We provide for income taxes based on the tax laws and rates in the countries in which we conduct our operations. MII is a Panamanian corporation that earns all of its income outside of Panama. As a result, we are not subject to income tax in Panama. We operate in various taxing jurisdictions around the world. Each of these jurisdictions has a regime of taxation that varies, not only with respect to nominal rates, but also with respect to the basis on which these rates are applied. These variations, along with changes in our mix of income or loss from these jurisdictions, may contribute to shifts, sometimes significant, in our effective tax rate.

We believe that our deferred tax assets recorded as of December 31, 2013 are realizable through carrybacks, future reversals of existing taxable temporary differences and future taxable income. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. If we subsequently determine that we will be able to realize deferred tax assets in the future in excess of our net recorded amount, the resulting adjustment would increase earnings for the period in which such determination was made. We will continue to assess the adequacy of the valuation allowance on a quarterly basis. Any changes to our estimated valuation allowance could be material to our consolidated financial condition and results of operations.

***Insurance and Self-Insurance***

Our wholly owned captive insurance subsidiary provides coverage for our retentions under employer's liability, general and products liability, automobile liability and workers' compensation insurance and, from time to time, builder's risk and marine hull insurance within certain limits. We may also have business reasons in the future to arrange for our insurance subsidiary to insure other risks which we cannot or do not wish to transfer to outside insurance companies. Premiums charged and reserves related to these insurance programs are based on the facts and circumstances specific to the insurance claims, our past experience with similar claims, loss factors and the performance of the outside insurance market for the type of risk at issue. The actual outcome of insured claims could differ significantly from estimated amounts. We maintain actuarially determined accruals in our consolidated balance sheets to cover self-insurance retentions for the coverages discussed above. These accruals are based on certain assumptions developed utilizing historical data to project future losses. Loss estimates in the calculation of these accruals are adjusted as required based upon reported claims, actual claim payments and settlements and claim reserves. We reduced our self-insurance accruals in our wholly owned captive insurance subsidiary by \$7.2 million, \$6.8 million and \$17.3 million during the years ended December 31, 2013, 2012 and 2011, respectively, and recognized these reductions in cost of operations in our consolidated statements of operations.

***Recently Issued Accounting Standards***

On July 18, 2013, the Financial Accounting Standards Board ( FASB ) issued an update to the topic *Income Taxes*. The update clarifies that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if settlement is required or expected in the event the uncertain tax position is disallowed. In situations where these items are not available at the reporting date under the tax law of the applicable jurisdiction or the tax law of the applicable jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The update is effective for reporting periods beginning after December 15, 2013, and the adoption of this update does not have a material impact on our consolidated financial statements.

In February 2013, the FASB issued an update to the topic *Comprehensive Income*. The update requires companies to provide additional information about the nature and amount of certain reclassifications out of AOCI, which impact the income statement. While the amendment does not change current reporting

---

**Table of Contents**

requirements, companies are required to provide information about the amounts reclassified out of AOCI by the respective line item. The update is effective for reporting periods beginning after December 15, 2012, and the adoption of this update did not have a material impact on our consolidated financial statements.

In January 2013, the FASB issued an update to the topic *Balance Sheet*. This update requires new disclosures presenting detailed information regarding both the gross and net basis of derivatives and other financial instruments that are eligible for offset in the balance sheet or that are subject to a master netting arrangement. The update is effective for the first quarter of 2013 and is to be applied retrospectively. As this new guidance relates to presentation only, the adoption of this update did not have a material impact on our consolidated financial statements.

**NOTE 2 ACQUISITIONS, DISPOSITIONS AND ATLANTIC AND CORPORATE RESTRUCTURING*****Acquisitions***

During the quarter ended March 31, 2013, we entered into a share purchase agreement to acquire all of the issued and outstanding shares of capital stock of Deepsea Group Limited, a United Kingdom-based company that provides subsea and other engineering services to international energy companies, primarily through offices in the United Kingdom and the United States. The total consideration we paid for the acquisition was approximately \$9.0 million, which includes cash (\$6.0 million) and the delivery of 313,580 restricted shares of MII common stock (out of treasury). The transaction is being accounted for using the acquisition method and, accordingly, assets acquired and liabilities assumed are recorded at their respective fair values. Subsequent to the acquisition, the purchase price allocation was performed and, as a result, goodwill of \$5.5 million was recognized.

During the quarter ended December 31, 2013, we entered into two joint ventures with TH Heavy Engineering Berhad ( THHE ), whereby we acquired a 30% interest in a subsidiary of THHE, THHE Fabricators Sdn. Bhd., and THHE acquired a 30% interest in our Malaysian subsidiary, Berlian McDermott Sdn. Bhd. Accounting for these transactions is preliminary at December 31, 2013 and is pending finalization of these transactions during early 2014. As of December 31, 2013, we recorded an equity method investment of approximately \$25.5 million, a non-controlling interest of approximately \$20.9 million and an increase in capital in excess of par value of approximately \$4.6 million arising from these transactions.

***Assets Held for Sale***

We previously committed to a plan to sell four of our multi-function marine vessels, specifically the *Bold Endurance*, *DB 16*, *DB 26* and the *DLB KP1*. Assets classified as held for sale are no longer depreciated. During the quarter ended March 31, 2013, we completed the sale of the *Bold Endurance* and the *DB 26* for aggregate cash proceeds of approximately \$32.0 million, resulting in an aggregate gain of approximately \$12.5 million. We remain in active discussions with interested parties to sell the *DB 16* and *DLB KP1*.

On August 26, 2011, we completed the sale of the *DB 23* marine vessel. Cash consideration received from the vessel sale was approximately \$8.0 million, resulting in a pre-tax gain of \$7.7 million that is included in our consolidated statements of operations for the year ended December 31, 2011 for the Atlantic segment.

**Table of Contents*****Discontinued Operations***

The following discussion provides information pertaining to our significant discontinued operations.

***Charter Fleet Business***

On March 19, 2012, we completed the sale of our former charter fleet business, which operated 10 of the 14 vessels acquired in our 2007 Secunda Acquisition. For the year ended December 31, 2011, we recognized an approximate \$22.0 million write-down of our former charter fleet business. The write-down was based on the estimated fair value of consideration expected from the sale, including estimated selling costs, and we considered that fair value measurement as Level 2. The following table presents selected financial information regarding the results of operations attributable to our former charter fleet business:

|   | <b>Year Ended December 31,</b> |             |
|---|--------------------------------|-------------|
|   | <b>2012</b>                    | <b>2011</b> |
|   | <b>(In thousands)</b>          |             |
| Revenues  | \$ 8,184                       | \$ 44,849   |
| Loss on disposal of discontinued operations, before taxes | 257                            | (21,934)    |
| Income before provision for income taxes                  | 3,240                          | 10,030      |
|   | 3,497                          | (11,904)    |
| Provision for income taxes                                |                                | (2,908)     |
| Income (loss) from discontinued operations, net of tax    | \$ 3,497                       | \$ (14,812) |

The following table presents the carrying values of the major classes of assets and liabilities attributable to our former charter fleet business that are included in our consolidated balance sheet:

|                                      | <b>December 31,</b>   |
|--------------------------------------|-----------------------|
|                                      | <b>2011</b>           |
|                                      | <b>(In thousands)</b> |
| Other current assets                 | \$ 3,197              |
| Property, plant and equipment net    | 45,892                |
| Other long-term assets               | 9,679                 |
| Total long-term assets held for sale | \$ 55,571             |

***Atlantic and Corporate Restructuring***

We commenced a restructuring of our Atlantic operations during the quarter ended June 30, 2013, which involves our Morgan City, Louisiana, Houston, Texas, New Orleans, Louisiana and Brazil locations. The restructuring involves, among other things, reductions of management, administrative, fabrication and engineering personnel, and a plan to

discontinue utilization of the Morgan City facility (after the completion of existing backlog projects, which are currently forecasted to be completed in the third quarter of 2014). Future fabrication operations in the Atlantic segment are expected to be executed using the Altamira, Mexico facility for the foreseeable future. In addition, we have reached an agreement to exit our joint venture operation in Brazil. Costs associated with our Atlantic restructuring activities primarily include severance and other personnel-related costs, costs associated with exiting the joint venture in Brazil, asset impairment and relocation costs, environmental reserves and future unutilized lease costs. The total costs are expected to range between \$55 million to \$60 million in the aggregate. Of the total anticipated costs, we incurred approximately \$14.6 million during the quarter ended December 31, 2013 and had incurred an aggregate of \$34.1 million as of December 31, 2013.

In October 2013, we announced certain executive management changes that became effective during the fourth quarter of 2013. We also expect to implement changes to our organizational structure during the first half

**Table of Contents**

of 2014. These structure-related changes are expected to orient the Company around offshore and subsea business lines supported by four geographic regions. Costs associated with our corporate reorganization activities will primarily include severance, relocation and other personnel-related costs and costs for advisors. The total of these costs is expected to range between \$35 million to \$40 million and to be incurred during 2014 and early 2015. Of the total anticipated costs, we incurred approximately \$1.6 million during the quarter ended December 31, 2013.

The following table presents total amounts incurred during the year ended December 31, 2013 and amounts expected to be incurred in the future by major type of cost and by segment.

|   | <b>Incurred<br/>as<br/>of December 31,<br/>2013</b> | <b>Expected<br/>to be<br/>incurred<br/>(In thousands)</b> | <b>Total</b>     |
|---|---|---|------------------|
| <b>Atlantic segment related charges</b>     |   |   |                  |
| Impairments and write offs                  | \$ 14,163   | \$ 87   | \$ 14,250        |
| Severance and other personnel-related costs | 9,645   | 2,397   | 12,042           |
| Morgan City environmental reserve           | 5,925   |   | 5,925            |
| Morgan City yard-related expenses           | 4,175   | 11,032  | 15,207           |
| Other, including contingency                | 158   | 7,418   | 7,576            |
|   | \$ 34,066   | \$ 20,934   | \$ 55,000        |
| <b>Corporate segment related charges</b>    |   |   |                  |
| Severance and other personnel-related costs | \$ 1,661  | \$  | \$ 1,661         |
| Reorganization                              |   | 32,500  | 32,500           |
| Other, including contingency                |   | 839   | 839              |
|   | \$ 1,661  | \$ 33,339   | \$ 35,000        |
| <b>Total</b>                                | <b>\$ 35,727</b>                                    | <b>\$ 54,273</b>  | <b>\$ 90,000</b> |

Included in restructuring costs were \$18,044 of non-cash expenses, consisting of impairments and write offs, as well as curtailment costs.

Accrued liabilities associated with restructuring activities were approximately \$8.0 million as of December 31, 2013. Included in this amount was a \$5.9 million environmental reserve established in connection with our plan to discontinue utilization of the Morgan City fabrication facility.

**NOTE 3 LONG-TERM DEBT AND NOTES PAYABLE***Credit Facility*

In May 2010, we entered into a credit agreement with a syndicate of lenders and letter of credit issuers (as last amended in November 2013, the Credit Agreement ). The Credit Agreement provides for revolving credit borrowings and issuances of letters of credit in an aggregate outstanding amount of up to \$950.0 million and is scheduled to mature on August 19, 2016. Proceeds from borrowings under the Credit Agreement are available for working capital

needs and other general corporate purposes.

In August and November 2013, we amended the Credit Agreement to, among other things: (1) add certain amounts to EBITDA (as defined in the Credit Agreement) for the fiscal quarters ended December 31, 2012, March 31, 2013, June 30, 2013 and September 30, 2013; (2) permit us to add to EBITDA certain cash expenses related to the Atlantic segment restructuring for the quarters ended or ending September 30, 2013, December 31, 2013 and March 31, 2014; (3) increase the maximum permitted leverage ratio of total indebtedness to EBITDA from 3.00:1.00 to 3.75:1.00 for the quarters ended or ending September 30, 2013, December 31, 2013, March 31, 2014 and June 30, 2014; and (4) increase the maximum permitted leverage ratio from 3.00:1.00 to 3.50:1.00 for the quarter ending September 30, 2014. The amendments to the Credit Agreement also provide that if we either



---

**Table of Contents**

issue senior unsecured notes with a principal amount of at least \$300 million or incur certain types of second lien secured indebtedness: (1) from the date of such issuance or incurrence until March 31, 2014, the maximum permitted leverage ratio will increase from 3.75:1.00 to 5.00:1.00; (2) for the fiscal quarter ending June 30, 2014, the maximum permitted leverage ratio will increase from 3.75:1.00 to 4.00:1.00; and (3) from the date of such issuance or incurrence until September 30, 2014, we will have to comply with a maximum permitted secured leverage ratio of total indebtedness outstanding under the Credit Agreement to EBITDA of 2.00:1.00. The maximum leverage ratio and the minimum interest coverage ratio as defined in the Credit Agreement may differ in the method of calculation from similarly titled measures used by other companies or in other agreements. The Credit Agreement also contains covenants that restrict, among other things, debt incurrence, liens, investments, acquisitions, asset dispositions, dividends, prepayments of subordinated debt and second lien debt, mergers and capital expenditures. We were in compliance with the covenants under the Credit Agreement as of December 31, 2013.

Other than customary mandatory prepayments in connection with casualty events, the Credit Agreement requires only interest payments on a quarterly basis until maturity. We may prepay all loans under the Credit Agreement at any time without premium or penalty (other than customary LIBOR breakage costs), subject to certain notice requirements. Loans outstanding under the Credit Agreement bear interest at the borrower's option at either the Eurodollar rate plus a margin ranging from 1.50% to 2.50% per year or the base rate (the highest of the Federal Funds rate plus 0.50%, the 30-day Eurodollar rate plus 1.0%, or the administrative agent's prime rate) plus a margin ranging from 0.50% to 1.50% per year. The applicable margin for revolving loans varies depending on the credit ratings of the Credit Agreement. We are charged a commitment fee on the unused portions of the Credit Agreement, and that fee varies between 0.200% and 0.450% per year depending on the credit ratings of the Credit Agreement. Additionally, we are charged a letter of credit fee of between 1.50% and 2.50% per year with respect to the amount of each financial letter of credit issued under the Credit Agreement and a letter of credit fee of between 0.75% and 1.25% per year with respect to the amount of each performance letter of credit issued under the Credit Agreement, in each case depending on the credit ratings of the Credit Agreement. Under the Credit Agreement, we also pay customary issuance fees and other fees and expenses in connection with the issuance of letters of credit under the Credit Agreement. In connection with entering into the Credit Agreement and certain amendments to the Credit Agreement, we paid certain fees to the lenders thereunder, and certain arrangement and other fees to the arrangers and agents for the Credit Agreement, which are being amortized to interest expense over the term of the Credit Agreement.

At December 31, 2013, there were no borrowings outstanding, and letters of credit issued under the Credit Agreement totaled \$214.3 million. At December 31, 2012, there was \$735.7 million available for borrowings or to meet letter of credit requirements under the Credit Agreement. During the year ended December 31, 2013, our outstanding borrowings under the Credit Agreement did not exceed \$80.0 million, and we had average outstanding borrowings under the Credit Agreement of approximately \$23.5 million, with an average interest rate of 2.28%. At December 31, 2012, there were no borrowings outstanding, and letters of credit issued under the Credit Agreement totaled \$267.3 million. In addition, we had \$96.9 million and \$117.6 million in outstanding unsecured bilateral letters of credit at December 31, 2013 and 2012, respectively.

At December 31, 2013, based on the credit ratings applicable to the Credit Agreement, the applicable margin for Eurodollar-rate loans was 2.00%, the applicable margin for base-rate loans was 1.00%, the letter of credit fee for financial letters of credit was 2.00%, the letter of credit fee for performance letters of credit was 1.00%, and the commitment fee for unused portions of the Credit Agreement was 0.25%. The Credit Agreement does not have a floor for the base rate or the Eurodollar rate.

## **Table of Contents**

Obligations under the Credit Agreement are secured on a first-lien basis by pledges of capital stock of certain of our subsidiaries and mortgages and other security interests covering (1) all of our personal property and substantially all of the personal property of our wholly owned subsidiaries, subject to exceptions for bank accounts, equipment and certain other assets, and (2) certain of our marine vessels.

### *Anticipated Refinancing*

Due to the anticipated future impact on our cash flows from various operating and commercial issues that contributed to our operating loss for the year ended December 31, 2013, and, although we were in compliance with the financial covenants under the Credit Agreement we began discussions with the lenders under the Credit Agreement concerning a potential amendment to the Credit Agreement that would, among other things, amend the financial covenants and potentially restructure the form and amount of borrowing limits. We also engaged Goldman, Sachs & Co. to assist us in exploring future financing alternatives, including potential secured financing.

On March 2, 2014, we entered into a commitment letter (the *Commitment Letter*) with Goldman Sachs Lending Partners LLC ( *Goldman Sachs* ), under which Goldman Sachs has committed, subject to the terms and conditions set forth in the Commitment Letter, to provide us with \$950 million aggregate principal amount of new senior secured financing. Such new financing is expected to be available to us during the time period which we expect to negotiate an amendment to the Credit Agreement. Upon completion of the Credit Agreement amendment, we would expect to terminate the new financing commitment. The new senior secured financing contemplated by the Commitment Letter would have a term of five years, and the proceeds thereof would provide funded capacity for letters of credit, as well as funding for working capital needs and general corporate purposes.

The indebtedness under the new senior secured financing would be secured on a first-lien basis by pledges of capital stock of certain of our subsidiaries and mortgages and other security interests covering all the assets that are currently collateralizing the indebtedness under the Credit Agreement.

Goldman Sachs' commitment to provide the new senior secured financing is subject to, among other things, the execution of definitive loan documentation and the satisfaction of other customary conditions precedent for financings of this type. However, if the Credit Agreement is not amended as currently contemplated, our management believes that the new financing commitment, taken together with our cash flows from operations, will be sufficient to fund our liquidity and letter of credit requirements for at least the next 12 months.

The Commitment Letter extends until April 25, 2014. Depending on the developments relating to the contemplated amendment to the Credit Agreement, it is possible that the refinancing transactions we ultimately enter into will differ from those described above. In connection with the Commitment Letter, we paid Goldman Sachs an up-front commitment fee. In the event we utilize the new committed financing, we would pay Goldman Sachs funding and other customary fees.

### *North Ocean Financing*

#### *North Ocean 102*

In December 2009, J. Ray McDermott, S.A. ( *JRMSA* ), a wholly owned subsidiary of MII, entered into a vessel-owning joint venture transaction with Oceanteam ASA. As a result of that transaction, we had consolidated notes payable of approximately \$31.4 million and \$37.3 million on our consolidated balance sheets at December 31, 2013 and 2012, respectively, of which approximately \$31.4 million and \$6.0 million was



**Table of Contents**

classified as current notes payable at December 31, 2013 and 2012, respectively. JRMSA guaranteed approximately 50% of this debt based on its ownership percentages in the vessel-owning companies. The debt bore interest at a rate equal to the three-month LIBOR (which resets every three months) plus a margin of 3.557% and matured in January 2014. JRMSA paid in full the approximately \$31.4 million notes payable balance upon maturity during January 2014. JRMSA expects to exercise its option to purchase Oceanteam ASA's 50% ownership interest in the vessel-owning companies in December 2014.

*North Ocean 105*

On September 30, 2010, MII, as guarantor, and North Ocean 105 AS, in which we have a 75% ownership interest, as borrower, entered into a financing agreement to finance a portion of the construction costs of the *North Ocean 105*. The agreement provides for borrowings of up to \$69.4 million, bearing interest at 2.76% per year, and requires principal repayment in 17 consecutive semi-annual installments, which commenced on October 1, 2012. Borrowings under the agreement are secured by, among other things, a pledge of all of the equity of North Ocean 105 AS, a mortgage on the *North Ocean 105*, and a lien on substantially all of the other assets of North Ocean 105 AS. MII unconditionally guaranteed all amounts to be borrowed under the agreement. At December 31, 2013, there was \$57.2 million in borrowings outstanding under this agreement, of which approximately \$8.2 million was classified as current notes payable. At December 31, 2012, there was \$65.4 million in borrowings outstanding, of which \$8.2 million was classified as current notes payable.

*ANZ Reimbursement Agreement*

On April 20, 2012, McDermott and one of its wholly owned subsidiaries, McDermott Australia Pty. Ltd. ( McDermott Australia ), entered into a secured Letter of Credit Reimbursement Agreement (the Reimbursement Agreement ) with Australia and New Zealand Banking Group Limited ( ANZ ). In accordance with the terms of the Reimbursement Agreement, ANZ issued letters of credit in the aggregate amount of approximately \$109.0 million to support McDermott Australia's performance obligations under contractual arrangements relating to a field development project. The obligations of McDermott and McDermott Australia under the Reimbursement Agreement are secured by McDermott Australia's interest in the contractual arrangements and certain related assets. During February 2014, we replaced these letters of credit with letters of credit issued under the Credit Agreement.

*Surety Bonds*

In 2012 and 2011, MII executed general agreements of indemnity in favor of surety underwriters based in Mexico relating to surety bonds issued in support of contracting activities of J. Ray McDermott de Mèxico, S.A. de C.V. and McDermott, Inc, both subsidiaries of MII. As of December 31, 2013 and 2012, bonds issued under these arrangements totaled \$43.5 million and \$50.1 million, respectively. In October 2013, MII executed general agreements of indemnity in favor of surety underwriters relating to surety bonds in support of vessels operating in Brazil. The bonds issued under these arrangements totaled \$106.3 million as of December 31, 2013.

*Long-term debt and notes payable obligations*

A summary of our long-term debt obligations are as follows:

|  | <b>December 31,</b>               |
|--|-----------------------------------|
|  | <b>2013                  2012</b> |

**(In thousands)**

|   |           |           |
|---|-----------|-----------|
| Long-term debt consists of:                   |           |           |
| <i>North Ocean 102</i> Construction Financing | \$ 31,373 | \$ 37,349 |
| <i>North Ocean 105</i> Construction Financing | 57,189    | 65,359    |
|   | 88,562    | 102,708   |
| Less: Amounts due within one year             | 39,543    | 14,146    |
| Total long-term debt                          | \$ 49,019 | \$ 88,562 |

**Table of Contents**

Maturities of long-term debt during the five years subsequent to December 31, 2013 are as follows:

|              | <b>(In thousands)</b> |
|--------------|-----------------------|
| 2014         | \$ 39,543             |
| 2015         | 8,170                 |
| 2016         | 8,170                 |
| 2017         | 8,170                 |
| 2018         | 8,170                 |
| Thereafter   | 16,339                |
| <b>Total</b> | <b>\$ 88,562</b>      |

**NOTE 4 PENSION PLANS AND POSTRETIREMENT BENEFITS**

Although we currently provide retirement benefits for most of our U.S. employees through sponsorship of the McDermott Thrift Plan (see *Defined Contribution Plans* below), some of our longer-term U.S. employees and former employees are entitled to retirement benefits under the McDermott (U.S.) Retirement Plan, a non-contributory qualified defined benefit pension plan (the *McDermott Plan*), and several non-qualified supplemental defined benefit pension plans. The McDermott Plan and the non-qualified supplemental defined benefit pension plans are collectively referred to herein as the *Domestic Plans*. The McDermott Plan has been closed to new participants since 2006, and benefit accruals under the McDermott Plan were frozen completely in 2010.

We also sponsor a defined benefit pension plan established under the laws of the Commonwealth of the Bahamas, the J. Ray McDermott, S.A. Third Country National Employees Pension Plan (the *TCN Plan*) which provides retirement benefits for certain of our current and former foreign employees. Effective August 1, 2011, new entry into the TCN Plan was closed, and effective December 31, 2011, benefit accruals under the TCN Plan were frozen. Effective January 1, 2012, we established a new global defined contribution plan to provide retirement benefits to non-U.S. expatriate employees who may have otherwise obtained benefits under the TCN Plan.

Retirement benefits under the McDermott Plan and the TCN Plan are generally based on final average compensation and years of service, subject to the applicable freeze in benefit accruals under the plans. Our funding policy is to fund the plans as recommended by the respective plan actuaries and in accordance with the Employee Retirement Income Security Act of 1974, as amended (*ERISA*), or other applicable law. The Pension Protection Act of 2006 (*PPA*) amended ERISA and modified the funding requirements for certain defined benefit pension plans including the McDermott Plan. Funding provisions under the PPA accelerated funding requirements are applicable to the McDermott Plan to ensure full funding of benefits accrued.

**Table of Contents****Obligations and Funded Status**

|  | <b>Domestic Plans</b> |                   | <b>TCN Plan</b>     |                   |
|--|-----------------------|-------------------|---------------------|-------------------|
|  | <b>Year Ended</b>     |                   | <b>Year Ended</b>   |                   |
|  | <b>December 31,</b>   |                   | <b>December 31,</b> |                   |
|  | <b>2013</b>           | <b>2012</b>       | <b>2013</b>         | <b>2012</b>       |
|  | <b>(In thousands)</b> |                   |                     |                   |
| <b>Change in benefit obligation:</b>                         |                       |                   |                     |                   |
| Benefit obligation at beginning of year                      | \$ 615,361            | \$ 568,243        | \$ 48,009           | \$ 40,147         |
| Interest cost  | 23,996                | 26,522            | 1,867               | 1,843             |
| Actuarial loss   | (25,137)              | 54,885            | (5,860)             | 6,441             |
| Curtailments and other adjustments                           | 3,850                 |                   | (621)               |                   |
| Benefits paid  | (34,649)              | (34,289)          | (2,999)             | (422)             |
| <b>Benefit obligation at end of year</b>                     | <b>\$ 583,421</b>     | <b>\$ 615,361</b> | <b>\$ 40,396</b>    | <b>\$ 48,009</b>  |
| <b>Change in plan assets:</b>                                |                       |                   |                     |                   |
| Fair value of plan assets at beginning of year               | \$ 605,892            | \$ 567,373        | \$ 39,039           | \$ 34,075         |
| Actual return on plan assets                                 | (4,982)               | 71,182            | 6,943               | 4,886             |
| Company contributions  | 1,540                 | 1,626             | 500                 | 500               |
| Benefits paid  | (34,649)              | (34,289)          | (2,999)             | (422)             |
| <b>Fair value of plan assets at end of year</b>              | <b>567,801</b>        | <b>605,892</b>    | <b>43,483</b>       | <b>39,039</b>     |
| <b>Funded status</b>   | <b>\$ (15,620)</b>    | <b>\$ (9,469)</b> | <b>\$ 3,087</b>     | <b>\$ (8,970)</b> |
| <b>Amounts recognized in balance sheet consist of:</b>       |                       |                   |                     |                   |
| Other Assets   | \$ 598                | \$ 7,981          | \$ 3,087            | \$                |
| Accrued pension liability current                            | (1,519)               | (1,574)           |                     | (500)             |
| Pension liability  | (14,699)              | (15,876)          |                     | (8,470)           |
| Accrued benefit liability                                    | (16,218)              | (17,450)          |                     | (8,970)           |
| <b>Net (Liability)/ Asset</b>                                | <b>\$ (15,620)</b>    | <b>\$ (9,469)</b> | <b>\$ 3,087</b>     | <b>\$ (8,970)</b> |
| <b>Amounts recognized in accumulated comprehensive loss:</b> |                       |                   |                     |                   |
| Net actuarial loss/ (gain)                                   | \$ 92,407             | \$ 85,984         | \$ (6,113)          | \$ 6,738          |
| <b>Total before taxes</b>                                    | <b>\$ 92,407</b>      | <b>\$ 85,984</b>  | <b>\$ (6,113)</b>   | <b>\$ 6,738</b>   |

**Domestic Plans****TCN Plan**

|  | Year Ended<br>December 31, |      | Year Ended<br>December 31, |      |
|--|----------------------------|------|----------------------------|------|
|  | 2013                       | 2012 | 2013                       | 2012 |

(In thousands)

**Supplemental information:****Plans with accumulated benefit obligation in excess of plan assets**

|                                |            |            |           |           |
|--------------------------------|------------|------------|-----------|-----------|
| Projected benefit obligation   | \$ 583,421 | \$ 615,361 | \$ 40,396 | \$ 48,009 |
| Accumulated benefit obligation | \$ 583,421 | \$ 615,361 | \$ 40,396 | \$ 48,009 |
| Fair value of plan assets      | \$ 567,801 | \$ 605,892 | \$ 43,483 | \$ 39,039 |

We have recognized in 2013, and expect to recognize in 2014, the following amounts in other comprehensive loss as a component of net periodic benefit cost.



**Table of Contents**

|  | Recognized in 2013 |          | To Be Recognized in 2014 |          |
|--|--------------------|----------|--------------------------|----------|
|  | Domestic Plans     | TCN Plan | Domestic Plans           | TCN Plan |
| <b>Pension cost in accumulated other comprehensive loss:</b> |                    |          |                          |          |
| Net actuarial loss   | \$ 11,728          | \$ 2,029 | \$ 13,194                | \$ (295) |

**Assumptions**

|  | Domestic Plans |       | TCN Plan |       |
|--|----------------|-------|----------|-------|
|  | 2013           | 2012  | 2013     | 2012  |
| <b>Weighted average assumptions used to determine net periodic benefit obligations at December 31:</b> |                |       |          |       |
| Discount rate  | 4.8%           | 4.00% | 4.8%     | 4.00% |
| Rate of compensation increase  | N/A            | N/A   | N/A      | N/A   |

|  | Domestic Plans |                              |             | TCN Plan    |                              |           |
|--|----------------|------------------------------|-------------|-------------|------------------------------|-----------|
|  | 2013           | Year Ended December 31, 2012 | 2011        | 2013        | Year Ended December 31, 2012 | 2011      |
| <b>Supplemental information:</b>   |                |                              |             |             |                              |           |
| <b>Components of periodic benefit cost:</b>  |                |                              |             |             |                              |           |
| Service cost   | \$             | \$                           | \$          | \$          | \$                           | \$ 2,740  |
| Interest cost  | 23,995         | 26,522                       | 28,454      | 1,867       | 1,843                        | 2,379     |
| Expected return on plan assets   | (38,305)       | (35,811)                     | (30,216)    | (2,602)     | (2,443)                      | (2,450)   |
| Amortization of net loss   | 11,675         | 9,725                        | 15,842      | 2,029       | 1,785                        | 2,736     |
| Amortization of prior service cost (credit)  |                |                              |             |             |                              | 16        |
| Recognized (gain) loss due to curtailments and other adjustments                                 | 3,907          | (91)                         | (24)        |             |                              | 15        |
| Net periodic benefit cost  | \$ 1,272       | \$ 345                       | \$ 14,056   | \$ 1,294    | \$ 1,185                     | \$ 5,436  |
| Increase (decrease) in accumulated other comprehensive loss due to actuarial losses before taxes | \$ 18,151      | \$ 19,580                    | \$ (37,973) | \$ (10,822) | \$ 3,998                     | \$ 10,008 |
| Decrease in accumulated other comprehensive loss due to curtailment gain                         |                |                              |             |             |                              | (17,267)  |

|                           |           |           |             |             |          |            |
|---------------------------|-----------|-----------|-------------|-------------|----------|------------|
| Net periodic benefit cost | \$ 18,151 | \$ 19,580 | \$ (37,973) | \$ (10,822) | \$ 3,998 | \$ (7,259) |
|---------------------------|-----------|-----------|-------------|-------------|----------|------------|

**Weighted average assumptions used to determine net periodic benefit cost for the years ended December 31:**

|                                |       |       |       |       |       |       |
|--------------------------------|-------|-------|-------|-------|-------|-------|
| Discount rate                  | 4.00% | 4.80% | 5.75% | 4.0%  | 4.8%  | 5.75% |
| Expected return on plan assets | 6.50% | 6.50% | 5.75% | 6.90% | 6.90% | 5.75% |
| Rate of compensation increase  | N/A   | N/A   | N/A   | N/A   | N/A   | 4.50% |

During the year ended December 31, 2011, the Investment Committee of the McDermott Plan changed the investment strategy for the assets in the McDermott Master Trust ( McDermott Trust ), the funding vehicle underlying the McDermott Plan. The investment strategy change resulted in the portfolio of assets moving from a dollar-duration-matched-fixed-income asset mix to more of a return-seeking asset mix under which assets would

**Table of Contents**

be allocated predominantly to dollar-duration-matched-fixed-income investments with a long credit tilt, but also apportioned to high-yield fixed income and global equity investments. This change in investment strategy caused us to remeasure the McDermott Plan's assets and benefit obligations as of April 30, 2011. In connection with the investment strategy change, we increased the expected rate of return on plan assets assumption for the McDermott Plan to 6.50% from 5.30% as of the remeasurement date. This assumption is consistent with the long-term asset returns expected at that time from the McDermott Trust after the investment strategy change.

As of December 31, 2013, we reassessed the assumptions for expected rates of return on plan assets based on current conditions and our investment strategies, resulting in a reduction of the rate of return to 5.0% for the Domestic Plans with no change to the 6.9% rate of return for the TCN Plan. The expected rate of return is determined to be the weighted average of the nominal returns based on the weightings of the asset classes within the McDermott Trust and TCN Trust investment portfolios. In setting these rates, we used a building-block approach. Historic real return trends for the various asset classes in both investment portfolios were combined with anticipated future market conditions to estimate the real rate of return for each class. These rates were then adjusted for anticipated future inflation to determine estimated nominal rates of return for each class.

***Investment Goals******General***

The investment goals of the McDermott Trust and the trust underlying the TCN Plan ( TCN Trust ) are generally to provide for the solvency of the respective plans and fulfillment of pension obligations over time, and to maximize long-term investment return consistent with a reasonable level of risk. Asset allocations within the McDermott Trust and TCN Trust are reviewed periodically and rebalanced, if appropriate, to ensure the continued conformance to the investment goals, objectives and strategies. Both the McDermott Trust and the TCN Trust employ a professional investment advisor and a number of professional investment managers whose individual benchmarks are, in the aggregate, consistent with the applicable trust's overall investment objectives.

The specific goals of each investment manager are set out in the investment policy adopted by the investment committee for the respective trust, but, in general, the goals are (1) to perform in line with (in the case of passive accounts) or outperform (for actively managed accounts) the benchmark selected and agreed upon by the manager and the trust, and (2) to display an overall level of risk in its portfolio that is consistent with the risk associated with the agreed upon benchmark. The estimated allocations discussed below are periodically reviewed to assess the appropriateness of the particular funds in which they are invested, and these estimated allocations are subject to change.

The performance of each investment manager's portfolio is periodically measured against commonly accepted benchmarks, including the individual investment manager's benchmarks. In evaluating investment manager performance, consideration is also given to personnel, strategy, research capabilities, organizational and business matters, adherence to discipline and other qualitative factors that may impact the ability to achieve desired investment results.

The following is a summary of the asset allocations at December 31, 2013 and 2012 by asset category. The estimated allocation for 2014, by asset class, is expected to remain the same as the year ended December 31, 2013.

**Domestic Plan****TCN Plan**

|                        | <b>2013</b> | <b>2012</b> | <b>2013</b> | <b>2012</b> |
|------------------------|-------------|-------------|-------------|-------------|
| <b>Asset Category:</b> |             |             |             |             |
| Fixed Income           | 85%         | 85%         | 25%         | 30%         |
| Equity Securities      | 15%         | 15%         | 75%         | 70%         |
| Total                  | 100%        | 100%        | 100%        | 100%        |

**Table of Contents****Fair Value**

The following is a summary of total investments for our plans, measured at fair value at December 31, 2013 and 2012.

|                          | 12/31/13          | Level 1           | Level 2           | Level 3         |
|--------------------------|-------------------|-------------------|-------------------|-----------------|
|                          | (In thousands)    |                   |                   |                 |
| <b>Pension Benefits:</b> |                   |                   |                   |                 |
| Fixed Income             | \$ 479,529        | \$ 58,556         | \$ 417,204        | \$ 3,769        |
| Equities                 | 119,669           | 31,687            | 87,982            |                 |
| Cash and Accrued Items   | 12,086            | 12,086            |                   |                 |
| <b>Total Investments</b> | <b>\$ 611,284</b> | <b>\$ 102,329</b> | <b>\$ 505,186</b> | <b>\$ 3,769</b> |

|                          | 12/31/12          | Level 1           | Level 2           | Level 3         |
|--------------------------|-------------------|-------------------|-------------------|-----------------|
|                          | (In thousands)    |                   |                   |                 |
| <b>Pension Benefits:</b> |                   |                   |                   |                 |
| Fixed Income             | \$ 516,428        | \$ 82,390         | \$ 432,462        | \$ 1,576        |
| Equities                 | 116,198           | 27,337            | 88,861            |                 |
| Cash and Accrued Items   | 12,305            | 12,305            |                   |                 |
| <b>Total Investments</b> | <b>\$ 644,931</b> | <b>\$ 122,032</b> | <b>\$ 521,323</b> | <b>\$ 1,576</b> |

**Changes in Level 3 Instrument**

The following is a summary of the changes in our Level 3 fixed income instruments measured on a recurring basis for the years ended December 31, 2013 and 2012:

|                                | December 31,   |          |
|--------------------------------|----------------|----------|
|                                | 2013           | 2012     |
|                                | (In thousands) |          |
| Balance at beginning of period | \$ 1,576       | \$       |
| Purchases, net                 | 2,120          | 1,532    |
| Total unrealized gains         | 73             | 44       |
| Balance at end of period       | \$ 3,769       | \$ 1,576 |

**Cash Flows**

|  | Domestic Plans | TCN Plan |
|--|----------------|----------|
|  | (In thousands) |          |
| <b>Expected employer contributions to trusts of defined benefit plans:</b> |                |          |

|                                   |            |           |
|-----------------------------------|------------|-----------|
| 2014                              | \$ 1,555   | \$        |
| <b>Expected benefit payments:</b> |            |           |
| 2014                              | \$ 37,729  | \$ 1,629  |
| 2015                              | \$ 37,917  | \$ 2,053  |
| 2016                              | \$ 38,167  | \$ 3,587  |
| 2017                              | \$ 38,261  | \$ 3,959  |
| 2018                              | \$ 38,587  | \$ 3,891  |
| 2019-2023                         | \$ 194,222 | \$ 14,041 |

The expected employer contributions to trusts for 2014 are included in current liabilities at December 31, 2013.

### *Defined Contribution Plans*

We provide retirement benefits for most of our U.S. employees through the McDermott Thrift Plan, a qualified defined contribution plan with a Code section 401(k) feature (the Thrift Plan ). The Thrift Plan

**Table of Contents**

generally provides for matching employer contributions of 50% of participants' contributions up to 6% of compensation and unmatched employer cash contributions equal to 3% of participants' base pay, plus overtime pay, expatriate pay and commissions, which we refer to collectively as "thriftable earnings". Amounts charged to expense for employer contributions under the Thrift Plan totaled approximately \$6.4 million, \$6.8 million and \$6.6 million in the years ended December 31, 2013, 2012 and 2011, respectively.

We provide retirement benefits for some of our international employees through the McDermott Global Defined Contribution Plan (the "Global Thrift Plan"), a defined contribution plan established on January 1, 2012 and operated under Luxembourg law. The Global Thrift Plan generally provides for matching employer contributions of 50% of participants' contributions up to 6% of base salary and unmatched employer cash contributions equal to 3% of participants' base salary. Amounts charged to expense for employer contributions under the Global Thrift Plan totaled approximately \$1.6 million in the year ended December 31, 2013.

We also provide benefits under the McDermott International, Inc. Director and Executive Deferred Compensation Plan ("Deferred Compensation Plan"), which is a non-qualified defined contribution plan. Expense associated with the Deferred Compensation Plan was not material to the consolidated financial statements for the years presented.

**NOTE 5 INVESTMENTS**

At December 31, 2013, we had investments with a fair value of \$13.5 million. Our investment portfolio consists primarily of investments in commercial paper. Our investments are classified as available-for-sale and are carried at fair value with unrealized gains and losses, net of tax, reported as a component of other comprehensive income (loss). During the year ended December 31, 2013, we recognized other than temporary impairment of \$1.6 million on the asset-backed securities and collateralized mortgage obligations. Our net unrealized gain on investments was \$0.2 million as of December 31, 2013, and our unrealized loss on investments was \$2.4 million as of December 31, 2012. The following is a summary of our available-for-sale securities at December 31, 2013:

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|--|-------------------|------------------------------|-------------------------------|----------------------------|
|  | (In thousands)    |                              |                               |                            |
| Mutual funds <sup>(1)</sup>  | \$ 1,975          | \$ 198                       | \$                            | \$ 2,173                   |
| Commercial paper <sup>(2)</sup>  | 3,699             |                              |                               | 3,699                      |
| Asset-backed securities and collateralized mortgage obligations <sup>(3)(4)(5)</sup> | 7,599             | 40                           |                               | 7,639                      |
| Corporate notes and bonds <sup>(6)</sup>   |                   |                              |                               |                            |
| <b>Total</b>   | <b>\$ 13,273</b>  | <b>\$ 238</b>                | <b>\$</b>                     | <b>\$ 13,511</b>           |

(1) Various U.S. equities and other investments managed under mutual funds.

(2) Commercial paper with maturities less than one year.

(3) Included in our asset-backed securities and collateralized mortgage obligations is approximately \$5.6 million of commercial paper secured by mortgage-backed securities.

(4) Asset-backed and mortgage-backed securities with maturities of up to 26 years.

- (5) *Asset-backed and mortgage-backed securities and collateralized mortgage obligations contains a \$1.6 million impairment that was recognized in the year ended December 31, 2013.*
- (6) *Corporate notes and bonds with maturities of three years or less.*



**Table of Contents**

The following is a summary of our available-for-sale securities at December 31, 2012:

|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|---|-------------------|------------------------------|-------------------------------|----------------------------|
| (In thousands)  |                   |                              |                               |                            |
| Mutual funds <sup>(1)</sup>   | \$ 1,975          | \$ 48                        | \$                            | \$ 2,023                   |
| Commercial paper <sup>(2)</sup>   | 29,728            | 9                            |                               | 29,737                     |
| Asset-backed securities and collateralized mortgage obligations <sup>(3)(4)</sup> | 10,853            |                              | (2,376)                       | 8,477                      |
| Corporate notes and bonds <sup>(5)</sup>  | 5,750             | 5                            |                               | 5,755                      |
| <b>Total</b>  | <b>\$ 48,306</b>  | <b>\$ 62</b>                 | <b>\$ (2,376)</b>             | <b>\$ 45,992</b>           |

(1) Various U.S. equities and other investments managed under mutual funds.

(2) Commercial paper with maturities less than one year.

(3) Included in our asset-backed securities and collateralized mortgage obligations is approximately \$6.3 million of commercial paper secured by mortgaged-backed securities.

(4) Asset-backed and mortgage-backed securities with maturities of up to 26 years.

(5) Corporate notes and bonds with maturities of three years or less.

Proceeds, gross realized gains and gross realized losses on sales of available-for-sale securities were as follows:

|                              | Proceeds   | Gross<br>Realized Gains | Gross<br>Realized Losses |
|------------------------------|------------|-------------------------|--------------------------|
| (In thousands)               |            |                         |                          |
| Year Ended December 31, 2013 | \$ 43,959  | \$                      | \$                       |
| Year Ended December 31, 2012 | \$ 191,298 | \$                      | \$                       |
| Year Ended December 31, 2011 | \$ 693,424 | \$                      | \$ 20                    |

**NOTE 6 DERIVATIVE FINANCIAL INSTRUMENTS**

We enter into derivative financial instruments primarily to hedge certain firm purchase, sale commitments and forecasted transactions denominated in foreign currencies. We record these contracts at fair value on our consolidated balance sheets. Depending on the hedge designation at the inception of the contract, the related gains and losses on these contracts are either: (1) deferred as a component of AOCI until the hedged item is recognized in earnings; (2) offset against the change in fair value of the hedged firm commitment through earnings; or (3) recognized immediately in earnings. At inception and on an ongoing basis, we assess the hedging relationship to determine its effectiveness in offsetting changes in cash flows or fair value attributable to the hedged risk. We exclude from our assessment of effectiveness the portion of the fair value of the forward contracts attributable to the difference between spot exchange rates and forward exchange rates. The ineffective portion of a derivative's change in fair value and any portion excluded from the assessment of effectiveness are immediately recognized in earnings. Gains and losses on derivative financial instruments that are immediately recognized in earnings are included as a component of gain (loss) on foreign currency-net in our consolidated statements of operations. At December 31, 2013, we had designated

the majority of our foreign currency forward contracts as cash flow hedging instruments.

At December 31, 2013, we had deferred approximately \$45.4 million of net losses on these derivative financial instruments in AOCI, and we expect to reclassify approximately \$18.2 million of the net deferred losses out of AOCI by December 31, 2014.

At December 31, 2013, the majority of our derivative financial instruments consisted of foreign currency forward contracts. The notional value of our outstanding derivative contracts totaled \$1.1 billion at December 31,

**Table of Contents**

2013, with maturities extending to October 2017. Of this amount, approximately \$660.4 million is associated with various foreign currency expenditures we expect to incur on one of our EPCI projects. These instruments consist of contracts to purchase or sell foreign-denominated currencies. At December 31, 2013, the fair value of these contracts was in a net liability position totaling \$28.8 million. The fair value of outstanding derivative instruments is determined using observable financial market inputs, such as quoted market prices, and is classified as Level 2 in nature.

The following tables summarize our derivative financial instruments:

**Asset and Liability Derivatives**

|   | December 31,<br>2013 | December 31,<br>2012 |
|---|----------------------|----------------------|
|   | (In thousands)       |                      |
| <b><u>Derivatives Designated as Hedges:</u></b> |                      |                      |
| <b><u>Location</u></b>                          |                      |                      |
| Accounts receivable other                       | \$ 11,641            | \$ 12,311            |
| Other assets                                    | 1,647                | 13,770               |
| <b>Total asset derivatives</b>                  | <b>\$ 13,288</b>     | <b>\$ 26,081</b>     |
| Accounts payable                                | \$ 20,209            | \$ 3,604             |
| Other liabilities                               | 21,846               | 1,043                |
| <b>Total liability derivatives</b>              | <b>\$ 42,055</b>     | <b>\$ 4,647</b>      |

**The Effects of Derivative Instruments on our Financial Statements**

|   | December 31,<br>2013 | December 31,<br>2012 |
|---|----------------------|----------------------|
|   | (In thousands)       |                      |
| <b><u>Derivatives Designated as Hedges:</u></b>   |                      |                      |
| Amount of (loss)/ gain recognized in other comprehensive loss attributable to MII                                 | \$ (52,780)          | \$ 1,576             |
| Income reclassified from AOCI into income: effective portion attributable to MII                                  |                      |                      |
| <b><u>Location</u></b>  |                      |                      |
| Cost of operations  | \$ 1,715             | \$ 6,213             |
| Gain recognized in income: ineffective portion and amount excluded from effectiveness testing attributable to MII |                      |                      |
| <b><u>Location</u></b>  |                      |                      |
| Gain on foreign currency net  | \$ 13,247            | \$ 23,116            |

*Credit Risk*

In the event of nonperformance by counterparties to our derivative financial instruments, we may be exposed to credit-related losses. However, when possible, we enter into International Swaps and Derivative Association agreements with our derivative counterparties to mitigate this risk. We also attempt to mitigate this risk by using highly-rated major financial institutions as counterparties. Our derivative counterparties have the benefit of the same collateral arrangements and covenants as described under our Credit Agreement.

**Table of Contents****NOTE 7 FAIR VALUES OF FINANCIAL INSTRUMENTS**

The valuation methodologies we use to measure the fair values of our derivatives and available-for-sale securities are as follows:

***Derivatives***

Level 2 derivative assets and liabilities primarily include over-the-counter forward contracts, largely consisting of foreign currency derivative instruments. Where applicable, the value of these derivative assets and liabilities is computed by discounting the projected future cash flow amounts to present value using market-based observable inputs, including foreign exchange forward and spot rates, interest rates and counterparty performance risk adjustments.

At December 31, 2013, we had forward contracts outstanding to purchase or sell foreign currencies with a total notional value of \$1.1 billion and a total liability position fair value of \$28.8 million.

***Available-for-Sale Securities***

The following is a summary of our available-for-sale securities measured at fair value:

|   | <b>12/31/13</b> | <b>Level 1</b>        | <b>Level 2</b> | <b>Level 3</b> |
|---|-----------------|-----------------------|----------------|----------------|
|   |                 | <b>(In thousands)</b> |                |                |
| Mutual funds  | \$ 2,173        | \$                    | \$ 2,173       | \$             |
| Commercial paper  | 3,699           |                       | 3,699          |                |
| Asset-backed securities and collateralized mortgage obligations | 7,639           |                       | 2,082          | 5,557          |
| Total   | \$ 13,511       | \$                    | \$ 7,954       | \$ 5,557       |

|   | <b>12/31/12</b> | <b>Level 1</b>        | <b>Level 2</b> | <b>Level 3</b> |
|---|-----------------|-----------------------|----------------|----------------|
|   |                 | <b>(In thousands)</b> |                |                |
| Mutual funds  | \$ 2,023        | \$                    | \$ 2,023       | \$             |
| U.S. Government and agency securities                           | 29,737          |                       | 29,737         |                |
| Asset-backed securities and collateralized mortgage obligations | 8,477           |                       | 2,134          | 6,343          |
| Corporate notes and bonds                                       | 5,755           |                       | 5,755          |                |
| Total   | \$ 45,992       | \$                    | \$ 39,649      | \$ 6,343       |

Our Level 2 investments consist primarily of commercial paper, asset-backed commercial paper notes backed by a pool of mortgage-backed securities and mutual funds. The fair value of our Level 2 investments was determined using a market approach which is based on quoted prices and other information for similar or identical instruments.

Our Level 3 investment consists of asset-backed commercial paper notes backed by a pool of mortgage-backed securities. The fair value of this Level 3 investment was based on the calculation of an overall weighted-average

valuation, using the prices of the underlying individual securities. Individual securities in the pool were valued based on market observed prices, where available. If market prices were not available, prices of similar securities backed by similar assets were used.

**Table of Contents*****Changes in Level 3 Instrument***

The following is a summary of the changes in our Level 3 instrument measured on a recurring basis for the years ended December 31, 2013 and 2012:

|                                     | <b>December 31,</b>   |             |
|-------------------------------------|-----------------------|-------------|
|                                     | <b>2013</b>           | <b>2012</b> |
|                                     | <b>(In thousands)</b> |             |
| Balance at beginning of period      | \$ 6,343              | \$ 6,030    |
| Total realized and unrealized gains | 484                   | 1,674       |
| Principal repayments                | (1,270)               | (1,361)     |
| Balance at end of period            | \$ 5,557              | \$ 6,343    |

***Other Financial Instruments***

We used the following methods and assumptions in estimating our fair value disclosures for other financial instruments:

*Cash and cash equivalents and restricted cash and cash equivalents.* The carrying amounts that we have reported in the accompanying consolidated balance sheets for cash and cash equivalents and restricted cash and cash equivalents approximate their fair values.

*Long and short-term debt.* The fair value of debt instruments is classified as Level 2 within the fair value hierarchy. We base the fair values of these debt instruments on quoted market prices. Where quoted prices are not available, we base the fair values on the present value of future cash flows discounted at estimated borrowing rates for similar debt instruments or on estimated prices based on current yields for debt issues of similar quality and terms.

The estimated fair values of certain of our financial instruments are as follows:

|   | <b>December 31, 2013</b>   |                       | <b>December 31, 2012</b>   |                   |
|---|----------------------------|-----------------------|----------------------------|-------------------|
|   | <b>Carrying<br/>Amount</b> | <b>Fair<br/>Value</b> | <b>Carrying<br/>Amount</b> | <b>Fair Value</b> |
|   | <b>(In thousands)</b>      |                       |                            |                   |
| <b><u>Balance Sheet Instruments</u></b> |                            |                       |                            |                   |
| Cash and cash equivalents               | \$ 118,702                 | \$ 118,702            | \$ 640,147                 | \$ 640,147        |
| Restricted cash and cash equivalents    | \$ 23,652                  | \$ 23,652             | \$ 18,116                  | \$ 18,116         |
| Investments                             | \$ 13,511                  | \$ 13,511             | \$ 45,992                  | \$ 45,992         |
| Debt                                    | \$ (88,562)                | \$ (90,005)           | \$ (102,708)               | \$ (106,324)      |
| Derivative contracts                    | \$ (28,767)                | \$ (28,767)           | \$ 21,434                  | \$ 21,434         |

See Note 1 Basis of Presentation and Significant Accounting Policies Impairment Review, for a description of significant Level 3 inputs used in development of fair value of nonfinancial assets during the year ended December 31, 2013.

**NOTE 8 STOCK-BASED COMPENSATION**

Equity instruments are measured at fair value on the grant date. Stock-based compensation expense is generally recognized on a straight-line basis over the requisite service periods of the awards. Compensation expense is based on awards we expect to ultimately vest. Therefore, we have reduced compensation expense for estimated forfeitures based on our historical forfeiture rates. Our estimate of forfeitures is determined at the grant date and is revised if our actual forfeiture rate is materially different from our estimate.



**Table of Contents**

Total compensation expense recognized for the years ended December 31, 2013, 2012 and 2011 was as follows:

|   | 2013           | December 31,<br>2012 | 2011      |
|---|----------------|----------------------|-----------|
|   | (In thousands) |                      |           |
| Stock options                               | \$ 4,321       | \$ 3,984             | \$ 3,845  |
| Restricted stock and restricted stock units | 12,326         | 6,880                | 11,939    |
| Performance and deferred stock units        | 4,453          | 4,505                | 2,041     |
| Total                                       | \$ 21,100      | \$ 15,369            | \$ 17,825 |

As of December 31, 2013, total unrecognized estimated compensation expense related to nonvested awards was \$33.2 million. The components of the total gross unrecognized estimated compensation expense and their expected remaining weighted-average periods for expense recognition are as follows (amounts in millions; periods in years):

|   | Amount  | Weighted-<br>Average<br>Period |
|---|---------|--------------------------------|
| Stock options                               | \$ 4.7  | 1.8                            |
| Restricted stock and restricted stock units | \$ 23.3 | 3.0                            |
| Performance shares                          | \$ 5.2  | 1.6                            |

**Stock Plans***2009 McDermott International, Inc. Long-Term Incentive Plan*

In May 2009, our shareholders approved the 2009 LTIP. Members of the Board of Directors, executive officers and key employees are eligible to participate in the plan. The Compensation Committee of the Board of Directors selects the participants for the plan. The plan provides for a number of forms of stock-based compensation, including incentive and non-qualified stock options, restricted stock, restricted stock units and performance shares and performance units, subject to satisfaction of specific performance goals. Shares approved under the 2001 Directors and Officers Long-Term Incentive Plan (the 2001 LTIP) that were not awarded as of the date of approval of the 2009 LTIP, or shares that are subject to awards that are cancelled, terminated, forfeited, expired or settled in cash in lieu of shares, are available for issuance under the 2009 LTIP. As part of the approval of the 2009 LTIP, 9,000,000 shares were authorized for issuance. Options to purchase shares are granted at the fair market value (closing trading price) on the date of grant, become exercisable at such time or times as determined when granted and expire not more than seven years after the date of grant.

*2001 Directors and Officers Long-Term Incentive Plan*

We no longer issue awards under the 2001 LTIP. Members of the Board of Directors, executive officers, key employees and consultants were eligible to participate in the 2001 LTIP. The Compensation Committee of the Board of Directors selected the participants for the plan. The plan provided for a number of forms of stock-based compensation, including incentive and nonqualified stock options, stock appreciation rights, restricted stock, deferred stock units, performance shares and performance units, subject to satisfaction of specific performance goals. Options

to purchase shares were granted at not less than 100% of the fair market value (average of the high and low trading price) on the date of grant, became exercisable at such time or times as determined when granted and expire not more than seven years after the date of the grant. Options granted prior to May 2009 expire not more than ten years after the date of the grant. Shares of common stock available to be awarded under the 2001 LTIP are available under the terms of the 2009 LTIP and have been included in the amount available for grant discussed above.

**Table of Contents***Thrift Plan*

On November 12, 1991, 15,000,000 of the authorized and unissued shares of common stock were reserved for issuance for the employer match to the Thrift Plan. On October 11, 2002, an additional 15,000,000 of the authorized and unissued shares of common stock were reserved for issuance for the employer match to the Thrift Plan. Those employer matching contributions equal 50% of the first 6% of compensation, as defined in the Thrift Plan, contributed by participants, and fully vest and are nonforfeitable after three years of service or upon retirement, death, involuntary termination of employment due to reduction in force or approved disability. Effective June 2010, we began making employer matching contributions in cash, in lieu of shares of common stock. Accordingly, there were no shares issued under the Thrift Plan during the years ended December 31, 2013, 2012 and 2011.

In the event of a change in control of our company, all of these stock-based compensation programs have provisions that may cause restrictions to lapse with respect to restricted stock units and accelerate the exercisability of outstanding options.

*Stock Options*

The fair value of each option grant was estimated with the following weighted-average assumptions:

|                                      | <b>Year Ended December 31,</b> |             |             |
|--------------------------------------|--------------------------------|-------------|-------------|
|                                      | <b>2013</b>                    | <b>2012</b> | <b>2011</b> |
| Risk-free interest rate              | 0.68%                          | 0.77%       | 2.26%       |
| Expected volatility                  | 56%                            | 59%         | 41%         |
| Expected life of the option in years | 4.60                           | 4.60        | 4.60        |
| Expected dividend yield              | 0.0%                           | 0.0%        | 0.0%        |

The risk-free interest rate is based on the implied yield on a U.S. Treasury zero-coupon issue with a remaining term equal to the expected life of the option. The expected volatility is based on implied volatility from publicly traded options on our common stock, historical volatility of the price of our common stock and other factors. The expected life of the option is based on observed historical patterns. The expected dividend yield is zero based on the projected annual dividend payment. This amount is zero because we have not paid cash dividends historically and do not expect to pay cash dividends for the foreseeable future, although management continues to review and may elect to change this practice.

The following table summarizes activity for our stock options for the year ended December 31, 2013 (share data in thousands):

|                                    | <b>Number<br/>of Option<br/>Shares</b> | <b>Weighted-<br/>Average<br/>Exercise<br/>Price</b> | <b>Weighted-<br/>Average<br/>Remaining<br/>Contractual<br/>Term</b> | <b>Aggregate<br/>Intrinsic<br/>Value<br/>(in millions)</b> |
|------------------------------------|--|---|---|--|
| Outstanding at beginning of period | 2,728                                  | \$ 12.24  |   |  |
| Granted                            | 1,230                                  | 10.39   |   |  |
| Exercised                          | (68)                                   | 2.51  |   |  |

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 10-K

|   |       |          |           |        |
|---|-------|----------|-----------|--------|
| Cancelled/expired/forfeited                 | (128) | 13.37    |           |        |
| Outstanding at end of period <sup>(1)</sup> | 3,762 | \$ 11.78 | 4.2 Years | \$ 3.5 |
| Exercisable at end of period                | 2,040 | \$ 11.28 | 2.9 Years | \$ 3.4 |

(1) *Of the remaining shares subject to outstanding options, we expect approximately 1.7 million shares to vest at a weighted-average exercise price of \$12.40.*

**Table of Contents**

The aggregate intrinsic value included in the table above represents the total intrinsic value that would have been received by the option holders had all option holders exercised their options on December 31, 2013. The intrinsic value is calculated as the total number of option shares multiplied by the excess of the closing price of our common stock on the last trading day over the exercise price of the options. This amount changes based on the fair market value of our common stock.

During the years ended December 31, 2013, 2012 and 2011, the total intrinsic value of stock options exercised was \$0.5 million, \$1.9 million, and \$8.4 million, respectively. We recorded cash received in the years ended December 31, 2013, 2012 and 2011 from the exercise of these stock options totaling \$0.3 million, \$1.4 million and \$4.8 million, respectively. The weighted-average fair value of the stock options granted in the years ended December 31, 2013, 2012 and 2011 was \$4.78, \$6.93 and \$9.53, respectively. The total fair value of shares vested during the years ended December 31, 2013, 2012 and 2011 was \$3.7 million, \$3.6 million and \$3.2 million, respectively.

There were no tax benefits realized related to stock options exercised during the years ended December 31, 2013, 2012 and 2011.

**Restricted Stock and Restricted Stock Units**

Nonvested restricted stock and restricted stock units and changes during the year ended December 31, 2013 were as follows (share data in thousands):

|                                  | <b>Number<br/>of<br/>Shares</b> | <b>Weighted-<br/>Average<br/>Grant Date<br/>Fair<br/>Value</b> |
|----------------------------------|---------------------------------|--|
| Nonvested at beginning of period | 918                             | \$ 14.80   |
| Granted                          | 3,484                           | 8.40   |
| Vested                           | (461)                           | 14.05  |
| Cancelled/forfeited              | (174)                           | 10.29  |
| Nonvested at end of period       | 3,767                           | \$ 9.18  |

There were no tax benefits realized related to restricted stock and restricted stock units lapsed during the years ended December 31, 2013 and 2012.

**Performance Shares**

Nonvested performance share awards and changes during the year ended December 31, 2013 were as follows (share data in thousands):

| <b>Number<br/>of<br/>Shares</b> | <b>Weighted-<br/>Average<br/>Grant Date</b> |
|---------------------------------|---|
|---------------------------------|---|

|                                  |       | <b>Fair<br/>Value</b> |
|----------------------------------|-------|-----------------------|
| Nonvested at beginning of period | 528   | \$ 29.19              |
| Granted                          | 664   | 10.42                 |
| Vested                           |       |                       |
| Cancelled/forfeited              | (24)  | 15.66                 |
| Nonvested at end of period       | 1,168 | \$ 13.70              |

**Table of Contents****NOTE 9 INCOME TAXES**

The provision for income taxes consisted of:

|                                  | <b>Year Ended December 31,</b> |             |             |
|----------------------------------|--------------------------------|-------------|-------------|
|                                  | <b>2013</b>                    | <b>2012</b> | <b>2011</b> |
|                                  | <b>(In thousands)</b>          |             |             |
| Other than U.S.:                 |                                |             |             |
| Current                          | \$ 54,410                      | \$ 125,402  | \$ 85,474   |
| Deferred                         | (5,359)                        | 3,802       | 1,650       |
| Total provision for income taxes | \$ 49,051                      | \$ 129,204  | \$ 87,124   |

The geographic sources of income before income taxes are as follows:

|  | <b>Year Ended December 31,</b> |             |              |
|--|--------------------------------|-------------|--------------|
|  | <b>2013</b>                    | <b>2012</b> | <b>2011</b>  |
|  | <b>(In thousands)</b>          |             |              |
| U.S.                                     | \$ (147,098)                   | \$ (82,035) | \$ (187,426) |
| Other than U.S.                          | (301,806)                      | 425,165     | 438,717      |
| Income before provision for income taxes | \$ (448,904)                   | \$ 343,130  | \$ 251,291   |

The following is a reconciliation of the Panama statutory federal tax rate to the consolidated effective tax rate:

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2013</b>                    | <b>2012</b> | <b>2011</b> |
| Panama federal statutory rate                            | 25.0%                          | 25.0%       | 25.0%       |
| Non-Panama operations                                    | (16.6)                         | (5.2)       | (24.7)      |
| Valuation allowance for deferred tax assets              | (18.8)                         | 14.2        | 30.7        |
| Audit settlements and reserves                           | (0.8)                          | 2.9         | 0.7         |
| Other  | 0.3                            | 0.8         | 3.0         |
| Effective tax rate attributable to continuing operations | (10.9%)                        | 37.7%       | 34.7%       |

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes, as well as operating loss and tax credit carryforwards.

Significant components of deferred tax assets and liabilities were as follows:

|  | <b>December 31,</b>   |             |
|--|-----------------------|-------------|
|  | <b>2013</b>           | <b>2012</b> |
|  | <b>(In thousands)</b> |             |
| <b>Deferred tax assets:</b>                    |                       |             |
| Pension liability                              | \$ 16,658             | \$ 5,779    |
| Accrued liabilities for incentive compensation | 15,032                | 13,630      |
| Net operating loss carryforward                | 259,600               | 172,073     |
| State net operating loss carryforward          | 24,679                | 23,231      |
| Long-term contracts                            | 13,504                | 10,791      |
| Other  | 4,936                 | 8,606       |
| <br>   |                       |             |
| Total deferred tax assets                      | 334,409               | 234,110     |
| Valuation allowance for deferred tax assets    | (292,388)             | (208,061)   |
| <br>   |                       |             |
| Deferred tax assets                            | \$ 42,021             | \$ 26,049   |



**Table of Contents**

|  | <b>December 31,</b>   |                |
|--|-----------------------|----------------|
|  | <b>2013</b>           | <b>2012</b>    |
|  | <b>(In thousands)</b> |                |
| <b>Deferred tax liabilities:</b>                       |                       |                |
| Property, plant and equipment                          | \$ 19,115             | \$ 14,072      |
| Prepaid drydock  | 13,025                | 6,633          |
| Investments in joint ventures and affiliated companies | 8,354                 | 8,988          |
| Unrealized exchange gains and other                    | 3,236                 | 3,424          |
| <br>Total deferred tax liabilities                     | <br>\$ 43,730         | <br>\$ 33,117  |
| <br>Net deferred tax liability                         | <br>\$ (1,709)        | <br>\$ (7,068) |

|   | <b>December 31,</b>   |                |
|---|-----------------------|----------------|
|   | <b>2013</b>           | <b>2012</b>    |
|   | <b>(In thousands)</b> |                |
| <b>Deferred tax assets and liabilities in the accompanying consolidated balance sheets include:</b> |                       |                |
| Current deferred tax assets   | \$ 7,091              | \$ 9,765       |
| Noncurrent deferred tax assets  | \$ 16,766             | \$ 4,180       |
| <br>Total   | <br>\$ 23,857         | <br>\$ 13,945  |
| <br>Current deferred tax liabilities  | <br>\$ 17,892         | <br>\$ 10,758  |
| Noncurrent deferred tax liabilities   | 7,674                 | 10,255         |
| <br>Total   | <br>\$ 25,566         | <br>\$ 21,013  |
| <br>Net deferred tax liability  | <br>\$ (1,709)        | <br>\$ (7,068) |

At December 31, 2013, we had a valuation allowance of \$292.4 million for deferred tax assets that we expect cannot be realized through carrybacks, future reversals of existing taxable temporary differences or based on our estimate of future taxable income. We believe that our remaining deferred tax assets will more likely than not be realized through carrybacks, future reversals of existing taxable temporary differences and future taxable income. Any changes to our estimated valuation allowance could be material to our consolidated financial statements.

We have foreign net operating loss carryforwards of \$448.5 million available to offset future taxable income in foreign jurisdictions. Of the foreign net operating loss carryforwards, \$11.0 million is scheduled to expire in years 2014 to 2016. The foreign net operating losses have a valuation allowance of \$95.7 million against the related deferred taxes. We have U.S. federal net operating loss carryforwards of approximately \$450.8 million, which includes \$16.2 million for which the benefit will be recorded in APIC when realized, and carry a \$157.8 million valuation allowance against the related deferred taxes. The U.S. federal net operating loss carryforwards are scheduled to expire in years 2023 to 2033. We have state net operating losses of \$474.6 million available to offset future taxable income in states where we operate. The state net operating loss carryforwards are scheduled to expire in years 2014 to 2028. We are carrying a valuation allowance of \$24.7 million against the deferred tax asset related to the state loss carryforwards. We also have an approximate \$19.9 million valuation allowance against other deferred tax assets.

We have provided \$11.7 million of taxes on earnings we intend to remit. All other earnings are considered permanently reinvested. We would be subject to withholding taxes if we were to distribute these permanently reinvested earnings from our U.S. subsidiaries and certain foreign subsidiaries. At December 31, 2013, the undistributed earnings of these subsidiaries were \$195.6 million. Unrecognized deferred income tax liabilities, including withholding taxes, of approximately \$4.2 million would be payable upon distribution of these earnings.

**Table of Contents**

Panama enacted a law in 2013 that would have introduced a worldwide income tax on Panamanian tax residents, such as MII. The law, which was issued without detailed guidance being given as to how it would have been implemented or applied, was subsequently repealed in 2014 with retroactive effect. Therefore no tax impact with respect to that law was recorded in the consolidated financial statements.

We conduct business globally and, as a result, we or one or more of our subsidiaries file income tax returns in a number of jurisdictions. In the normal course of business, we are subject to examination by taxing authorities throughout the world, including such major jurisdictions as Australia, Indonesia, Singapore, Saudi Arabia, Kuwait, India, Qatar, Azerbaijan and the United States. With few exceptions, we are no longer subject to tax examinations for years prior to 2009.

A reconciliation of unrecognized tax benefits is as follows (in thousands):

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2013</b>                    | <b>2012</b> | <b>2011</b> |
| Balance at beginning of period                             | \$ 40,516                      | \$ 31,664   | \$ 26,412   |
| Increases based on tax positions taken in the current year | 539                            | 10,830      | 8,197       |
| Increases based on tax positions taken in prior years      | 3,831                          | 158         | 2,590       |
| Decreases based on tax positions taken in prior years      | (3,688)                        | (1,465)     | (473)       |
| Decreases due to settlements with tax authorities          |                                |             | (2,697)     |
| Decreases due to lapse of applicable statute of limitation | (585)                          | (671)       | (2,365)     |
| Balance at end of period                                   | \$ 40,613                      | \$ 40,516   | \$ 31,664   |

The entire balance of unrecognized tax benefits at December 31, 2013 would reduce our effective tax rate if recognized.

We recognize accrued interest and penalties related to unrecognized tax benefits in income tax expense. During the year ended December 31, 2013, we had recorded liabilities of approximately \$15.4 million for the payment of tax-related interest and penalties. At December 31, 2012 and 2011 each, we had recorded liabilities of approximately \$15.3 million for the payment of tax-related interest and penalties.

**NOTE 10 EARNINGS PER SHARE**

Basic earnings per share is computed by dividing net income attributable to McDermott International, Inc. by the weighted average number of common shares outstanding during the period. Diluted earnings per share equals net income attributable to McDermott International, Inc. divided by the weighted average common shares outstanding adjusted for the dilutive effect of our stock based awards.

The diluted earnings per share calculation excludes 3.2 million, 1.8 million and 0.5 million shares underlying outstanding stock-based awards for the years ended December 31, 2013, 2012 and 2011, respectively, as they were antidilutive.



**Table of Contents**

The following table sets forth the computation of basic and diluted earnings per share:

|   | <b>Year Ended December 31,</b>                             |                   |                   |
|---|--|-------------------|-------------------|
|   | <b>2013</b>  | <b>2012</b>       | <b>2011</b>       |
|   | <b>(In thousands, except shares and per share amounts)</b> |                   |                   |
| Income from continuing operations less noncontrolling interest                        | \$ (516,913)   | \$ 203,156        | \$ 151,542        |
| Income (loss) from discontinued operations, net of tax                                |  | 3,497             | (12,812)          |
| <b>Net income attributable to McDermott International, Inc.</b>                       | <b>\$ (516,913)</b>  | <b>\$ 206,653</b> | <b>\$ 138,730</b> |
| Weighted average common shares (basic)  | 236,514,584  | 235,638,422       | 234,598,901       |
| Effect of dilutive securities: Stock options, restricted stock and performance shares |  | 1,981,266         | 2,441,606         |
| Adjusted weighted average common shares (diluted)                                     | 236,514,584  | 237,619,688       | 237,040,507       |
| <b>Basic earnings per common share:</b>   |  |                   |                   |
| Income from continuing operations less noncontrolling interest                        | (2.19)   | 0.86              | 0.65              |
| Income (loss) from discontinued operations, net of tax                                |  | 0.01              | (0.05)            |
| <b>Net income attributable to McDermott International, Inc.</b>                       | <b>(2.19)</b>  | <b>0.88</b>       | <b>0.59</b>       |
| <b>Diluted earnings per common share:</b>   |  |                   |                   |
| Income from continuing operations less noncontrolling interest                        | (2.19)   | 0.86              | 0.64              |
| Income (loss) from discontinued operations, net of tax                                |  | 0.01              | (0.05)            |
| <b>Net income attributable to McDermott International, Inc.</b>                       | <b>(2.19)</b>  | <b>0.87</b>       | <b>0.59</b>       |

**NOTE 11 SEGMENT REPORTING**

We report our financial results under a geographic-based reporting structure, which coincides with how our financial information is reviewed and evaluated on a regular basis by our chief operating decision maker. We operate in four primary operating segments, which consist of Asia Pacific, Atlantic, Caspian and the Middle East. The Caspian and Middle East operating segments are aggregated into the Middle East reporting segment due to the proximity of regions and similarities in the nature of services provided, economic characteristics and oversight responsibilities.

Accordingly, we have three reporting segments consisting of Asia Pacific, Atlantic and the Middle East. We also report certain corporate and other non-operating activities under the heading Corporate and Other. Corporate and Other primarily reflects corporate personnel and activities, incentive compensation programs and other costs, which are generally fully allocated to our operating segments.

We account for intersegment sales at prices that we generally establish by reference to similar transactions with unaffiliated customers. Reporting segments are measured based on operating income, which is defined as revenues reduced by total costs and expenses and equity in loss of unconsolidated affiliates.

**Table of Contents****1. Information about Operations:**

|                                       | <b>Year Ended December 31,</b> |              |              |
|---------------------------------------|--------------------------------|--------------|--------------|
|                                       | <b>2013</b>                    | <b>2012</b>  | <b>2011</b>  |
| <b>Revenues:</b>                      |                                |              |              |
| Asia Pacific                          | \$ 953,838                     | \$ 1,575,682 | \$ 1,898,033 |
| Atlantic                              | 534,431                        | 474,061      | 267,019      |
| Middle East                           | 1,170,663                      | 1,591,881    | 1,280,058    |
| Total revenues <sup>(1)</sup>         | \$ 2,658,932                   | \$ 3,641,624 | \$ 3,445,110 |
| <b>Operating income:</b>              |                                |              |              |
| Asia Pacific                          | \$ (75,513)                    | \$ 242,148   | \$ 202,969   |
| Atlantic                              | (177,025)                      | (66,883)     | (174,152)    |
| Middle East                           | (212,252)                      | 144,062      | 221,906      |
| Total operating income                | \$ (464,790)                   | \$ 319,327   | \$ 250,723   |
| <b>Capital expenditures:</b>          |                                |              |              |
| Asia Pacific                          | \$ 117,060                     | \$ 219,920   | \$ 86,081    |
| Atlantic                              | 21,757                         | 32,699       | 147,062      |
| Middle East                           | 127,918                        | 29,736       | 35,762       |
| Corporate and Other                   | 17,227                         | 3,955        | 13,716       |
| Total capital expenditures            | \$ 283,962                     | \$ 286,310   | \$ 282,621   |
| <b>Depreciation and amortization:</b> |                                |              |              |
| Asia Pacific                          | \$ 18,693                      | \$ 23,797    | \$ 25,698    |
| Atlantic                              | 26,674                         | 24,589       | 15,348       |
| Middle East                           | 31,813                         | 31,119       | 28,740       |
| Corporate and Other                   | 7,400                          | 6,935        | 12,605       |
| Total depreciation and amortization   | \$ 84,580                      | \$ 86,440    | \$ 82,391    |
| <b>Drydock amortization:</b>          |                                |              |              |
| Asia Pacific                          | \$ 8,917                       | \$ 9,487     | \$ 10,831    |
| Atlantic                              | 7,417                          | 13,569       | 11,165       |
| Middle East                           | 2,133                          | 2,489        | 2,571        |
| Total drydock amortization            | \$ 18,467                      | \$ 25,545    | \$ 24,567    |

(1) Intercompany transactions were not significant for the years ended December 31, 2013, 2012 and 2011.

(2) Total capital expenditures represent expenditures for which cash payments were made during the period. These amounts exclude approximately \$48.3 million in accrued capital expenditures for the year ended December 31,

2013. There were no accrued capital expenditures for the year ended December 31, 2012.

## 2. Information about our most significant Customers

Our customers, which significantly impacted our segments during the years ended December 31, 2013, 2012 and 2011 were as follows:

|                                      | <b>% of<br/>Consolidated<br/>Revenues</b> | <b>Reportable<br/>Segment</b> |
|--------------------------------------|---|-------------------------------|
| <i>Year Ended December 31, 2013:</i> |   |                               |
| Saudi Aramco                         | 25%                                       | Middle East                   |
| Azerbaijan International Oil Company | 13%                                       | Middle East                   |
| <i>Year Ended December 31, 2012:</i> |   |                               |
| Exxon Mobil Corporation              | 24%                                       | Asia Pacific                  |
| Saudi Aramco                         | 22%                                       | Middle East                   |
| BHP Billiton Petroleum Pty Ltd.      | 10%                                       | Asia Pacific                  |
| <i>Year Ended December 31, 2011:</i> |   |                               |
| Exxon Mobil Corporation              | 36%                                       | Asia Pacific                  |
| Saudi Aramco                         | 24%                                       | Middle East                   |
| Chevron Corporation                  | 10%                                       | Asia Pacific                  |



**Table of Contents****3. Information about our Service Lines and Operations in Different Geographic Areas:**

|   | Year Ended December 31, |              |              |
|---|-------------------------|--------------|--------------|
|   | 2013                    | 2012         | 2011         |
|   | (In thousands)          |              |              |
| <b>Service line revenues:</b>               |                         |              |              |
| Installation Operations                     | \$ 1,155,516            | \$ 1,885,143 | \$ 1,907,512 |
| Fabrication Operations                      | 370,854                 | 487,215      | 446,426      |
| Project Services and Engineering Operations | 341,084                 | 337,774      | 343,357      |
| Procurement Activities                      | 791,478                 | 931,492      | 747,815      |
|   | \$ 2,658,932            | \$ 3,641,624 | \$ 3,445,110 |
| <b>Geographic revenues:</b>                 |                         |              |              |
| Saudi Arabia                                | \$ 720,879              | \$ 1,057,930 | \$ 955,929   |
| Australia                                   | 481,123                 | 1,485,503    | 1,398,868    |
| Azerbaijan                                  | 345,742                 | 268,419      | 5,022        |
| Malaysia                                    | 329,689                 | 67,553       | 2,876        |
| Brazil                                      | 176,475                 | 87,597       | 53,263       |
| Indonesia                                   | 144,538                 |              |              |
| United States                               | 126,986                 | 119,785      | 57,472       |
| Mexico                                      | 117,813                 | 55,974       | 52,350       |
| India                                       | 73,867                  | 98,305       | 94,503       |
| Trinidad                                    | 65,917                  | 63,367       | 24,863       |
| Equatorial Guinea                           | 22,561                  | 146,912      | 80,196       |
| United Arab Emirates                        | 19,528                  | 156,395      | 139,400      |
| Qatar                                       | 6,798                   | 9,910        | 83,028       |
| Thailand                                    | 248                     | 7,580        | 261,040      |
| Vietnam                                     |                         | 11,771       | 127,954      |
| Other Countries                             | 26,768                  | 4,623        | 108,346      |
|   | \$ 2,658,932            | \$ 3,641,624 | \$ 3,445,110 |

**Table of Contents****4. Information about our Segment Assets and Property, Plant and Equipment by Country:**

|  | 2013           | December 31,<br>2012 | 2011         |
|--|----------------|----------------------|--------------|
|  | (In thousands) |                      |              |
| <b>Segment assets:</b>                                   |                |                      |              |
| Asia Pacific   | \$ 1,030,823   | \$ 1,402,923         | \$ 934,134   |
| Atlantic   | 522,713        | 536,734              | 419,258      |
| Middle East  | 1,129,529      | 1,006,284            | 1,065,478    |
| Corporate and Other                                      | 124,306        | 387,686              | 515,176      |
| Total continuing operations                              | 2,807,371      | 3,333,627            | 2,934,046    |
| Total assets attributable to discontinued operations     |                |                      | 58,768       |
| Total assets   | \$ 2,807,371   | \$ 3,333,627         | \$ 2,992,814 |
| <b>Property, plant and equipment, net<sup>(1)</sup>:</b> |                |                      |              |
| Singapore  | \$ 306,948     | \$ 324,106           |              |
| Malaysia   | 240,042        |                      |              |
| Brazil   | 192,101        | 52,955               |              |
| Saudi Arabia   | 191,400        | 102,334              |              |
| Indonesia  | 154,630        | 144,322              |              |
| United Arab Emirates                                     | 145,635        | 110,292              |              |
| Mexico   | 96,830         | 61,390               |              |
| Spain  | 94,917         | 15,159               |              |
| United States  | 54,647         | 201,815              |              |
| Australia  | 14             | 212,955              |              |
| Other Countries  | 1,513          | 56,463               |              |
| Total property, plant and equipment, net                 | \$ 1,478,677   | \$ 1,281,791         |              |

(1) Our marine vessels are included in the country in which they were located as of year-end.

**5. Information about our Unconsolidated Affiliates:**

|   | Year Ended December 31, |             |            |
|---|-------------------------|-------------|------------|
|   | 2013                    | 2012        | 2011       |
|   | (In thousands)          |             |            |
| <b>Equity in loss of unconsolidated affiliates:</b> |                         |             |            |
| Asia Pacific  | \$ (10,738)             | \$ (10,123) | \$ (4,432) |
| Atlantic  | (4,275)                 | (6,016)     | (23)       |
| Corporate and Other                                 | (1,103)                 | (580)       | (530)      |

|   |             |             |            |
|---|-------------|-------------|------------|
| Total Equity in loss of unconsolidated affiliates | \$ (16,116) | \$ (16,719) | \$ (4,985) |
|---|-------------|-------------|------------|

**Investments in unconsolidated affiliates:**

|                     |           |           |  |
|---------------------|-----------|-----------|--|
| Asia Pacific        | \$ 49,423 | \$ 31,377 |  |
| Atlantic            | 120       | 3,909     |  |
| Corporate and Other | 993       | 2,149     |  |

|  |           |           |  |
|--|-----------|-----------|--|
| Total Investments in unconsolidated affiliates | \$ 50,536 | \$ 37,435 |  |
|--|-----------|-----------|--|

Our consolidated balance sheets include accounts receivables attributable to our unconsolidated affiliates of approximately \$36.2 million and \$15.2 million as of December 31, 2013 and 2012, respectively.

---

**Table of Contents****NOTE 12 COMMITMENTS AND CONTINGENCIES*****Investigations and Litigation***

On or about August 23, 2004, a declaratory judgment action entitled *Certain Underwriters at Lloyd's London, et al. v. J. Ray McDermott, Inc. et al.*, was filed by certain underwriters at Lloyd's, London and Threadneedle Insurance Company Limited (the London Insurers), in the 23rd Judicial District Court, Assumption Parish, Louisiana, against MII, J. Ray McDermott, Inc. (JRMI) and two insurer defendants, Travelers and INA, seeking a declaration that the London Insurers have no obligation to indemnify MII and JRMI for certain bodily injury claims, including claims for asbestos and welding rod fume personal injury which have been filed by claimants in various state courts.

Additionally, Travelers filed a cross-claim requesting a declaration of non-coverage in approximately 20 underlying matters. This proceeding was stayed by the Court on January 3, 2005. We do not believe an adverse judgment or material losses in this matter are probable, and, accordingly, we have not accrued any amounts relating to this contingency. Although there is a possibility of an adverse judgment, the amount or potential range of loss is not estimable at this time. The insurer-plaintiffs in this matter commenced this proceeding in a purported attempt to obtain a determination of insurance coverage obligations for occupational exposure and/or environmental matters for which we have given notice that we could potentially seek coverage. Because estimating losses would require, for every matter, known and unknown, on a case by case basis, anticipating what impact on coverage a judgment would have and a determination of an otherwise expected insured value, damages cannot be reasonably estimated.

On December 16, 2005, a proceeding entitled *Antoine, et al. vs. J. Ray McDermott, Inc., et al.* ( *Antoine Suit* ), was filed in the 24th Judicial District Court, Jefferson Parish, Louisiana, by approximately 88 plaintiffs against approximately 215 defendants, including our subsidiaries formerly known as JRMI and Delta Hudson Engineering Corporation (DHEC), generally alleging injuries for exposure to asbestos, and unspecified chemicals, metals and noise while the plaintiffs were allegedly employed as Jones Act seamen. This case was dismissed by the Court on January 10, 2007, without prejudice to plaintiffs' rights to refile their claims. On January 29, 2007, 21 plaintiffs from the dismissed *Antoine Suit* filed a matter entitled *Boudreaux, et al. v. McDermott, Inc., et al.* (the *Boudreaux Suit* ), in the United States District Court for the Southern District of Texas, against JRMI and our subsidiary formerly known as McDermott Incorporated, and approximately 30 other employer defendants, alleging Jones Act seaman status and generally alleging exposure to welding fumes, solvents, dyes, industrial paints and noise. The *Boudreaux Suit* was transferred to the United States District Court for the Eastern District of Louisiana on May 2, 2007, which entered an order in September 2007 staying the matter until further order of the Court due to the bankruptcy filing of one of the co-defendants. Additionally, on January 29, 2007, another 43 plaintiffs from the dismissed *Antoine Suit* filed a matter entitled *Antoine, et al. v. McDermott, Inc., et al.* (the *New Antoine Suit* ), in the 164th Judicial District Court for Harris County, Texas, against JRMI, our subsidiary formerly known as McDermott Incorporated and approximately 65 other employer defendants and 42 maritime products defendants, alleging Jones Act seaman status and generally alleging personal injuries for exposure to asbestos and noise. On April 27, 2007, the District Court entered an order staying all activity and deadlines in the *New Antoine Suit*, other than service of process and answer/appearance dates, until further order of the Court. The *New Antoine Suit* plaintiffs filed a motion to lift the stay on February 20, 2009, which is pending before the Texas District Court. The plaintiffs seek monetary damages in an unspecified amount in both the *Boudreaux Suit* and *New Antoine Suit* cases and attorneys' fees in the *New Antoine Suit*. We cannot reasonably estimate the extent of a potential judgment against us, if any, and we intend to vigorously defend these suits.

On August 15, 2013 and August 20, 2013, two separate alleged purchasers of our common stock filed purported class action complaints against us, Stephen M. Johnson and Perry L. Elders in the United States District Court for the Southern District of Texas. Both of the complaints sought to represent a class of purchasers of our stock between November 6, 2012 and August 5, 2013, and alleged, among other things, that the defendants violated federal securities laws by disseminating materially false and misleading information and failing to disclose material information relating

to weaknesses in project bidding and execution, poor risk evaluation, poor project management and losses in each of our reporting segments. Each complaint sought relief, including

## **Table of Contents**

unspecified compensatory damages and an award for attorneys' fees and other costs. By order dated December 5, 2013, the District Court consolidated the two cases and appointed a lead plaintiff and lead plaintiff's counsel. The lead plaintiff filed a consolidated amended complaint on February 6, 2014. The consolidated amended complaint asserts substantially the same claims as were made in the two original complaints, with some additional factual allegations, and purports to extend the class period to August 6, 2013. It also seeks relief, including unspecified compensatory damages and an award for attorneys' fees and other costs. We intend to file a motion to dismiss the case. We believe the substantive allegations contained in the complaints on file are without merit, and we intend to defend against these claims vigorously.

Additionally, due to the nature of our business, we and our affiliates are, from time to time, involved in litigation or subject to disputes or claims related to our business activities, including, among other things:

performance or warranty-related matters under our customer and supplier contracts and other business arrangements; and

workers' compensation claims, Jones Act claims, occupational hazard claims, including asbestos-exposure claims, premises liability claims and other claims.

Based upon our prior experience, we do not expect that any of these other litigation proceedings, disputes and claims will have a material adverse effect on our consolidated financial condition, results of operations or cash flows; however, because of the inherent uncertainty of litigation and, in some cases, the availability and amount of potentially applicable insurance, we can provide no assurance that the resolution of any particular claim or proceeding to which we are a party will not have a material effect on our consolidated financial condition, results of operations or cash flows for the fiscal period in which that resolution occurs.

## ***Environmental Matters***

We have been identified as a potentially responsible party at various cleanup sites under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ( CERCLA ). CERCLA and other environmental laws can impose liability for the entire cost of cleanup on any of the potentially responsible parties, regardless of fault or the lawfulness of the original conduct. Generally, however, where there are multiple responsible parties, a final allocation of costs is made based on the amount and type of wastes disposed of by each party and the number of financially viable parties, although this may not be the case with respect to any particular site. We have not been determined to be a major contributor of wastes to any of these sites. On the basis of our relative contribution of waste to each site, we expect our share of the ultimate liability for the various sites will not have a material adverse effect on our consolidated financial condition, results of operations or cash flows in any given year.

At December 31, 2013 and 2012, we had total environmental reserves of \$6.3 million and \$0.6 million, respectively. Of our total environmental reserves at December 31, 2013, \$6.3 million was included in noncurrent liabilities. We established an environmental reserve of \$5.9 million in connection with our plan to discontinue the utilization of our Morgan City fabrication facility. Of our total environmental reserves at December 31, 2012 and 2011, \$0.6 million and \$1.3 million, respectively, were included in current liabilities. Inherent in the estimates of those reserves and recoveries are our expectations regarding the levels of contamination, remediation costs and recoverability from other parties, which may vary significantly as remediation activities progress. Accordingly, changes in estimates could result in material adjustments to our operating results, and the ultimate loss may differ materially from the amounts we have provided for in our consolidated financial statements.

During the year ended December 31, 2011, we recovered \$2.0 million of environmental reserves associated with the April 2006 sale of our former Mexican subsidiary, Talleres Navales del Golfo, S.A. de C.V. ( TNG ). TNG was reported as a discontinued operation in our consolidated financial statements for the year ended December 31, 2006 and, accordingly, the recovery of this reserve is included in income from discontinued operations, net of tax, for the year ended December 31, 2011.

**Table of Contents*****Contracts Containing Liquidated Damages Provisions***

Some of our contracts contain provisions that require us to pay liquidated damages if we are responsible for the failure to meet specified contractual milestone dates and the applicable customer asserts a claim under those provisions. Those contracts define the conditions under which our customers may make claims against us for liquidated damages. In many cases in which we have historically had potential exposure for liquidated damages, such damages ultimately were not asserted by our customers. As of December 31, 2013, it is possible that we may incur liabilities for liquidated damages aggregating approximately \$103.0 million, of which approximately \$19.2 million has been recorded in our financial statements, based on our actual or projected failure to meet certain specified contractual milestone dates. The dates for which these potential liquidated damages could arise extend to June 2015. We believe we will be successful in obtaining schedule extensions or other customer-agreed changes that should resolve the potential for additional liquidated damages. Accordingly, we believe that no amounts for these potential liquidated damages in excess of the amounts currently reflected in our financial statements are probable of being paid by us. However, we may not achieve relief on some or all of the issues involved and, as a result, could be subject to higher damage amounts.

***Contractual Obligations***

At December 31, 2013, we had outstanding obligations related to our vessel construction contracts on the *LV 108* and *DLV 2000* of approximately \$485.2 million, with approximately \$90.9 million and \$394.3 million due in the years 2014 and 2015, respectively.

***Operating Leases***

Future minimum payments required under operating leases that have initial or remaining noncancellable lease terms in excess of one year at December 31, 2013 are as follows (in thousands):

| <b>Fiscal Year Ending December 31,</b> | <b>Amount</b> |
|--|---------------|
| 2014                                   | \$ 25,331     |
| 2015                                   | \$ 20,922     |
| 2016                                   | \$ 16,669     |
| 2017                                   | \$ 15,617     |
| 2018                                   | \$ 13,045     |
| Thereafter                             | \$ 156,927    |

Total rental expense for the years ended December 31, 2013, 2012 and 2011 was \$116.6 million, \$60.7 million and \$53.9 million, respectively. These expense amounts include contingent rentals and are net of sublease income, neither of which is material.



**Table of Contents****NOTE 13 QUARTERLY FINANCIAL DATA (UNAUDITED)**

The following tables set forth selected unaudited quarterly financial information for the years ended December 31, 2013 and 2012:

|  | <b>Quarter Ended</b>                     |  |   |  |
|--|--|--|---|--|
|  | <b>March 31,<br/>2013</b>                | <b>June 30,<br/>2013<sup>(1)</sup></b> | <b>September 30,<br/>2013<sup>(2)</sup></b> | <b>December 31,<br/>2013<sup>(3)</sup></b> |
|  | (In thousands, except per share amounts) |  |   |  |
| Revenues   | \$ 807,488                               | \$ 647,250                             | \$ 686,856                                  | \$ 517,338                                 |
| Operating income (loss)  | \$ 53,033                                | \$ (149,536)                           | \$ (52,654)                                 | \$ (315,633)                               |
| Income from continuing operations,<br>less noncontrolling interest | \$ 20,553                                | \$ (149,423)                           | \$ (64,070)                                 | \$ (323,973)                               |
| Income (loss) from discontinued<br>operations, net of tax          |  |  |   |  |
| Net income   | \$ 20,553                                | \$ (149,423)                           | \$ (64,070)                                 | \$ (323,973)                               |

|  | <b>Per Share Data<br/>Quarter Ended</b> |                          |                               |                              |
|--|---|--------------------------|-------------------------------|------------------------------|
|  | <b>March 31,<br/>2013</b>               | <b>June 30,<br/>2013</b> | <b>September 30,<br/>2013</b> | <b>December 31,<br/>2013</b> |
| Basic earnings per common share:                                   |   |                          |                               |                              |
| Income from continuing operations,<br>less noncontrolling interest | 0.09                                    | (0.63)                   | (0.27)                        | (1.37)                       |
| Income (loss) from discontinued<br>operations, net of tax          |   |                          |                               |                              |
| Net income   | 0.09                                    | (0.63)                   | (0.27)                        | (1.37)                       |
| Diluted earnings per common share:                                 |   |                          |                               |                              |
| Income from continuing operations,<br>less noncontrolling interest | 0.09                                    | (0.63)                   | (0.27)                        | (1.37)                       |
| Income (loss) from discontinued<br>operations, net of tax          |   |                          |                               |                              |
| Net income   | 0.09                                    | (0.63)                   | (0.27)                        | (1.37)                       |

- (1) Operating income for the quarter ended June 30, 2013 was influenced by increased cost estimates on projects in our Middle East and Asia Pacific segments, as well as restructuring charges.
- (2) Operating income for the quarter ended September 30, 2013 was influenced by increased project losses.
- (3) Operating income for the quarter ended December 31, 2013 was influenced by increased cost estimates, impairment losses and restructuring charges.

**Quarter Ended**

|  | <b>March 31,<br/>2012</b>                       | <b>June 30,<br/>2012<sup>(1)</sup></b> | <b>September 30,<br/>2012<sup>(2)</sup></b> | <b>December 31,<br/>2012<sup>(3)</sup></b> |
|--|---|--|---|--|
|  | <b>(In thousands, except per share amounts)</b> |  |   |  |
| Revenues   | \$ 727,678                                      | \$ 889,248                             | \$ 1,028,745                                | \$ 995,953                                 |
| Operating income   | \$ 80,176                                       | \$ 79,382                              | \$ 82,481                                   | \$ 77,288                                  |
| Income from continuing operations, less<br>noncontrolling interest       | \$ 59,261                                       | \$ 52,739                              | \$ 50,612                                   | \$ 40,544                                  |
| Income (loss) from discontinued<br>operations, net of tax <sup>(1)</sup> | 3,497   |  |   |  |
| Net income   | \$ 62,758                                       | \$ 52,739                              | \$ 50,612                                   | \$ 40,544                                  |

**Table of Contents**

|   | <b>Per Share Data</b> |                 |                      |                     |
|---|-----------------------|-----------------|----------------------|---------------------|
|   | <b>Quarter Ended</b>  |                 |                      |                     |
|   | <b>March 31,</b>      | <b>June 30,</b> | <b>September 30,</b> | <b>December 31,</b> |
|   | <b>2012</b>           | <b>2012</b>     | <b>2012</b>          | <b>2012</b>         |
| <b>Basic earnings per common share:</b>                         |                       |                 |                      |                     |
| Income from continuing operations, less noncontrolling interest | 0.25                  | 0.22            | 0.21                 | 0.17                |
| Income (loss) from discontinued operations, net of tax          | 0.01                  |                 |                      |                     |
| Net income  | 0.27                  | 0.22            | 0.21                 | 0.17                |
| <b>Diluted earnings per common share:</b>                       |                       |                 |                      |                     |
| Income from continuing operations, less noncontrolling interest | 0.25                  | 0.22            | 0.21                 | 0.17                |
| Income (loss) from discontinued operations, net of tax          | 0.01                  |                 |                      |                     |
| Net income  | 0.26                  | 0.22            | 0.21                 | 0.17                |

- (1) Operating income for the quarter ended June 30 2012 was influenced by increased fabrication activities, partially offset by lower project close-outs and settlements.
- (2) Revenues for the quarter ended September 30, 2012 were influenced by increased marine activity on certain of our Asia Pacific projects.
- (3) Operating income for the quarter ended December 31, 2012 was influenced by significant cost savings on marine installation activities on an EPCI project, partially offset by project losses of approximately \$52.0 million.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None

**Item 9A. CONTROLS AND PROCEDURES**  
**Disclosure Controls and Procedures**

As of the end of the period covered by this annual report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) adopted by the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Our disclosure controls and procedures were developed through a process in which our management applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding the control objectives. You should note that the design of any system of disclosure controls and procedures is based in part upon various assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Based on the evaluation referred to above, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures are effective as of December 31, 2013 to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in

the rules and forms of the Securities and Exchange Commission and such information is accumulated and communicated to management, including our principal executive and principal financial officers or persons performing similar functions, as appropriate to allow timely decisions regarding disclosure.

**Table of Contents**

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) and for our assessment of the effectiveness of internal control over financial reporting.

Our internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of our consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and Board of Directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our Chief Executive Officer and Chief Financial Officer, has conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2013, based on the framework established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992 (the "COSO Framework"). This assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls. Based on our assessment under the criteria described above, management has concluded that our internal control over financial reporting was effective as of December 31, 2013. Deloitte & Touche LLP has audited our internal control over financial reporting as of December 31, 2013, and their report is included in Item 9A.

**Changes in Internal Control Over Financial Reporting**

There has been no change in our internal control over financial reporting during the quarter ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Board of Directors and Stockholders of McDermott International, Inc.**

**Houston, Texas**

We have audited the internal control over financial reporting of McDermott International, Inc. and subsidiaries (the Company ) as of December 31, 2013, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

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

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

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

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2013 of the Company and our report dated March 3, 2014 expressed an unqualified opinion on those

financial statements and financial statement schedule.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas

March 3, 2014

**Table of Contents**

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item with respect to directors and executive officers is incorporated by reference to the material appearing under the headings Election of Directors and Executive Officer Profiles, respectively, in the Proxy Statement for our 2014 Annual Meeting of Stockholders. The information required by this item with respect to compliance with Section 16(a) of the Securities and Exchange Act of 1934, as amended, is incorporated by reference to the material appearing under the heading Section 16(a) Beneficial Ownership Reporting Compliance in the Proxy Statement for our 2014 Annual Meeting of Stockholders. The information required by this item with respect to the Audit Committee and Audit Committee financial experts is incorporated by reference to the material appearing in the Committee and Audit Committee sections under the heading Corporate Governance Board of Directors and Its Committees in the Proxy Statement for our 2014 Annual Meeting of Stockholders.

We have adopted a Code of Business Conduct for our employees and directors, including, specifically, our chief executive officer, our chief financial officer and our other executive officers. Our code satisfies the requirements for a code of ethics within the meaning of SEC rules. A copy of the code is posted on our Web site, [www.mcdermott.com/](http://www.mcdermott.com/) under Ethics Code of Business Conduct.

**Item 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated by reference to the material appearing under the headings Compensation Discussion and Analysis, Compensation of Directors, Compensation of Executive Officers, Compensation Committee Interlocks and Insider Participation and Compensation Committee Report in the Proxy Statement for our 2014 Annual Meeting of Stockholders.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item is incorporated by reference to (1) the Equity Compensation Plan Information table appearing in Item 5 Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities in Part II of this report and (2) the material appearing under the headings Security Ownership of Directors and Executive Officers and Security Ownership of Certain Beneficial Owners in the Proxy Statement for our 2014 Annual Meeting of Stockholders.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated by reference to the material appearing under the headings Certain Relationships and Related Transactions and Corporate Governance Director Independence in the Proxy Statement for our 2014 Annual Meeting of Stockholders.



**Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item is incorporated by reference to the material appearing under the heading

Ratification of Appointment of Independent Registered Public Accounting Firm for Year Ending December 31, 2014 in the Proxy Statement for our 2014 Annual Meeting of Stockholders.

**Table of Contents**

**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE**

The following documents are filed as part of this annual report or incorporated by reference:

**I. CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Operations for the Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2013, 2012 and 2011

Consolidated Balance Sheets as of December 31, 2013 and 2012

Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Equity for the Years Ended December 31, 2013, 2012 and 2011

Notes to Consolidated Financial Statements for the Years Ended December 31, 2013, 2012 and 2011

**II. CONSOLIDATED FINANCIAL STATEMENT SCHEDULE**

Schedule II is filed with this annual report. All other schedules for which provision is made of the applicable regulations of the SEC have been omitted because they are not required under the relevant instructions or because the required information is included in the financial statements or the related footnotes contained in this report.

**III. EXHIBITS**

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1           | McDermott International, Inc. s Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (File No. 1-08430)). |
| 3.2           | McDermott International, Inc. s Amended and Restated By-laws (incorporated by reference to Exhibit 3.2 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).                          |
| 3.3           |   |

Amended and Restated Certificate of Designation of Series D Participating Preferred Stock of McDermott International, Inc. (incorporated by reference to Exhibit 3.3 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (File No. 1-08430)).

- 4.1 Credit Agreement dated as of May 3, 2010, among J. Ray McDermott, S.A., McDermott International, Inc., the lenders and issuers party thereto, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to McDermott International, Inc. s Current Report on Form 8-K filed on May 7, 2010 (File No. 1-08430)).
- 4.2 Pledge and Security Agreement dated as of May 3, 2010, by McDermott International, Inc., J. Ray McDermott, S.A. and certain of their subsidiaries in favor of Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral Agent (incorporated by reference to Exhibit 10.2 to McDermott International, Inc. s Current Report on Form 8-K filed on May 7, 2010 (File No. 1-08430)).
- 4.3 New Borrower Joinder Agreement dated as of August 6, 2010, among McDermott International, Inc., J. Ray McDermott, S.A., and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.3 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).

**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 4.4           | Amendment No. 1 and Consent, dated as of August 19, 2011, entered into by and among McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Current Report on Form 8-K filed August 25, 2011 (File No. 1-08430)).       |
| 4.5           | Amendment No. 2 and Consent, dated as of March 25, 2013, entered into by and among McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Current Report on Form 8-K filed on March 25, 2013 (file No. 1-08430)).      |
| 4.6           | Amendment No. 3 to Credit Agreement, dated as of August 2, 2013, the parties to which include McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 (File No. 1-08430)). |
| 4.7           | Amendment No. 4, dated as of November 15, 2013, entered into by and among McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Current Report on Form 8-K filed on November 21, 2013 (File No. 1-08430)).            |
| 4.8           | Commitment Letter dated as of March 2, 2014 entered into by and between McDermott International, Inc. and Goldman Sachs Lending Partners LLC.  |

We and certain of our consolidated subsidiaries are parties to other debt instruments under which the total amount of securities authorized does not exceed 10% of our total consolidated assets. Pursuant to paragraph 4(iii)(A) of Item 601 (b) of Regulation S-K, we agree to furnish a copy of those instruments to the Commission upon its request.

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.1*         | McDermott International, Inc.'s Amended and Restated 2001 Directors & Officers Long-Term Incentive Plan (incorporated by reference to Appendix B to McDermott International, Inc.'s Proxy Statement on Schedule 14A filed on March 31, 2006 (File No. 1-08430)). |
| 10.2*         | Form of 2001 LTIP Stock Option Grant Agreement to Nonemployee Directors (incorporated by reference to Exhibit 10.5 to McDermott International, Inc.'s Current Report on Form 8-K filed on May 18, 2005 (File No. 1-08430)).                                      |

- 10.3\* 2009 McDermott International, Inc. Long-Term Incentive Plan (incorporated by reference to Appendix A to McDermott International, Inc. s Proxy Statement on Schedule 14A filed on March 27, 2009 (File No. 1-08430)).
- 10.4\* Form of 2009 LTIP 2010 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.32 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 1-08430)).

**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 10.5          | Assumption and Loss Allocation Agreement dated as of May 18, 2010 by and among ACE American Insurance Company and the Ace Affiliates (as defined therein), McDermott International, Inc. and Babcock & Wilcox Holdings, Inc. (incorporated by reference to Exhibit 10.6 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)). |
| 10.6          | Novation and Assumption Agreement dated as of May 18, 2010 by and among ACE American Insurance Company and the Ace Affiliates (as defined therein), Creole Insurance Company, Ltd. and Boudin Insurance Company, Ltd. (incorporated by reference to Exhibit 10.7 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).        |
| 10.7          | Novation and Assumption Agreement dated as of May 18, 2010 by and among McDermott International, Inc., Babcock & Wilcox Holdings, Inc., Boudin Insurance Company, Ltd. and Creole Insurance Company, Ltd. (incorporated by reference to Exhibit 10.8 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).                    |
| 10.8          | Tax Sharing Agreement dated as of June 7, 2010 between J. Ray Holdings, Inc. and Babcock & Wilcox Holdings, Inc. (incorporated by reference to Exhibit 10.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).   |
| 10.9          | Employee Matters Agreement, dated as of July 2, 2010, among McDermott International, Inc., McDermott Investments LLC, The Babcock & Wilcox Company and Babcock & Wilcox Investment Company (incorporated by reference to Exhibit 10.1 to McDermott International, Inc.'s Current Report on Form 8-K filed on July 2, 2010 (File No. 1-08430)).  |
| 10.10         | Amendment to Employee Matters Agreement, dated as of August 3, 2010, among McDermott International, Inc., McDermott Investments, LLC, The Babcock & Wilcox Company and Babcock & Wilcox Investment Company (incorporated by reference to Exhibit 10.2 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).                   |
| 10.11         | Amendment No. 2 to Employee Matters Agreement, dated as of August 10, 2010 among McDermott International, Inc., McDermott Investments, LLC, The Babcock & Wilcox Company and Babcock & Wilcox Investment Company (incorporated by reference to Exhibit 10.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 (File No. 1-08430)).        |
| 10.12*        | Form of Change in Control Agreement among McDermott International, Inc., J. Ray McDermott, Inc. and Stephen M. Johnson (incorporated by reference to Exhibit 10.9 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).   |
| 10.13*        | Form of Change in Control Agreement among McDermott International, Inc., J. Ray McDermott, Inc. and each of Perry L. Elders and certain other officers (incorporated by reference to Exhibit 10.10 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).  |
| 10.14*        | Form of Change in Control Agreement among McDermott International, Inc., J. Ray McDermott, Inc. and Liane K. Hinrichs (incorporated by reference to Exhibit 10.11 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).   |
| 10.15*        |   |

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 10-K

Form of 2009 LTIP Stock Option Grant Agreement for replacement grants in connection with the B&W spin-off (incorporated by reference to Exhibit 10.39 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).

10.16

Rabbi Trust Agreement by and between McDermott International, Inc. and Mellon Bank, N.A., as amended as of November 18, 2010 (incorporated by reference to Exhibit 10.43 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).

**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 10.17*        | McDermott International, Inc. Executive Incentive Compensation Plan (as amended and restated March 1, 2011) (incorporated by reference to Exhibit 10.45 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).                     |
| 10.18*        | Form of 2009 LTIP 2011 Total Shareholder Return Performance Share Grant Agreement (incorporated by reference to Exhibit 10.46 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).   |
| 10.19*        | Form of 2009 LTIP 2011 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.47 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).  |
| 10.20*        | Form of 2009 LTIP 2011 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.48 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).   |
| 10.21*        | McDermott International, Inc. Director and Executive Deferred Compensation Plan, as Amended and Restated November 8, 2011 (incorporated by reference to Exhibit 10.1 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (file No. 1-08430)). |
| 10.22*        | Form of 2009 LTIP 2012 Total Shareholder Return Performance Share Grant Agreement (incorporated by reference to Exhibit 10.1 to McDermott International, Inc. s Current Report on Form 8-K filed on March 6, 2012 (file No. 1-08430))   |
| 10.23*        | Form of 2009 LTIP 2012 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.2 to McDermott International, Inc. s Current Report on 8-K filed on March 6, 2012 (file No. 1-08430)).  |
| 10.24*        | Form of 2009 LTIP 2012 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.3 to McDermott International, Inc. s Current Report on Form 8-K filed on March 6, 2012 (file No. 1-08430)).  |
| 10.25*        | Summary of Named Executive Officer 2013 Salaries and Target EICP Compensation (incorporated by reference to Exhibit 10.31 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).   |
| 10.26*        | Form of 2009 LTIP March 5, 2013 Performance Share Grant Agreement (incorporated by reference to Exhibit 10.32 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).   |
| 10.27*        | Form of 2009 LTIP March 5, 2013 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.33 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).   |
| 10.28*        | Form of 2009 LTIP March 5, 2013 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.34 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).  |
| 10.29*        | Form of 2009 LTIP March 5, 2013 Retention Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.35 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).   |



- 10.30\* Letter Agreement dated October 17, 2013 between McDermott International, Inc. and David Dickson (incorporated by reference to Exhibit 10.1 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).

**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.31*        | Change of Control Agreement among McDermott International, Inc., McDermott, Inc. and David Dickson (incorporated by reference to Exhibit 10.2 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).   |
| 10.32*        | Retention Restricted Stock Award Grant Agreement dated as of October 31, 2013 between McDermott International, Inc. and David Dickson (incorporated by reference to Exhibit 10.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).          |
| 10.33*        | Form of Retention Restricted Stock Unit Grant Agreement dated as of August 8, 2013 between McDermott International, Inc. and various employees (incorporated by reference to Exhibit 10.4 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)). |
| 10.34*        | Separation Agreement dated as of October 29, 2013 between McDermott, Inc. and John T. McCormack (incorporated by reference to Exhibit 10.5 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).  |
| 10.35*        | Separation Agreement dated as of December 16, 2013 between McDermott, Inc. and Stephen M. Johnson.   |
| 12.1          | Ratio of Earnings to Fixed Charges.  |
| 21.1          | Significant Subsidiaries of the Registrant.  |
| 23.1          | Consent of Deloitte & Touche LLP.  |
| 31.1          | Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer.   |
| 31.2          | Rule 13a-14(a)/15d-14(a) certification of Chief Financial Officer.   |
| 32.1          | Section 1350 certification of Chief Executive Officer.   |
| 32.2          | Section 1350 certification of Chief Financial Officer.   |

\* Management contract or compensatory plan or arrangement.

|              |   |
|--------------|---|
| 101.INS XBRL | Instance Document                                 |
| 101.SCH XBRL | Taxonomy Extension Schema Document                |
| 101.CAL XBRL | Taxonomy Extension Calculation Linkbase Document  |
| 101.LAB XBRL | Taxonomy Extension Label Linkbase Document        |
| 101.PRE XBRL | Taxonomy Extension Presentation Linkbase Document |
| 101.DEF XBRL | Taxonomy Extension Definition Linkbase Document   |



Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

McDERMOTT INTERNATIONAL, INC.

By: /s/ David Dickson  
**David Dickson**  
**President and Chief Executive Officer**

March 3, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated and on the date indicated.

| <b>Signature</b>  | <b>Title</b>  |
|---|---|
| /s/ DAVID DICKSON<br><b>David Dickson</b>                 | President and Chief Executive Officer and Director<br>(Principal Executive Officer)                                 |
| /s/ PERRY L. ELDERS<br><b>Perry L. Elders</b>             | Senior Vice President and Chief Financial Officer (Principal<br>Financial Officer and Principal Accounting Officer) |
| /s/ JOHN F. BOOKOUT, III<br><b>John F. Bookout, III</b>   | Director  |
| /s/ ROGER A. BROWN<br><b>Roger A. Brown</b>               | Director  |
| /s/ STEPHEN G. HANKS<br><b>Stephen G. Hanks</b>           | Director  |
| /s/ GARY P. LUQUETTE<br><b>Gary P. Luquette</b>           | Director  |
| /s/ D. BRADLEY McWILLIAMS<br><b>D. Bradley McWilliams</b> | Director, Chairman of the Board   |
| /s/ WILLIAM H. SCHUMANN, III                              | Director  |

**William H. Schumann, III**

/s/ MARY L. SHAFER-MALICKI Director

**Mary L. Shafer-Malicki**

/s/ DAVID A. TRICE Director

**David A. Trice**

March 3, 2014

Table of Contents

## Schedule II

## McDERMOTT INTERNATIONAL, INC.

## VALUATION AND QUALIFYING ACCOUNTS

(In thousands)

| Description  | Balance at Beginning of Period | Additions                                    |                           | Balance at End of Period |
|--|--------------------------------|--|---------------------------|--------------------------|
|  |                                | Charged to Costs and Expenses <sup>(1)</sup> | Charged to Other Accounts |                          |
| Valuation Allowance for Deferred Tax Assets <sup>(2)</sup> |                                |  |                           |                          |
| Year Ended December 31, 2013                               | \$ 208,061                     | \$ 84,213                                    | \$ 114                    | \$ 292,388               |
| Year Ended December 31, 2012                               | \$ 160,266                     | \$ 48,711                                    | \$ (916)                  | \$ 208,061               |
| Year Ended December 31, 2011                               | \$ 95,734                      | \$ 72,502                                    | \$ (7,970)                | \$ 160,266               |

(1) Net of reductions and other adjustments, all of which are charged to costs and expenses.

(2) Amounts charged to other accounts included in other comprehensive loss

| Description                                  | Balance at Beginning of Period | Charged to Costs and Expenses | Additions  |             | Balance at End of Period |
|--|--------------------------------|-------------------------------|------------|-------------|--------------------------|
|  |                                |                               | Write-offs | Recoveries  |                          |
| Allowance for Doubtful and Disputed Accounts |                                |                               |            |             |                          |
| Year Ended December 31, 2013                 | \$ 21,116                      | \$ 11,674                     | \$ (3,386) | \$          | \$ 30,404                |
| Year Ended December 31, 2012                 | \$ 24,682                      | \$                            | \$ (2,558) | \$ (8)      | \$ 22,116                |
| Year Ended December 31, 2011                 | \$ 29,561                      | \$ 31,897                     | \$ (1,757) | \$ (35,019) | \$ 24,682                |

**Table of Contents****INDEX TO EXHIBITS****3. EXHIBITS****Exhibit****Number****Description**

- 3.1 McDermott International, Inc.'s Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (File No. 1-08430)).
- 3.2 McDermott International, Inc.'s Amended and Restated By-laws (incorporated by reference to Exhibit 3.2 to McDermott International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).
- 3.3 Amended and Restated Certificate of Designation of Series D Participating Preferred Stock of McDermott International, Inc. (incorporated by reference to Exhibit 3.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (File No. 1-08430)).
- 4.1 Credit Agreement dated as of May 3, 2010, among J. Ray McDermott, S.A., McDermott International, Inc., the lenders and issuers party thereto, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to McDermott International, Inc.'s Current Report on Form 8-K filed on May 7, 2010 (File No. 1-08430)).
- 4.2 Pledge and Security Agreement dated as of May 3, 2010, by McDermott International, Inc., J. Ray McDermott, S.A. and certain of their subsidiaries in favor of Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral Agent (incorporated by reference to Exhibit 10.2 to McDermott International, Inc.'s Current Report on Form 8-K filed on May 7, 2010 (File No. 1-08430)).
- 4.3 New Borrower Joinder Agreement dated as of August 6, 2010, among McDermott International, Inc., J. Ray McDermott, S.A., and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).
- 4.4 Amendment No. 1 and Consent, dated as of August 19, 2011, entered into by and among McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Current Report on Form 8-K filed August 25, 2011 (File No. 1-08430)).
- 4.5 Amendment No. 2 and Consent, dated as of March 25, 2013, entered into by and among McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Current Report on Form 8-K filed on March 25, 2013 (file No. 1-08430)).

- 4.6 Amendment No. 3 to Credit Agreement, dated as of August 2, 2013, the parties to which include McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 (File No. 1-08430)).



**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 4.7           | Amendment No. 4, dated as of November 15, 2013, entered into by and among McDermott International, Inc., as borrower, certain of its wholly owned subsidiaries, as guarantors, certain banks and financial institutions executing the signature pages thereto, as lenders and letter of credit issuers, and Crédit Agricole Corporate and Investment Bank, as administrative agent and collateral agent (incorporated by reference to Exhibit 4.1 to McDermott International, Inc.'s Current Report on Form 8-K filed on November 21, 2013 (File No. 1-08430)). |
| 4.8           | Commitment Letter dated as of March 2, 2014 entered into by and between McDermott International, Inc. and Goldman Sachs Lending Partners LLC.   |

We and certain of our consolidated subsidiaries are parties to other debt instruments under which the total amount of securities authorized does not exceed 10% of our total consolidated assets. Pursuant to paragraph 4(iii)(A) of Item 601 (b) of Regulation S-K, we agree to furnish a copy of those instruments to the Commission upon its request.

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 10.1*         | McDermott International, Inc.'s Amended and Restated 2001 Directors & Officers Long-Term Incentive Plan (incorporated by reference to Appendix B to McDermott International, Inc.'s Proxy Statement on Schedule 14A filed on March 31, 2006 (File No. 1-08430)).  |
| 10.2*         | Form of 2001 LTIP Stock Option Grant Agreement to Nonemployee Directors (incorporated by reference to Exhibit 10.5 to McDermott International, Inc.'s Current Report on Form 8-K filed on May 18, 2005 (File No. 1-08430)).   |
| 10.3*         | 2009 McDermott International, Inc. Long-Term Incentive Plan (incorporated by reference to Appendix A to McDermott International, Inc.'s Proxy Statement on Schedule 14A filed on March 27, 2009 (File No. 1-08430)).  |
| 10.4*         | Form of 2009 LTIP 2010 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.32 to McDermott International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 1-08430)).  |
| 10.5          | Assumption and Loss Allocation Agreement dated as of May 18, 2010 by and among ACE American Insurance Company and the Ace Affiliates (as defined therein), McDermott International, Inc. and Babcock & Wilcox Holdings, Inc. (incorporated by reference to Exhibit 10.6 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)). |
| 10.6          | Novation and Assumption Agreement dated as of May 18, 2010 by and among ACE American Insurance Company and the Ace Affiliates (as defined therein), Creole Insurance Company, Ltd. and Boudin Insurance Company, Ltd. (incorporated by reference to Exhibit 10.7 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).        |
| 10.7          | Novation and Assumption Agreement dated as of May 18, 2010 by and among McDermott International, Inc., Babcock & Wilcox Holdings, Inc., Boudin Insurance Company, Ltd. and Creole   |

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 10-K

Insurance Company, Ltd. (incorporated by reference to Exhibit 10.8 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).

10.8 Tax Sharing Agreement dated as of June 7, 2010 between J. Ray Holdings, Inc. and Babcock & Wilcox Holdings, Inc. (incorporated by reference to Exhibit 10.3 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).

**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.9          | Employee Matters Agreement, dated as of July 2, 2010, among McDermott International, Inc., McDermott Investments LLC, The Babcock & Wilcox Company and Babcock & Wilcox Investment Company (incorporated by reference to Exhibit 10.1 to McDermott International, Inc.'s Current Report on Form 8-K filed on July 2, 2010 (File No. 1-08430)).   |
| 10.10         | Amendment to Employee Matters Agreement, dated as of August 3, 2010, among McDermott International, Inc., McDermott Investments, LLC, The Babcock & Wilcox Company and Babcock & Wilcox Investment Company (incorporated by reference to Exhibit 10.2 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).            |
| 10.11         | Amendment No. 2 to Employee Matters Agreement, dated as of August 10, 2010 among McDermott International, Inc., McDermott Investments, LLC, The Babcock & Wilcox Company and Babcock & Wilcox Investment Company (incorporated by reference to Exhibit 10.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 (File No. 1-08430)). |
| 10.12*        | Form of Change in Control Agreement among McDermott International, Inc., J. Ray McDermott, Inc. and Stephen M. Johnson (incorporated by reference to Exhibit 10.9 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).  |
| 10.13*        | Form of Change in Control Agreement among McDermott International, Inc., J. Ray McDermott, Inc. and each of Perry L. Elders and certain other officers (incorporated by reference to Exhibit 10.10 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).   |
| 10.14*        | Form of Change in Control Agreement among McDermott International, Inc., J. Ray McDermott, Inc. and Liane K. Hinrichs (incorporated by reference to Exhibit 10.11 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 1-08430)).  |
| 10.15*        | Form of 2009 LTIP Stock Option Grant Agreement for replacement grants in connection with the B&W spin-off (incorporated by reference to Exhibit 10.39 to McDermott International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).  |
| 10.16         | Rabbi Trust Agreement by and between McDermott International, Inc. and Mellon Bank, N.A., as amended as of November 18, 2010 (incorporated by reference to Exhibit 10.43 to McDermott International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).   |
| 10.17*        | McDermott International, Inc. Executive Incentive Compensation Plan (as amended and restated March 1, 2011) (incorporated by reference to Exhibit 10.45 to McDermott International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).  |
| 10.18*        | Form of 2009 LTIP 2011 Total Shareholder Return Performance Share Grant Agreement (incorporated by reference to Exhibit 10.46 to McDermott International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).  |
| 10.19*        | Form of 2009 LTIP 2011 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.47 to McDermott International, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).   |
| 10.20*        |  |

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 10-K

Form of 2009 LTIP 2011 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.48 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2010 (file No. 1-08430)).

10.21\*

McDermott International, Inc. Director and Executive Deferred Compensation Plan, as Amended and Restated November 8, 2011 (incorporated by reference to Exhibit 10.1 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (file No. 1-08430)).

**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.22*        | Form of 2009 LTIP 2012 Total Shareholder Return Performance Share Grant Agreement (incorporated by reference to Exhibit 10.1 to McDermott International, Inc. s Current Report on Form 8-K filed on March 6, 2012 (file No. 1-08430))  |
| 10.23*        | Form of 2009 LTIP 2012 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.2 to McDermott International, Inc. s Current Report on 8-K filed on March 6, 2012 (file No. 1-08430)).   |
| 10.24*        | Form of 2009 LTIP 2012 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.3 to McDermott International, Inc. s Current Report on Form 8-K filed on March 6, 2012 (file No. 1-08430)).   |
| 10.25*        | Summary of Named Executive Officer 2013 Salaries and Target EICP Compensation (incorporated by reference to Exhibit 10.31 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).  |
| 10.26*        | Form of 2009 LTIP March 5, 2013 Performance Share Grant Agreement (incorporated by reference to Exhibit 10.32 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).  |
| 10.27*        | Form of 2009 LTIP March 5, 2013 Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.33 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).  |
| 10.28*        | Form of 2009 LTIP March 5, 2013 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.34 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).   |
| 10.29*        | Form of 2009 LTIP March 5, 2013 Retention Restricted Stock Unit Grant Agreement (incorporated by reference to Exhibit 10.35 to McDermott International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2012 (file No. 1-08430)).  |
| 10.30*        | Letter Agreement dated October 17, 2013 between McDermott International, Inc. and David Dickson (incorporated by reference to Exhibit 10.1 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).  |
| 10.31*        | Change of Control Agreement among McDermott International, Inc., McDermott, Inc. and David Dickson (incorporated by reference to Exhibit 10.2 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).   |
| 10.32*        | Retention Restricted Stock Award Grant Agreement dated as of October 31, 2013 between McDermott International, Inc. and David Dickson (incorporated by reference to Exhibit 10.3 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).          |
| 10.33*        | Form of Retention Restricted Stock Unit Grant Agreement dated as of August 8, 2013 between McDermott International, Inc. and various employees (incorporated by reference to Exhibit 10.4 to McDermott International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)). |
| 10.34*        |  |

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 10-K

Separation Agreement dated as of October 29, 2013 between McDermott, Inc. and John T. McCormack (incorporated by reference to Exhibit 10.5 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 1-08430)).

**Table of Contents****Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.35*        | Separation Agreement dated as of December 16, 2013 between McDermott, Inc. and Stephen M. Johnson. |
| 12.1          | Ratio of Earnings to Fixed Charges.  |
| 21.1          | Significant Subsidiaries of the Registrant.  |
| 23.1          | Consent of Deloitte & Touche LLP.  |
| 31.1          | Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer.                                 |
| 31.2          | Rule 13a-14(a)/15d-14(a) certification of Chief Financial Officer.                                 |
| 32.1          | Section 1350 certification of Chief Executive Officer.   |
| 32.2          | Section 1350 certification of Chief Financial Officer.   |

\* Management contract or compensatory plan or arrangement.

|              |   |
|--------------|---|
| 101.INS XBRL | Instance Document                                 |
| 101.SCH XBRL | Taxonomy Extension Schema Document                |
| 101.CAL XBRL | Taxonomy Extension Calculation Linkbase Document  |
| 101.LAB XBRL | Taxonomy Extension Label Linkbase Document        |
| 101.PRE XBRL | Taxonomy Extension Presentation Linkbase Document |
| 101.DEF XBRL | Taxonomy Extension Definition Linkbase Document   |