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

## FORM 10-K

**(Mark One)**

x **Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended December 31, 2004**

**or**

¨ **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from to**

**Commission File Number 0-22303**

# GULF ISLAND FABRICATION, INC.
**(Exact name of registrant as specified in its charter)**

| **Louisiana**<br>**(State or other jurisdiction of incorporation or organization)** | **72-1147390**<br>**(I.R.S. Employer Identification Number)** |
|---|---|
| **583 Thompson Road, Houma, Louisiana**<br>**(Address of principal executive offices)** | **70363**<br>**(zip code)** |

**(985) 872-2100**
**(Registrant's telephone number, including area code)**

Securities registered pursuant to Section 12(g) of the Act: common stock, no par value per share.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark 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 an accelerated filer (as defined in Rule 12b-2 of the Act). Yes *x* No ¨

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant at June 30, 2004 was approximately $196,808,125.

The number of shares of the registrant's common stock, no par value per share, outstanding at February 1, 2005 was 12,170,541.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement prepared for use in connection with the registrant's 2005 Annual Meeting of Shareholders to be held April 27, 2005 have been incorporated by reference into Part III of this Form 10-K.

**GULF ISLAND FABRICATION, INC.**
**ANNUAL REPORT ON FORM 10-K FOR**
**THE FISCAL YEAR ENDED DECEMBER 31, 2004**

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## PART I

### Items 1 and 2. Business and Properties

*Certain technical terms are defined in the "Glossary of Certain Technical Terms" beginning on page G-1.*

### General

Gulf Island Fabrication, Inc. (the "Company"), together with its subsidiaries, is a leading fabricator of offshore drilling and production platforms and other specialized structures used in the development and production of offshore oil and gas reserves. Structures and equipment fabricated by the Company include jackets and deck sections of fixed production platforms; hull and/or deck sections of floating production platforms (such as tension leg platforms ("TLPs")), "SPARs and FPSOs"; piles, wellhead protectors, subsea templates and various production, compressor and utility modules; and offshore living quarters. Services provided by the Company include offshore interconnect pipe hook-up; inshore marine construction; manufacture and repair of pressure vessels; and steel warehousing and sales.

The Company was founded in 1985 by a group of investors, including Alden J. "Doc" Laborde and Huey J. Wilson, and began operations at its fabrication yard on the Houma Navigation Canal in southern Louisiana, approximately 30 miles from the Gulf of Mexico. The Company's primary facilities are located on 630 acres, of which 283 are currently developed for fabrication activities with 347 acres available for future expansion. These facilities allow the Company to build jackets for installation in water depths of up to 800 feet and deck sections for fixed or floating production platforms for use in unlimited water depths. In addition, the Company is able to build certain hull sections of floating production platforms, typically for use in water depths greater than 1,000 feet.

On January 2, 1997, Gulf Island Fabrication, Inc. acquired Dolphin Services, Inc. and two related companies (collectively, "Dolphin Services"), which perform offshore and inshore fabrication and construction services (the "Dolphin Acquisition"), and in April 1997, completed the initial public offering (the "Initial Public Offering") of its common stock, no par value per share (the "Common Stock"). Effective January 1, 1998, the Company acquired all of the outstanding shares of Southport, Inc. (reorganized effective December 31, 2002 as "Southport, L.L.C.," a Louisiana limited liability company) and it's wholly owned subsidiary Southport International, Inc. (collectively "Southport"). Southport specializes in the fabrication of living quarters for offshore platforms.

In April 1998 the Company formed a limited liability company called MinDOC, L.L.C. to patent, design and market a deepwater floating, drilling, and production concept ("MinDOC"). During 2001, three of the participants terminated their respective interests in MinDOC, L.L.C. thus, effective October 1, 2001, the Company owns a 60% interest in MinDOC, L.L.C. and the balance is owned by an architectural/engineering company.

In November 1999 the Company announced that it had formed a wholly owned subsidiary, Gulf Island MinDOC Company ("GIMCO"), to develop and market deepwater oil and gas production structures, including a MinDOC. When fully operational, the subsidiary will be headquartered in Houston, Texas.

Effective as of January 1, 2000, all of the operating assets, buildings and properties owned directly by the Company were placed in Gulf Island, L.L.C., a wholly owned subsidiary formed to conduct all of the fabrication and other operations previously conducted directly by the Company. As a result, Gulf Island Fabrication, Inc. now serves as a holding company and conducts all of its operations through its subsidiaries.

### Website and Electronic Posting Disclosures

The Company's website address is www.gulfisland.com. The Company makes available, on or through its website, without charge and on the day such material is filed with the Securities and Exchange Commission ("SEC"), its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and

amendments to those reports. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The SEC's website address is www.sec.gov. Our website and the information contained therein or connected thereto are not intended to be incorporated into this report on Form 10-K.

**Description of Operations**

The Company's primary activity is the fabrication of offshore drilling and production platforms, including jackets and deck sections of fixed production platforms, hull and/or deck sections of floating production platforms (such as TLPs, SPARs, and FPSOs), piles, wellhead protectors, subsea templates and various production, compressor and utility modules. The Company also has the ability to produce and repair pressure vessels used in the oil and gas industry, refurbish existing platforms, fabricate various other types of steel structures, and fabricate living quarters for installation on such platforms.

The Company uses the latest welding and fabrication technology available, and all of the Company's products are manufactured in accordance with industry standards and specifications, including those published by the American Petroleum Institute, the American Welding Society and the American Society of Mechanical Engineers. The quality management systems of all the Company's operating subsidiaries are certified as ISO 9001-2000 quality assurance programs. See "—Safety and Quality Assurance."

***Fabrication of Offshore Platforms.*** The Company fabricates structural components of fixed platforms for use in the offshore development and production of oil and gas. A fixed platform is the traditional type of platform used for the offshore development and production of oil and gas, although in recent years there has been an increase in the use of floating production platforms as a result of increased drilling and production activities in deeper waters. Most fixed platforms built today can accommodate both drilling and production operations. These combination platforms are large and generally more costly than single-purpose structures. However, because directional drilling techniques permit a number of wells to be drilled from a single platform and because drilling and production can take place simultaneously, combination platforms are often more cost effective.

The most common type of fixed platform consists of a jacket (a tubular steel, braced structure extending from the mudline on the seabed to a point above the water surface) which is supported on tubular pilings driven deep into the seabed and supports the deck structure located above the level of storm waves. The deck structure, extending above the surface of the water and attached to the tubular pilings extending out of the top end of the jacket, is designed to accommodate multiple functions, including drilling, production, separating, gathering, piping, compression, well support and crew quartering. Platforms can be joined by bridges to form complexes of platforms for very large developments or to improve safety by dividing functions among specialized platforms. Jacket-type platforms are generally the most viable solution for water depths of 1,000 feet or less. Although there is no height limit to the size of the jackets that can be fabricated at the Company's facilities, the dimensions of the Houma Navigation Canal prevent the transportation to the Gulf of Mexico of most jackets designed for water depths exceeding 800 feet. The Company can, however, build decks, piping and equipment modules, living quarters, piles and other components of platforms for installation in any water depth. Often, customers split projects among fabricators, contracting with different companies for the fabrication of the jacket, deck sections, living quarters and piles for the same platform. Through the construction of these components the Company participates in the construction of platforms requiring jackets and/or hulls that are larger than those the Company can transport through the Houma Navigation Canal.

Most of the steel used in the Company's operations arrives at the Company's fabrication yards as steel plate. The plate is cut and rolled into tubular sections at rolling mills in the fabrication yards. The tubular sections (which vary in diameter, up to 12 feet) are welded together in long straight tubes to become legs or into shorter tubes to become part of the network of bracing that supports the legs. Various cuts and welds in the fabrication process are made by computer-controlled equipment that operates from data developed during the design of the structure. The Company's ability to fabricate and assemble the large tubular sections needed for jackets built for use in water depths over 300 feet distinguish the Company from all but three of its domestic competitors.

Jackets are built on skidways (which are long parallel rails along which the jacket will slide when it is transferred to a barge for towing out to sea) and are generally built in sections so that much of their fabrication is done on the ground. As each section of legs and bracing is complete, large crawler cranes pick up an entire side and “roll up” the section, which is then joined to another uprighted section. When a jacket is complete and ready for launch, it is pulled along the skidway onto a launch barge, which is gradually deballasted to compensate for the weight of the structure as more of it moves aboard the barge. Using ocean-going tugs, the barge and jacket are transported to the offshore installation site.

Decks are built either as single structures or in sections and are installed on location by marine construction contractors. The composition and quantity of petroleum in the well stream generally determine the makeup of the production deck on a processing platform. Typical deck equipment includes crude oil pumps, gas and oil separators and gas compressors. Unlike large jackets, which are transported in a horizontal position, decks are transported upright and, as a result, are not subject to the width restrictions of the Houma Navigation Canal. Therefore, the only limitation on the Company’s ability to fabricate decks is the weight capacity of the barges that transport the decks from the Company’s yard to the installation site. Barges currently exist that have the weight capacity and other characteristics required to transport even the largest of the decks currently installed in the Gulf of Mexico, and management believes that currently there are no decks installed in the Gulf of Mexico that could not have been constructed at the Company’s facilities. While larger deck structures to be built in the future could exceed the capacities of currently existing barges, management does not believe that this will materially affect its share of the market for deck construction. Decks are installed on fixed and floating platforms.

The Company can also fabricate sections of, and structures used in connection with, TLPs. TLPs consist of a deck that sits atop one or more column-shaped hulls, which are positioned on site with vertical tendons running from the hulls to the seabed. The tendons hold the hulls partially submerged and are highly tensioned using the buoyancy of the hulls. This system develops a restoring force against wave, wind and current actions in proportion to the lateral displacement of the vessel. Wells for a TLP are often pre-drilled through a subsea template. Long, flexible production risers, which carry the petroleum to the deck of the TLP, are supported in tension by mechanical tensioner machines on the platform’s deck and are directly subject to wave, wind and current forces. TLPs can be used in any water depth and are generally better suited than fixed platforms for water depths greater than 1,000 feet.

The size of a TLP depends on a number of factors, including the intended scope of production of the platform, the length of the production risers connected to the platform, the size of the deck to be installed on the platform and the water depth for which the platform is designed. The Company can fabricate deck sections for use with TLPs of any size. The constraints of the Houma Navigation Canal, however, limit the Company’s ability to deliver certain hulls for use with TLPs, depending on the size and weight of the hull sections. The Company completed the fabrication of the deck section and floating hull of TLPs designed for installation in 1,800 and 3,200 feet of water and believes that these were the first two TLPs of this size to be constructed entirely in the United States. With TLP’s and other floating concepts as the alternative of choice for deepwater drilling and production platforms, and the Company’s participation in this arena firmly established, the Company will participate in the continued expansion into the deepwater areas.

The Company has fabricated subsea templates for use in connection with TLPs, which are structures that are installed on the seabed before development drilling begins. As exploration and drilling move into the deepwater of the Gulf of Mexico, the Company believes that there will be increased opportunities to fabricate subsea templates, as well as decks and other structures, for use in connection with TLPs.

The Company also fabricates piles and other rolled goods, templates, bridges for connecting offshore platforms, wellhead protectors, various production, compressor and utility modules and other structures used in offshore oil and gas production and development activities. All of the Company’s products are installed by marine construction contractors.

Through Dolphin Services, the Company also provides interconnect piping services on offshore platforms, inshore steel and wood structure construction, fabrication of pressure vessels and large and small packaged skid units, and steel warehousing and sales. Interconnect piping services involve sending employee crews to offshore platforms that have been installed in the Gulf of Mexico in order to perform welding and other activities required to connect production equipment, service modules and other equipment to a platform prior to its becoming operational. Dolphin Services also contracts with oil and gas companies that have platforms and other structures located in the inland lakes and bays throughout the Southeast for various on-site construction and maintenance activities. At its existing facility located a quarter of a mile from the Company's main yard, Dolphin Services can fabricate jackets up to 100 feet tall along with decks and other steel structures. Dolphin Services has also been active in the refurbishment of existing platforms. Platform operators occasionally remove platforms previously installed in the Gulf of Mexico and return the platforms to a fabricator for refurbishment, which usually consists of general repairs, maintenance work and modification. Dolphin also serves the state and local governments with various municipal and drainage projects such as pump stations, levee reinforcement, bulkheads and other levee and drainage projects.

Through Southport, the Company fabricates living quarters, primarily for offshore platforms, ranging in size from 4 to 250 beds. Also, through Southport, the Company provides onshore and offshore scaffolding and piping insulation services.

**Facilities and Equipment**

***Facilities.*** The Company's corporate headquarters and Gulf Island, L.L.C.'s main fabrication yard are located on the east bank of the Houma Navigation Canal at Houma, Louisiana, approximately 30 miles from the Gulf of Mexico. This facility is situated on approximately 140 acres, of which 100 acres are developed for fabrication, and includes several buildings totaling 25,000 square feet that house administrative staff, 267,000 square feet of covered fabrication area, over 17,000 square feet of warehouse storage area and 8,000 square feet of training and medical facilities. The main yard also has approximately 2,800 linear feet of water frontage, of which 1,500 feet is steel bulkhead that permits loadout of heavy structures.

Gulf Island, L.L.C.'s west yard is located across the Houma Navigation Canal from the main yard on 437 acres, 130 acres of which are developed for fabrication and over 300 acres of which are unimproved land that could be used for expansion. The west yard, which has approximately 72,000 square feet of covered fabrication area and 4,600 square feet of warehouse storage area, spans 6,750 linear feet of the Houma Navigation Canal, of which 2,350 feet is steel bulkhead.

Dolphin Services operates from a 30-acre site located approximately a quarter of a mile from Gulf Island L.L.C.'s main yard on a channel adjacent to the Houma Navigation Canal. The facility includes a 9,900 square foot building that houses administrative staff, approximately 32,000 square feet of covered fabrication area, 1,500 square feet of warehouse storage area, a 10,000 square foot blasting and coating facility and approximately 990 linear feet of water frontage, of which 660 feet is steel bulkhead. Dolphin Services also operates a commercial steel sales division and a pressure vessel shop. The steel sales division operates a three acre facility adjacent to Gulf Island, L.L.C.'s main yard with a product line that includes pressure vessel plates and other products that utilize Gulf Island, L.L.C.'s capability to process the steel by cutting, shaping, forming and painting.

The vessel shop can manufacture pressure vessels up to eleven feet in diameter and eight inches in thickness. The shop is equipped with a Cypress Circle Cutter, auto core flux and submerged arc welding equipment. The vessel shop can also accommodate the construction of a 50 ton skid unit inside the facility.

Southport operates on the east bank of the Houma Navigation Canal across Thompson Road from Gulf Island, L.L.C.'s main fabrication yard. The facility covers 23 acres and includes a two-story, 5,000 square foot administration building with an attached 5,300 square foot warehouse. Also located on the property is an additional two-story, 2,100 square foot administration building. The property has approximately 1,850 linear feet of water frontage, of which 380 linear feet is steel bulkhead that permits docking of large ocean going vessels and the loadout of heavy loads.

The Company owns all of the foregoing properties.

***Equipment.*** Gulf Island, L.L.C.'s main yard houses its Model 34 and Model 20 plate bending rolls, a Frye Wheelabrator and a U.S. Filter grit blast system, a hydraulic plate shear, a hydraulic press brake, and various other equipment needed to build offshore structures and fabricate steel components. Gulf Island, L.L.C.'s west yard has a Bertsch Model 38 plate bending roll, a computerized Vernon brace coping machine used for cutting steel in complex geometric section, and various other equipment used in the Company's fabrication business. In November 2004, the Company signed an agreement to purchase an additional Vernon brace coping machine to be delivered in the first quarter of 2005. The new brace coping machine is an upgrade from the existing machine and will be installed in the west yard and the machine currently in the west yard will be installed in the main yard. The new brace coping machine can handle pipe up to 1,500 pounds per foot and 54" outer diameter compared to the capacity of the current machine which is 1,000 pounds per foot and 48" outer diameter. The Company anticipates gaining efficiencies in the cutting process because the new machine can cut 360 degrees without repositioning itself. Also, by having two machines the Company can essentially double its' capacity to cut braces thereby reducing idle production time in the yard. Gulf Island, L.L.C. has a computerized numeric controlled plasma-arc cutting system that cuts and bevels steel up to one inch thick at a rate of two hundred inches per minute. The system can also etch into steel for piece markings and layout markings at a rate of three hundred inches per minute. Gulf Island, L.L.C. also owns 16 crawler cranes, which range in tonnage capacity from 150 to 500 tons each and service both of Gulf Island, L.L.C.'s yards. Gulf Island, L.L.C. may rent additional cranes on a monthly basis in times of very high activity levels. Gulf Island, L.L.C. owns six, rubber tired, hydraulic modular transporters (KAMAG—Type 2406) that allow fabricated deck sections that weigh as much as 1,200 tons to be transported around the facility. The transporters allow easier load-out of smaller decks and they provide more agility for the movement of deck sections throughout the yard than cranes. In November 2004, the Company purchased a deck barge measuring approximately 200' long, 72' wide with a depth of 14'. The barge will give the Company the ability to move material and equipment to and from the various facilities more conveniently and reduce the cost of barge rentals and certain other transportation cost. Gulf Island, L.L.C. performs routine repairs and maintenance on all of its equipment.

Gulf Island, L.L.C.'s plate bending rolls allow it to roll and weld into tubular pipe sections approximately 50,000 tons of plate per year. By having such capacity at its fabrication facility, Gulf Island, L.L.C. is able to coordinate all aspects of platform construction, thereby reducing the risk of cost overruns, delays in project completion, and labor costs. In addition, these facilities allow Gulf Island, L.L.C. to participate as subcontractor on projects awarded to other contractors. The Company has a state of the art, fully enclosed, and environmentally friendly blast and coating facility that can operate 24 hours a day. The facility is automated and provides blasting and coating activities in support of the Company's fabrication projects. The design output of the facility also allows the Company to provide blast and paint services to the local shipbuilding industry. The use of this equipment provides the Company a competitive advantage by reducing labor costs and demonstrates the Company's commitment to being a good neighbor to the community and the environment.

Dolphin Services owns three spud barges and leases one for use in connection with its inshore construction activities. Each barge is equipped with a crane with a lifting capacity of 60 to 100 tons each. Dolphin Services also owns three Manitowoc 4100 cranes with lifting capacities of 200 to 230 tons each and two smaller crawler cranes with lifting capacities of 60 tons each.

**Materials and Supplies**

The principal materials and supplies used by the Company in its fabrication business, standard steel shapes, steel plate, welding gases, fuel oil, gasoline and paint, are currently available from many sources, and the Company does not depend upon any single supplier or source. However, the continued consolidation of the domestic steel industry and an increased demand from China has put a strain on the worldwide supply of raw materials required to produce steel. China currently consumes one-third of the world output of rolled steel. Steel delivery times and pricing per ton have increased over the past 14 months. What was a standard delivery of 6-8 weeks for steel is now 8-12 weeks for heat treated as well as standard material. In addition the weak U.S. dollar

together with growing global demand has allowed U.S. steel mills to increase prices. To cover the increased cost of the raw materials, steel companies are adding surcharges on steel. These surcharges change every month and are typically passed on to the customer.

**Safety and Quality Assurance**

Management is concerned with the safety and health of the Company's employees and maintains a stringent safety assurance program to reduce the possibility of costly accidents. The Company's safety department establishes guidelines to ensure compliance with all applicable state and federal safety regulations and provides training and safety education through orientations for new employees and subcontractors, daily crew safety meetings and first aid and CPR training. The Company also employs five in-house medical personnel. The Company has a comprehensive drug program and conducts periodic employee health screenings. A safety committee, whose members consist of management representatives and peer-elected field representatives, meets once a month to discuss safety concerns and suggestions that could prevent accidents. The Company also rewards its employees with safety awards every four months. These awards are the result of observations and audits performed by the safety department and front line supervision.

The Company fabricates to the standards of the American Petroleum Institute, the American Welding Society, the American Society of Mechanical Engineers and specific customer specifications. The Company uses welding and fabrication procedures in accordance with the latest technology and industry requirements. Training programs have been instituted to upgrade skilled personnel and maintain high quality standards. In addition, the Company maintains on-site facilities for the non-destructive testing of all welds, which process is performed by an independent contractor.

The quality management systems of Gulf Island, L.L.C., Dolphin Services and Southport are certified as ISO 9001-2000 programs. ISO 9001-2000 is an internationally recognized verification system for quality management overseen by the International Standard Organization based in Geneva, Switzerland. The certification is based on a review of the Company's programs and procedures designed to maintain and enhance quality production and are subject to annual review and recertification.

**Customers and Contracting**

The Company's customers are primarily major and independent oil and gas exploration and production companies. The Company also may perform work as a sub-contractor for one or more of its competitors. Over the past five years, sales of structures used in the Gulf of Mexico by oil and gas exploration and production companies accounted for approximately 81% of the Company's revenue. The balance of its revenue was derived from the fabrication of structures installed outside the Gulf of Mexico, including offshore Canada, West Africa, Latin America and the Caribbean.

A large portion of the Company's revenue has historically been generated by a few customers, although not necessarily the same customers from year-to-year. For example, the Company's largest customers (those which individually accounted for more than 10% of revenue in a given year) accounted for 45% of revenue (21% Kerr McGee Corporation, 12% BHP Billiton, LTD, and 12% J. Ray McDermott, S.A.) in 2004, 43% of revenue (22% J. Ray McDermott, S.A., 11% Kerr McGee Corporation, and 10% El Paso Corporation) in 2003, and 51% of revenue (20% Single Buoy Mooring, Inc., 19% Kerr-McGee Corporation, and 12% ExxonMobil Corporation) in 2002. In addition, at December 31, 2004, 90% of the Company's backlog, which consist of work remaining at December 31, 2004 and commitments received since December 31, 2004, was attributable to 10 projects involving six customers. The level of fabrication that the Company may provide to any particular customer depends, among other things, on the size of that customer's capital expenditure budget devoted to platform construction plans in a particular year and the Company's ability to meet the customer's delivery schedule. Thus, customers that account for a significant portion of revenue in one fiscal year may represent an immaterial portion of revenue in subsequent years.

While customers may consider other factors, including the availability, capability, reputation and safety record of a contractor, price and the ability to meet a customer's delivery schedule are the principal factors on which the Company is awarded contracts. The Company's contracts generally vary in length from one month to twenty-four months depending on the size and complexity of the project. Generally, the Company's contracts and projects are subject to termination at any time prior to completion, at the option of the customer. Upon termination, however, the customer is generally required to pay the Company for work performed and materials purchased through the date of termination and, in some instances, cancellation fees.

Most of the Company's projects are awarded on a fixed-price or alliance/partnering basis. Under fixed-price contracts, the Company receives the price fixed in the contract, subject to adjustment only for change orders approved by the customer. As a result, the Company retains all cost savings but is also responsible for all cost overruns. Under typical alliance/partnering arrangements, the Company and the customer agree in advance to a target price that includes specified levels of labor and material costs and profit margins. If the project is completed at less cost than that targeted in the contract, the contract price is reduced by a portion of the savings. If the cost of completion is greater than that targeted in the contract, the contract price is increased, but generally to the target price plus the actual incremental cost of materials and direct labor costs. Accordingly, under alliance/partnering arrangements, the Company has some protection from cost overruns but also shares a portion of any cost savings with the customer. Under cost-plus arrangements, the Company receives a specified fee in excess of its direct labor and material cost and so is protected against cost overruns but does not benefit directly from cost savings. Because the Company generally prices materials as pass-through items on its contracts, the cost and productivity of the Company's labor force are the primary factors affecting the Company's operating costs. Consequently, it is essential that the Company control the cost and productivity of the direct labor hours worked on the Company's projects. As an aid to achieving this control, the Company places a single project manager in charge of the production operations related to each project and gives significant discretion to the project manager, with oversight by the applicable subsidiary's President and the Company's Executive Vice President of Operations. As an incentive to control costs, the Company gives bonuses to its employees totaling 5% of the Company's income before taxes.

**Seasonality**

Although high activity levels in the oil and gas industry and capacity limitations can somewhat diminish the seasonality of the Company's operations, the Company's operations have historically been subject to seasonal variations in weather conditions and daylight hours. Since most of the Company's construction activities take place outdoors, the number of direct labor hours worked generally declines during the winter months due to an increase in rainy and cold conditions and a decrease in daylight hours. In addition, the Company's customers often schedule the completion of their projects during the summer months in order to take advantage of the milder weather during such months for the installation of their platforms. In recent years, seasonality has had less of an impact on income, mainly due to the Company's ongoing investment in machinery and equipment and covered fabrication areas.

The table below indicates for each quarter of the Company's last three fiscal years the percentage of the annual revenue, gross profit and net income, and the number of direct labor hours worked.

| | 2004 | | | | 2003 | | | | 2002[(1)] | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 1st Qtr. | 2nd Qtr. | 3rd Qtr. | 4th Qtr. | 1st Qtr. | 2nd Qtr. | 3rd Qtr. | 4th Qtr. | 1st Qtr. | 2nd Qtr. | 3rd Qtr. | 4th Qtr. |
| Revenue | 29% | 24% | 21% | 26% | 19% | 22% | 31% | 28% | 19% | 23% | 28% | 30% |
| Gross profit | 32% | 29% | 16% | 23% | 21% | 16% | 25% | 38% | 15% | 18% | 35% | 32% |
| Net income | 33% | 29% | 14% | 24% | 20% | 15% | 26% | 39% | 13% | 17% | 37% | 33% |
| Direct labor hours (in 000's) | 549 | 512 | 504 | 510 | 515 | 592 | 637 | 593 | 369 | 497 | 519 | 471 |

(1) Net income percentage for 2002 was computed based on net income before cumulative effect of change in accounting principle. (See Note 2 to the Notes to Consolidated Financial Statements related to the adoption of a new accounting standard).

Because of seasonality, full year results are not likely to be a direct multiple of any particular quarter or combination of quarters. Reductions in industry activity levels may tend to increase the seasonality of the Company's operations.

**Competition**

The offshore platform fabrication industry is highly competitive and influenced by events largely outside of the control of offshore platform fabrication companies. Platform fabrication companies compete intensely for available projects, which are generally awarded on a competitive bid basis with customers usually requesting bids on projects one to three months prior to commencement. The Company's marketing staff contacts oil and gas companies believed to have fabrication projects scheduled to allow the Company an opportunity to bid for the projects. Although price and the contractor's ability to meet a customer's delivery schedule are the principal factors in determining which qualified fabricator is awarded a contract for a project, customers also consider, among other things, the availability of technically capable personnel and facility space, a fabricator's efficiency, condition of equipment, reputation, safety record and customer relations.

The Company currently has three primary domestic competitors, Technip-Coflexip (specifically its subsidiaries CSO Aker Marine Contractors, Inc. and Gulf Marine Fabricators, Inc.), J. Ray McDermott, S.A., and Kiewit Offshore Services, for the fabrication of platform jackets to be installed in the Gulf of Mexico in water depths greater than 300 feet. In addition to these three companies, the Company primarily competes with five other fabricators for platform jackets for intermediate water depths from 150 feet to 300 feet. A number of other companies compete for projects designed for shallower waters as well as for the projects typically performed by Southport. Certain of the Company's competitors have greater financial and other resources than the Company.

Management believes that, while new competitors can enter the market for smaller structures relatively easily, it is more difficult to enter the market for jackets designed for use in water depths greater than 300 feet. This difficulty results from the substantial investment required to establish an adequate facility, the difficulty of locating a facility adjacent to an adequate waterway due to environmental and wetland regulations, and the limited availability of experienced supervisory and management personnel.

Management believes that the Company's competitive pricing, expertise in fabricating offshore structures and the certification of its facilities as ISO 9001-2000 fabricators will enable it to continue to compete effectively for projects destined for international waters. The Company recognizes, however, that foreign governments often use subsidies and incentives to create jobs where oil and gas production is being developed. In addition, the increased transportation costs that are incurred when exporting structures from the U.S. to foreign locations may hinder the Company's ability to successfully bid for projects against foreign competitors. Because of subsidies, import duties and fees, taxes on foreign operators, lower wage rates in foreign countries, fluctuations in the value of the U.S. dollar, the possible imposition of tariffs on raw materials imported into the United States and other factors, the Company may not be able to remain competitive with foreign contractors for projects designed for use in international waters as well as those designed for use in the Gulf of Mexico.

**Backlog**

As of December 31, 2004, the Company's revenue backlog, which consists of work remaining at December 31, 2004 and commitments received through the fourth quarter earnings release, was $88.2 million ($84.3 million of which management expects to be performed during 2005) and its man-hour backlog was 1.1 million hours remaining to work. Of the $88.2 million revenue backlog at December 31, 2004, approximately 90% of the Company's backlog was attributable to six customers.

The Company's backlog is based on management's estimate of the direct labor hours required to complete, and the remaining revenue to be recognized with respect to, those projects as to which a customer has authorized the Company to begin work or purchase materials pursuant to written contracts, letters of intent or other forms of authorization received by our Company. Often, however, management's estimates are based on incomplete

engineering and design specifications. As engineering and design plans are finalized or changes to existing plans are made, management's estimate of the direct labor hours required to complete and price at completion for such projects is likely to change. In addition, all projects currently included in the Company's backlog are subject to termination at the option of the customer, although the customer in that case is generally required to pay the Company for work performed and materials purchased through the date of termination and, in some instances, pay the Company cancellation fees.

**Government and Environmental Regulation**

Many aspects of the Company's operations and properties are materially affected by federal, state and local regulations, as well as certain international conventions and private industry organizations. The exploration and development of oil and gas properties located on the outer continental shelf of the United States is regulated primarily by the Bureau of Minerals Management Service of the United States Department of the Interior ("MMS"). The MMS has promulgated federal regulations under the Outer Continental Shelf Lands Act requiring the construction of offshore platforms located on the outer continental shelf to meet stringent engineering and construction specifications. Violations of these regulations and related laws can result in substantial civil and criminal penalties as well as injunctions curtailing operations. The Company believes that its operations are in compliance with these and all other regulations affecting the fabrication of platforms for delivery to the outer continental shelf of the United States. In addition, the Company depends on the demand for its services from the oil and gas industry and, therefore, can be affected by changes in taxes, price controls and other laws and regulations relating to the oil and gas industry. Offshore construction and drilling in certain areas has also been opposed by environmental groups and, in certain areas, has 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, the business and prospects of the Company could be adversely affected, although such restrictions in the areas of the Gulf of Mexico where the Company's products are used have not been substantial. The Company cannot determine to what extent future operations and earnings of the Company may be affected by new legislation, new regulations or changes in existing regulations.

The Houma Navigation Canal provides the only means of access for the Company's products from the Company's facilities to open waters. The Houma Navigation Canal is considered to be a navigable waterway of the United States and, as such, is protected by federal law from unauthorized obstructions that would hinder water-borne traffic. Federal law also authorizes federal maintenance of the canal by the United States Corps of Engineers. The canal requires bi-annual dredging to maintain its water depth and, while federal funding for this dredging has been provided for over 30 years, there is no assurance that Congressional appropriations sufficient for adequate dredging and other maintenance of the canal will be continued indefinitely. If sufficient funding were not appropriated for that purpose, the Houma Navigation Canal could become impassable by barges required to transport many of the Company's products and could result in material and adverse affects on the Company's operations and financial position.

The Company's 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 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. These laws may provide for "strict liability" for damages to natural resources and threats to public health and safety, rendering a party liable for the environmental damage without regard to negligence or fault on the part of such party. Sanctions for noncompliance may include revocation of permits, corrective action orders, administrative or civil penalties and criminal prosecution. Certain 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, the Company 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 the Company to liability for the conduct of or conditions caused by others, or for acts of the Company that were in compliance with all applicable laws at the time such acts were performed.

The Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, and similar laws provide for responses to and liability for releases of hazardous substances into the environment. Additionally, the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, the Safe Drinking Water Act, the Emergency Planning and Community Right to Know Act, each as amended, and similar foreign, state or local counterparts to these federal laws, regulate air emissions, water discharges, hazardous substances and wastes, and require public disclosure related to the use of various hazardous substances. Compliance with such environmental laws and regulations may require the acquisition of permits or other authorizations for certain activities and compliance with various standards or procedural requirements. The Company believes that its facilities are in substantial compliance with current regulatory standards.

The Company's operations are also governed by laws and regulations relating to workplace safety and worker health, primarily the Occupational Safety and Health Act and regulations promulgated thereunder. In addition, various other governmental and quasi-governmental agencies require the Company to obtain certain permits, licenses and certificates with respect to its operations. The kinds of permits, licenses and certificates required in the Company's operations depend upon a number of factors. The Company believes that it has all material permits, licenses and certificates necessary for the conduct of its existing business.

The Company's compliance with these laws and regulations has entailed certain additional expenses and changes in operating procedures, which during the last three years have resulted in approximately $300,000 to $500,000 of expenditures per year. The Company believes that compliance with these laws and regulations will not have a material adverse effect on the Company's business or financial condition for the foreseeable future. However, future events, such as changes in existing laws and regulations or their interpretation, more vigorous enforcement policies of regulatory agencies, or stricter or different interpretations of existing laws and regulations, may require additional expenditures by the Company, which expenditures may be material.

Certain activities engaged in by employees of the Company, including interconnect piping and other service activities conducted on offshore platforms and activities performed on the spud barges owned by the Company, are covered by the provisions of the Jones Act, the Death on the High Seas Act and general maritime law, which laws operate to make the liability limits established under state workers' compensation laws inapplicable to these employees and, instead, permit them or their representatives to pursue actions against the Company for damages or job related injuries, with generally no limitations on the Company's potential liability. The Company's ownership and operation of vessels can give rise to large and varied liability risks, such as risks of collisions with other vessels or structures, sinkings, fires and other marine casualties, which can result in significant claims for damages against both the Company and third parties for, among other things, personal injury, death, property damage, pollution and loss of business.

In addition to government regulation, various private industry organizations, such as the American Petroleum Institute, the American Society of Mechanical Engineers and the American Welding Society, promulgate technical standards that must be adhered to in the fabrication process.

**Insurance**

The Company maintains insurance against property damage caused by fire, flood, explosion and similar catastrophic events that may result in physical damage or destruction to the Company's facilities. All policies are subject to deductibles and other coverage limitations. The Company also maintains a builder's risk policy for its construction projects and general liability insurance. The Company and its subsidiary, Gulf Island, L.L.C., are self-insured for workers' compensation liability except for losses in excess of $300,000 per occurrence for Louisiana workers' compensation and for U.S. longshoreman and harbor workers' coverage. Dolphin Services and Southport are conventionally insured for workers' compensation liability with deductibles of $100,000 and $25,000, respectively. The Company also maintains maritime employer's liability insurance. Although management believes that the Company's insurance is adequate, there can be no assurance that the Company will be able to maintain adequate insurance at rates which management considers commercially reasonable, nor can there be any assurance that such coverage will be adequate to cover all claims that may arise.

**Employees**

The Company's workforce varies based on the level of ongoing fabrication activity at any particular time. During 2004, the number of Company employees ranged from approximately 970 to 1,125. As of February 1, 2005, the Company had approximately 1,050 employees. Although the seasonality of the Company's operations may cause a decline in Company output during the winter months, the Company generally does not lay off employees during those months but reduces the number of hours worked per day by many employees to coincide with the reduction in daylight hours during that period. None of the Company's employees are employed pursuant to a collective bargaining agreement, and the Company believes that its relationship with its employees is good.

The Company's ability to remain productive and profitable depends substantially on its ability to attract and retain skilled construction workers, primarily welders, fitters and equipment operators. In addition, the Company's ability to expand its operations depends not only upon customer demand but also on the Company's ability to increase its labor force. The demand for such workers is high and the supply is extremely limited, especially during periods of high activity in the oil and gas industry. While the Company believes its relationship with its skilled labor force is good, a significant increase in the wages paid by competing employers could result in a reduction in the Company's skilled labor force, increases in the wage rates paid by the Company, or both. If either of these occurred, in the near-term the profits expected by the Company from work in progress could be reduced or eliminated and, in the long-term, to the extent such wage increases could not be passed on to the Company's customers, the production capacity of the Company could be diminished and the growth potential of the Company could be impaired.

As part of an effort to maintain its workforce, the Company has instituted and enhanced several incentive programs and expanded its training facility for its current employees. The Company has facilities to train its employees on productivity and safety matters.

In December 2004, the State of Louisiana through the Department of Labor Incumbent Worker Training Program ("IWTP"), awarded the Company a grant for approximately $1.4 million. The Company's in-kind contribution is approximately $450,000 with the remainder provided by the state. The term of the grant is two years and reimburses the Company for training costs in the following areas: welding, scaffolding erection, blue print reading, water survival, safety, leadership and supervisory training and information technology. The Company's employees will be taught by either in-house or third party qualified instructors. The IWTP is a continuation of the Company's commitment to attract, hire, retain, and promote quality skilled craft, supervisory and management personnel.

**Cautionary Statement Concerning Forward-Looking Information**

Certain statements included in this report and in oral statements made from time to time by management of the Company that are not statements of historical fact are forward-looking statements. In this report, forward-looking statements are included primarily in the sections entitled "Business and Properties," "Legal Proceedings," and "Management's Discussion and Analysis of Financial Condition and Results of Operations." The words "expect," "believe," "anticipate," "project," "plan," "estimate," "predict" and similar expressions often identify forward-looking statements. All such statements are subject to factors that could cause actual results and outcomes to differ materially from the results and outcomes predicted in the statements and investors are cautioned not to place undue reliance upon them. These factors include, among others, the timing and extent of changes in the prices of crude oil and natural gas; the timing of new projects and the Company's ability to obtain them; competitive factors in the heavy marine fabrication industry; and the Company's ability to successfully complete the testing, production and marketing of the MinDOC and other deepwater production systems and to develop and provide financing for them.

**Item 3. Legal Proceedings**

The Company is subject to various routine legal proceedings in the normal conduct of its business primarily involving commercial claims, workers' compensation claims, and claims for personal injury under general maritime laws of the United States and the Jones Act. While the outcome of these lawsuits, legal proceedings and claims cannot be predicted with certainty, management believes that the outcome of any such proceedings, even if determined adversely, would not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

In November 2004, Gulf Island, L.L.C., a wholly-owned subsidiary of Gulf Island Fabrication, Inc., filed a breach of contract suit against J. Ray McDermott for non-payment of a portion of a contract completed by Gulf Island, L.L.C. earlier in 2004. The amount of the unpaid portion of the contract in Contracts receivable, net is approximately $5 million. J. Ray McDermott has deposited certified funds with the Terrebonne Parish Clerk of Court in the amount of 125% of the unpaid portion. After consultation with legal counsel, the Company does not expect that the ultimate resolution of this matter will have a material adverse effect on the financial position or results of operations of the Company.

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

Not applicable.

**Executive Officers of the Registrant**

Listed below are the names, ages and offices held by each of the executive officers of the Company as of February 1, 2005. All officers of the Company serve at the pleasure of the Company's Board of Directors.

| Name | Age | Position |
|---|---|---|
| Kerry J. Chauvin | 57 | Chairman of the Board, President and Chief Executive Officer |
| Kirk J. Meche | 42 | Executive Vice President—Operations and President of Gulf Island, L.L.C. (fabrication subsidiary) |
| Murphy A. Bourke | 60 | Executive Vice President—Marketing |
| Joseph P. Gallagher, III | 54 | Vice President—Finance, Chief Financial Officer and Treasurer |

*Kerry J. Chauvin* has served as Chairman of the Board since April 2001. Mr. Chauvin has served as the Company's President since the Company's inception and as Chief Executive Officer since January 1990. Mr. Chauvin also served as the Company's Chief Operating Officer from January 1989 to January 1990.

*Kirk J. Meche* became Executive Vice President—Operations of the Company and President of Gulf Island, L.L.C. in February 2001. Mr. Meche served as President of Southport, Inc., a former wholly owned subsidiary of the Company, from December 1999 to February 2001, and as Vice President of Operations of Southport, Inc. from February 1999 to December 1999. He was a Project Manager for the Company from 1996 to 1999.

*Murphy A. Bourke* has been Executive Vice President—Marketing since January 2000, and was Vice President—Marketing since the Company began operations in 1985 until December 1999.

*Joseph P. "Duke" Gallagher, III* was elected Vice President—Finance and Chief Financial Officer of the Company in January 1997. Mr. Gallagher served as the Company's Controller from 1985 until 1997. He has been the Company's Treasurer since 1986 and served as the Company's Secretary from January 1993 until April 1999.

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## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's common stock is traded on the Nasdaq National Market under the symbol "GIFI." At February 1, 2005, the Company had approximately 2,500 holders of record of its common stock.

The following table sets forth the high and low bid prices per share of the common stock, as reported by the Nasdaq National Market and the amount of cash dividends per share declared on the Company's common stock, for each fiscal quarter of the two most recent fiscal years.

| | High | Low | Dividend |
|---|---|---|---|
| Fiscal Year 2004 | | | |
| First Quarter | $22.50 | $16.16 | $ .05 |
| Second Quarter | 25.47 | 17.32 | .05 |
| Third Quarter | 23.68 | 18.30 | .05 |
| Fourth Quarter | 24.95 | 17.86 | .05 |
| Fiscal Year 2003 | | | |
| First Quarter | $18.79 | $14.92 | $ .00 |
| Second Quarter | 18.09 | 15.35 | .00 |
| Third Quarter | 17.91 | 13.85 | .00 |
| Fourth Quarter | 18.84 | 14.37 | .00 |

The Company did not pay dividends in 2003. In each quarter of 2004, the Company's Board of Directors declared a dividend of $0.05 per share on shares of the Company's common stock outstanding, totaling $2.4 million. On February 2, 2005, the Company's Board of Directors declared a dividend of $0.075 per share on the shares of the Company's common stock outstanding payable February 25, 2005 to shareholders of record on February 15, 2005. The future declaration and payment of dividends, if any, is at the discretion of the Board of Directors and will depend on the Company's retained earnings, working capital requirements and the future operation and growth of its business and other factors deemed relevant by the Board of Directors.

Information as to the securities authorized for issuance under the Company's equity compensation plans is incorporated herein by reference to Item 12 of this report on Form 10-K.

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### Item 6. Selected Financial Data

The following table sets forth selected historical financial data as of the dates and for the periods indicated. The historical financial data for each year in the five-year period ended December 31, 2004 are derived from the audited financial statements of the Company. The following information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operation" and the Company's financial statements and notes thereto included elsewhere in this report.

| | Years Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2004 | 2003 | 2002 | 2001 | 2000 |
| | (in thousands, except per share data) | | | | |
| **Income Statement Data:** | | | | | |
| Revenue | $ 173,878 | $ 203,667 | $ 142,919 | $ 113,697 | $ 112,090 |
| Cost of revenue | 151,205 | 174,765 | 123,643 | 98,330 | 101,648 |
| Gross profit | 22,673 | 28,902 | 19,276 | 15,367 | 10,442 |
| General and administrative expenses | 4,818 | 5,168 | 4,231 | 4,435 | 4,489 |
| Operating income | 17,855 | 23,734 | 15,045 | 10,932 | 5,953 |
| Net interest income | 478 | 174 | 572 | 1,067 | 1,298 |
| Other, net income (expense) | (21) | 19 | 52 | (748) | (558) |
| Income before income taxes | 18,312 | 23,927 | 15,669 | 11,251 | 6,693 |
| Income taxes | 6,270 | 8,135 | 5,332 | 3,990 | 2,507 |
| Net income before cumulative effect of change in accounting principle | 12,042 | $ 15,792 | $ 10,337 | $ 7,261 | $ 4,186 |
| Cumulative effect of change in accounting principle (1) | — | — | (4,765) | — | — |
| Net income | 12,042 | $ 15,792 | $ 5,572 | $ 7,261 | $ 4,186 |
| **Income Summary Data: (Pro Forma (Unaudited)):** | | | | | |
| Basic earnings per share: | | | | | |
| Net income before cumulative effect of change in accounting principle | $ 1.00 | $ 1.34 | $ 0.88 | $ 0.62 | $ 0.36 |
| Cumulative effect of change in accounting principle | — | — | (0.41) | — | — |
| Basic earnings per share | $ 1.00 | $ 1.34 | $ 0.47 | $ 0.62 | $ 0.36 |
| Diluted earnings per share: | | | | | |
| Net income before cumulative effect of change in accounting principle | $ 0.99 | $ 1.33 | $ 0.87 | $ 0.62 | $ 0.36 |
| Cumulative effect of change in accounting principle | — | — | (0.40) | — | — |
| Diluted earnings per share | $ 0.99 | $ 1.33 | $ 0.47 | $ 0.62 | $ 0.36 |
| Basic weighted-average common shares | 12,054 | 11,779 | 11,731 | 11,704 | 11,666 |
| Adjusted weighted-average common shares | 12,188 | 11,895 | 11,817 | 11,789 | 11,756 |
| **Pro Forma Reconciliation (2)** | | | | | |
| Reported net income before cumulative effect of change in accounting principle | $ 12,042 | $ 15,792 | $ 10,337 | $ 7,261 | $ 4,186 |
| Add back: Goodwill amortization | — | — | — | 433 | 317 |
| Adjusted net income before cumulative effect of change in accounting principle | $ 12,042 | $ 15,792 | $ 10,337 | $ 7,694 | $ 4,503 |
| Basic earnings-per-share | | | | | |
| Reported net income before cumulative effect of change in accounting principle | $ 1.00 | $ 1.34 | $ 0.88 | $ 0.62 | $ 0.36 |
| Add back: Goodwill amortization | — | — | — | 0.04 | 0.03 |
| Adjusted net income before cumulative effect of change in accounting principle | $ 1.00 | $ 1.34 | $ 0.88 | $ 0.66 | $ 0.39 |
| Diluted earnings-per-share | | | | | |
| Reported net income before cumulative effect of change in accounting principle | $ 0.99 | $ 1.33 | $ 0.87 | $ 0.62 | $ 0.36 |
| Add back: Goodwill amortization | — | — | — | 0.04 | 0.03 |
| Adjusted net income before cumulative effect of change in accounting principle | $ 0.99 | $ 1.33 | $ 0.87 | $ 0.66 | $ 0.39 |
| Cash dividend declared per common share | $ 0.20 | $ — | $ — | $ — | $ — |

| | As of December 31, | | | | |
|---|---|---|---|---|---|
| | 2004 | 2003 | 2002 | 2001 | 2000 |
| | (in thousands) | | | | |
| **Balance Sheet Data:** | | | | | |
| Working capital | $ 75,214 | $ 60,711 | $ 52,327 | $ 46,601 | $ 37,175 |
| Property, plant and equipment, net | 60,346 | 58,259 | 47,471 | 41,666 | 42,662 |
| Total assets | 152,285 | 140,316 | 113,148 | 102,538 | 96,062 |
| Debt | — | — | — | — | — |
| **Operating Data:** | | | | | |
| Direct labor hours worked for the year ended December 31, (3) | 2,075 | 2,337 | 1,856 | 1,659 | 1,652 |
| Backlog as of December 31, (4) | | | | | |
| Direct labor hours | 1,075 | 1,310 | 1,253 | 838 | 437 |
| Dollars | $ 88,203 | $ 99,223 | $ 92,509 | $ 54,400 | $ 26,600 |

(1) In June 2001, the Financial Accounting Standard Board ("FASB") issued Statement of Financial Accounting Standards No. 142 ("SFAS No. 142"), "Goodwill and Other Intangible Assets", which established a new method of testing goodwill for impairment using a fair-value-based approach and eliminated the amortization of goodwill as previously required by Accounting Principles Board ("APB") Opinion 17, "Intangibles." The Company adopted SFAS No. 142 effective January 1, 2002, and completed the required transitional impairment test during the quarter ended March 31, 2002. As a result of the transitional impairment test, the Company calculated an impairment charge of $4.8 million. The impairment charge was calculated based on fair value using an expected cash flow approach. The transitional impairment charge is reflected as a cumulative effect of change in accounting principle as of January 1, 2002 (see Note 2 in the Notes to Consolidated Financial Statements).

(2) A reconciliation of reported net income before cumulative effect of change in accounting principle and related earnings per share to the adjusted net income and earnings per share to exclude the prior amortization expense of goodwill. For some of the years presented, basic earnings per share and diluted earnings per share reflect the impact of rounding on the calculation.

(3) Direct labor hours are hours worked by employees directly involved in the production of the Company's products.

(4) The Company's backlog is based on management's estimate of the number of direct labor hours required to complete, and the remaining revenues to be recognized with respect to, those projects on which a customer has authorized the Company to begin work or purchase materials.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation

### Introduction and Outlook

The Company's results of operations are affected primarily by (i) the level of exploration and development activity maintained by oil and gas exploration and production companies in the Gulf of Mexico, and to a lesser extent, foreign locations throughout the world, (ii) the Company's ability to win contracts through competitive bidding or alliance/partnering arrangements, and (iii) the Company's ability to manage those contracts to successful completion. The level of exploration and development activity is related to several factors, including trends of oil and gas prices, exploration and production companies' expectations of future oil and gas prices, and changes in technology that reduce costs and improve expected returns on investment, especially in subsalt geological formations (which generally are located in 300 to 800 feet of water) and in deepwater (800 to 6,000 feet) areas of the Gulf of Mexico. The distraction caused by continued consolidation activity by the oil and gas exploration and production companies and generally unfavorable trends in exploration and development activity, have caused corresponding low levels of oil and gas development activity.

Development in the Gulf of Mexico in water depths greater than 300 feet, where larger structures requiring more steel tonnage are needed, began declining in 1999 and has remained low throughout 2004. The low activity levels had a negative effect on the demand for the available capacity of the major platform fabricators serving the Gulf of Mexico, which caused reduced pricing levels for their services through the end of 2004.

The dollar value of projects available in the Gulf of Mexico market is significantly below those levels of five to six years ago. Competition for available projects remains intense and near term, future margins will likely remain uncertain. Recognizing the slowdown in the Gulf of Mexico activity levels, the Company stepped up its marketing efforts in the international arena. As a result of these efforts, 49% of the Company's backlog at December 31, 2004 relates to contracts for an international destination. Cost reduction measures are also continuously reviewed to address these conditions. Demand for the Company's services will continue to depend

largely upon actual or anticipated prices for oil and gas, which are difficult to predict. At some point, however, it is expected that demand for the Company's products and services should recover as oil and gas reserves are reduced and the Company's customers are forced to replace them.

During 2004, the Company's workforce decreased slightly to approximately 1,030 at December 31, 2004. Demand for the Company's products and services dictates the Company's workforce needs. Although the Company generally tries to minimize the use of contract labor, it will do so when required to meet customer demand.

**Critical Accounting Policies and Estimates**

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States, which require the Company to make estimates and assumptions. The Company believes that of its significant accounting policies (see Note 1 in the Notes to Consolidated Financial Statements), the following involve a higher degree of judgment and complexity.

*Revenue Recognition*

The majority of the Company's revenue is recognized on a percentage-of-completion basis based on the ratio of direct labor hours actually performed to date compared to the total estimated direct labor hours required for completion. Accordingly, contract price and cost estimates are reviewed monthly as the work progresses, and adjustments proportionate to the percentage of completion are reflected in revenue for the period when such estimates are revised. If these adjustments were to result in a reduction of previously reported profits, the Company would have to recognize a charge against current earnings, which may be significant depending on the size of the project or the adjustment. Profit incentives from customers are included in revenue when their realization is reasonably assured. Claims for extra work or changes in scope of work are included in revenue when the amount can be reliably estimated and collection is probable. Provisions for estimated losses on uncompleted contracts are recorded in the period in which such losses are determined.

*Receivables*

In the normal course of business, the company extends credit to its customers on a short-term basis. The company's principal customers are major oil and natural gas exploration, development and production companies. Although credit risks associated with our customers are considered minimal, the company routinely reviews its accounts receivable balances and makes adequate provisions for probable doubtful accounts. During 2004, the Company recorded a net recovery of previously impaired accounts receivable of $223,000, decreasing the allowance for doubtful accounts to approximately $1,500.

In November 2004, Gulf Island, L.L.C., a wholly-owned subsidiary of Gulf Island Fabrication, Inc., filed a breach of contract suit against J. Ray McDermott for non payment of a portion of a contract completed by Gulf Island, L.L.C. earlier in 2004. The amount of the unpaid portion of the contract in Contracts receivable, net is approximately $5 million. J. Ray McDermott has deposited certified funds with the Terrebonne Parish Clerk of Court in the amount of 125% of the unpaid portion. After consultation with legal counsel, the Company did not record an allowance for this contract receivable because the Company believes the entire amount will be collected.

**Results of Operations**

*Comparison of the Years Ended December 31, 2004 and 2003*

The Company's revenue for the year ended December 31, 2004 was $173.9 million, a decrease of 14.6%, compared to $203.7 million in revenue for the year ended December 31, 2003. Revenue decreased as a result of low activity levels in the oil and gas industry during 2004 which created reduced demand and, thus, downward

pressure on the pricing of the Company's goods and services. These factors also generated a decrease in the volume of direct labor hours applied to contracts for the year ended December 31, 2004, compared to 2003 (2.1 million in 2004 versus 2.3 million in 2003). The combination of reduced volume and lower pricing caused a decrease in gross profit by 21.6% to $22.7 million (13.0% of revenue) for the year ended December 31, 2004, compared to the $28.9 million (14.2% of revenue) of gross profit for the year ended December 31, 2003.

Cost of revenue was $151.2 million in 2004 compared to $174.8 million in 2003. Cost of revenue consists of costs associated with the fabrication process, including direct costs (such as direct labor hours and raw materials) allocated to specific projects and indirect costs (such as supervisory labor, utilities, welding supplies and equipment costs) that are associated with production but are not directly related to a specific project. As a percentage of revenue, these costs increased to 87.0% in 2004 compared to 85.8% in 2003.

The Company's general and administrative expenses were $4.8 million for the year ended December 31, 2004, compared to $5.2 million for the year ended December 31, 2003. Although the absolute dollar cost of the Company's general and administrative expenses decreased by $350,000 for 2004, these expenses as a percentage of revenue, increased to 2.8% in 2004 from 2.5% in 2003. The savings of $350,000 of general and administrative expenses for the year was produced by (i) the net recovery of previously impaired accounts receivable, (ii) reduced costs associated with decreased production levels, and (iii) substantial reduction in incentive pay.

The Company's net interest income increased to $478,000 for 2004 compared to $174,000 for 2003. Due to a significant increase in net cash provided by operating activities ($24.6 million for 2004 compared to $13.0 million for 2003) and reduced capital expenditures ($8.1 million for 2004 compared to $16.1 million for 2003) the Company was able to increase its short term investments by approximately $15.0 million during 2004. Due to a steady increase in interest rates for fixed income investments, the yield on the investments was also greater for 2004 than what was realized in 2003.

Other net was an expense of $21,000 in 2004 and an income of $19,000 in 2003. The expense is primarily comprised of the Company's portion of the net loss of MinDOC, LLC as it continues to design and market the MinDOC floating platform concept for deepwater drilling and production, and the income is primarily the sale of miscellaneous equipment.

*Comparison of the Years Ended December 31, 2003 and 2002*

The Company's revenue for the year ended December 31, 2003 was $203.7 million, an increase of 42.5%, compared to $142.9 million in revenue for the year ended December 31, 2002. Revenue increased as a result of the increased demand and stable pricing of the Company's goods and services as indicated by the substantial backlog at the beginning of the year accompanied by the significant material and subcontractor pass-through sales applied to contracts. In addition, the on-going labor recruiting and retention efforts of the Company required to manage the Company's backlog generated an increase in the volume of direct labor hours applied to contracts for the year ended December 31, 2003, compared to 2002 (2.3 million in 2003 versus 1.9 million in 2002).

Cost of revenue was $174.8 million in 2003 compared to $123.6 million in 2002. Cost of revenue consists of costs associated with the fabrication process, including direct costs (such as direct labor hours, raw materials, subcontractor cost, and contract labor) allocated to specific projects and indirect costs (such as supervisory labor, utilities, welding supplies and equipment costs) associated with production but not directly related to a specific project. Although the Company experienced inefficiencies in production hours caused by the reliance on contract labor man-hours resulting from unfavorable weather conditions in the second and third quarters of 2003, the Company was able to partially regain those efficiencies in the fourth quarter as use of contract labor became less. Consequently, as a percentage of revenue, the cost of revenue decreased slightly to 85.8% for 2003 compared to 86.5% for 2002.

The combination of an increased volume of revenue with stable pricing and a reduction in cost of revenue as a percent of revenue, enabled the Company to increase gross profit by 49.9% to $28.9 million (14.2% of revenue) for the year ended December 31, 2003, compared to the $19.3 million (13.5% of revenue) of gross profit for the year ended December 31, 2002.

The Company's general and administrative expenses were $5.2 million for the year ended December 31, 2003, compared to $4.2 million for the year ended December 31, 2002. This increase was the result of costs that vary with sales volumes, primarily labor related costs. Also included in general and administrative expenses for 2003 was $188,000 for bad debt expense related to a single contract. Although the absolute dollar cost of the Company's general and administrative expenses increased for 2003, as a percentage of revenue these costs decreased to 2.5% from 3.0% for the years ended December 31, 2003 and 2002, respectively.

The Company's net interest income decreased to $174,000 for the year ended December 31, 2003, compared to $572,000 for the year ended December 31, 2002. The current reduction in interest income is the result of cash utilization associated with the increase in capital expenditure levels and the lower yields on short-term investments when comparing 2003 to 2002. For the periods ended December 31, 2003 and 2002, respectively, other income was $19,000 and $52,000, of which the majority was related to the sale of miscellaneous equipment.

**Liquidity and Capital Resources**

Historically the Company has funded its business activities through funds generated from operations. The Company also maintains a revolving line of credit ("the Revolver") with a commercial bank, but has not drawn on it since December 1998. At December 31, 2004, the Company's cash and cash equivalents plus short-term investments totaled $40.4 million. Net cash provided by operating activities was $23.5 million for the year ended December 31, 2004. Working capital was $75.2 million (an increase of 23.9%) at December 31, 2004. The ratio of current assets to current liabilities increased to 5.7 to 1 at December 31, 2004, from 3.9 to 1 at December 31, 2003. The Company's primary source of cash is its cash receipts related to contract receivables. In the early phases of a new project, the Company utilizes its cash to purchase material and outside services and increase labor activities, which results in a reduction of cash and an increase in contract receivables. The $3.0 million of net cash provided by financing activities for the period ended December 31, 2004 was made up of $4.4 million of proceeds from the exercise of stock options and $1.1 million tax benefit from the exercise of stock options less $2.4 million in payments of dividends on common stock. Net cash used in investing activities for the year ended December 31, 2004 was $22.9 million, which included $14.8 million for the purchase of short-term investments, and $8.1 million of capital expenditures. The Company's capital expenditures during 2004 were for improvements to its production facilities and for equipment designed to increase the capacity of its facilities and the productivity of its labor force. Included in capital expenditures for 2004 were the purchase of a Manitowoc model M2250 crane ($3.1 million) and two KAMAG Type 2406 transporters (for a total of $1.0 million).

The Company's Revolver provides for a revolving line of credit of up to $20.0 million, which bears interest equal to, at the Company's option, the prime lending rate established by J.P. Morgan Chase Bank, N.A. or LIBOR plus 1.5%. The Revolver matures December 31, 2006, and is secured by a mortgage on the Company's real estate, equipment and fixtures. The Company pays a fee on a quarterly basis of three-sixteenths of one percent per annum on the average unused portion of the line of credit. At December 31, 2004, there were no borrowings outstanding under the credit facility, but the Company did have letters of credit outstanding totaling approximately $2.2 million which reduces the unused portion of the Revolver. The Company is required to maintain certain covenants, including balance sheet and cash flow ratios. At December 31, 2004, the Company was in compliance with these covenants.

The Company's Board of Directors approved a capital budget of approximately $4.8 million for 2005, which includes the purchase of equipment and additional yard and facility expansion or improvements.

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**Contractual Obligations and Commitments**

The following table listing contractual obligations indicates the $582,000 in commitments the Company had at December 31, 2004 (in thousands).

| | Totals | Less Than 1 Year | 1 to 3 Years | Thereafter |
|---|---|---|---|---|
| Operating leases [(1)] | $ 30 | $ 30 | $— | $ — |
| Purchase commitment - equipment [(2)] | 502 | 502 | — | — |
| Purchase commitment - raw material [(3)] | 50 | 50 | — | — |
| | $582 | $ 582 | $— | $ — |

(1) Operating leases are commitments for office space and office equipment.
(2) Purchase commitment - equipment is a commitment related to a purchase order agreement.
(3) Purchase commitment - raw materials is a commitment related to receiving, on consignment from a steel supplier, steel plate used in jacket fabrication.

On February 2, 2005, the Company's Board of Directors declared a dividend of $0.075 per share of the Company's common stock outstanding, payable February 25, 2005, to shareholders of record on February 15, 2005. The future declaration and payment of dividends, if any, is at the discretion of the Board of Directors and will depend on retained earnings, working capital requirements, the future operation and growth of its business and other factors deemed relevant by the Board of Directors. Management believes that its available funds, cash generated by operating activities and funds available under the bank credit facility will be sufficient to fund these capital expenditures and its working capital needs. However, the Company may expand its operations through acquisitions in the future, which may require additional equity or debt financing.

**Off-Balance Sheet Arrangements**

The Company is not a party to any contract or other obligation not included on its balance sheet that has, or is reasonably likely to have, a current or future effect on its financial condition.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

The Company does not have operations subject to material risk of foreign currency fluctuations, nor does it use derivative financial instruments in its operations or investment portfolio. The Company has a $20.0 million line of credit with its primary commercial banks. Under the terms of the revolving credit agreement, the Company may elect to pay interest at either a fluctuating base rate established by the bank from time to time or at a rate based on the rate established in the London interbank market. The Company does not believe that it has any material exposure to market risk associated with interest rates.

**Item 8. Financial Statements and Supplementary Data**

In this report the consolidated financial statements of the Company and the accompanying notes to consolidated financial statements appear on pages F-1 through F-15 and are incorporated herein by reference. See Index to Consolidated Financial Statements on Page 23**.**

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A. Controls and Procedures**

The Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. The evaluation was carried out under the supervision of and with the participation of the Company's management, including the Company's Chief

Executive Officer and Chief Financial Officer. Based on the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company, including its consolidated subsidiaries, required to be included in reports the Company files with or submits to the SEC under the Securities Exchange Act of 1934. There have been no changes in the Company's internal control over financial reporting that occurred during the fourth quarter of fiscal year 2004 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control – Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2004.

Our management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2004 has been audited by Ernst & Young, LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**Report of Independent Registered Public Accounting Firm On Internal Control Over Financial Reporting**

The Board of Directors and Shareholders
Gulf Island Fabrication, Inc.

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Gulf Island Fabrication, Inc. maintained effective internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Gulf Island Fabrication, Inc.'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. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of 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, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, 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 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that Gulf Island Fabrication, Inc. maintained effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on the COSO criteria. Also, in our opinion, Gulf Island Fabrication, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2004, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the accompanying consolidated balance sheets of Gulf Island Fabrication, Inc. as of December 31, 2004 and 2003, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004 of Gulf Island Fabrication, Inc. and our report dated February 23, 2005 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New Orleans, Louisiana
February 23, 2005

**Item 9B. Other Information**

Not applicable.

**PART III**

**Item 10. Directors and Executive Officers of the Registrant**

The information regarding executive officers called for by this item may be found following Item 4 of this report on Form 10-K under the caption "Executive Officers of the Registrant" and is incorporated herein by reference.

The information regarding directors and compliance with Section 16(a) of the Securities Exchange Act of 1934 called for by this item may be found in the Company's definitive Proxy Statement prepared in connection with the 2005 Annual Meeting of Shareholders and is incorporated herein by reference.

The Company has adopted a Code of Ethics for the Chief Executive Officer and Senior Financial Officers (the "Code of Ethics") and a Code of Business Conduct and Ethics, which applies to all employees and directors, including the Chief Executive Officers and Senior Financial Officers. The Company has made these codes publicly available by posting the codes on its website at www.gulfisland.com. Any substantive amendments to the Code of Ethics or any waivers granted under the Code of Ethics will be disclosed within five days of such event on the Company's website.

**Item 11. Executive Compensation**

Information called for by this item may be found in the Company's definitive Proxy Statement prepared in connection with the 2005 Annual Meeting of Shareholders and is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

Information regarding security ownership of certain beneficial owners and management called for by this item may be found in the Company's definitive Proxy Statement prepared in connection with the 2005 Annual Meeting of Shareholders and is incorporated herein by reference.

**Equity Compensation Plan Information**

The following table provides information about the shares of Common Stock that may be issued upon the exercise of options, warrants and rights under all of the existing equity compensation plans as of December 31, 2004.

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted-average exercise price of outstanding options, warrants and rights (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (c) |
|---|---|---|---|
| Equity compensation plans approved by security holders | 675,000 | $ 15.27 | 274,000(1) |
| Equity compensation plans not approved by security holders | 0 | 0 | 0 |
| Total | 675,000 | | 274,000(1) |

(1) Of the shares remaining available for issuance, no more than 50,000 shares may be issued as restricted stock or "other stock-based award" (which awards are valued in whole or in part on the value of the shares of Common Stock) under the Company's 2002 Long-Term Incentive Plan, and no more than 1,000 may be issued as stock appreciation rights, restricted stock, performance shares or stock awards under the Company's Long-Term Incentive Plan.

**Item 13. Certain Relationships and Related Transactions**

Information called for by this item, if any, may be found in the Company's definitive Proxy Statement prepared in connection with the 2005 Annual Meeting of Shareholders and is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

Information called for by this item may be found in the Company's definitive Proxy Statement prepared in connection with the 2005 Annual Meeting of Shareholders and is incorporated herein by reference.

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## PART IV

### Item 15. Exhibits, Financial Statement Schedules

The following financial statements, schedules and exhibits are filed as part of this Report:

(i) Financial Statements


| | Page |
|---|---|
| Report of Independent Registered Public Accounting Firm | F-1 |
| Consolidated Balance Sheets at December 31, 2004 and December 31, 2003 | F-2 |
| Consolidated Statements of Income for the Years Ended December 31, 2004, 2003, and 2002 | F-3 |
| Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2004, 2003, and 2002 | F-4 |
| Consolidated Statements of Cash Flows for the Years Ended December 31, 2004, 2003 and 2002 | F-5 |
| Notes to Consolidated Financial Statements | F-6 |


(ii) Schedules

Other schedules have not been included because they are not required, not applicable, immaterial or the information required has been included elsewhere herein.

(iii) Exhibits

See Exhibit Index on page E-1. The Company will furnish to any eligible shareholder, upon written request, a copy of any exhibit listed upon payment of a reasonable fee equal to the Company's expenses in furnishing such exhibit. Such requests should be addressed to Investor Relations, Gulf Island Fabrication, Inc., P.O. Box 310, Houma, LA 70361-0310.

## GLOSSARY OF CERTAIN TECHNICAL TERMS

| | |
|---|---|
| *blasting and coating facility:* | Building and equipment used to clean steel products and prepare them for coating with marine paints and other coatings. |
| *coping machine:* | A computerized machine that cuts ends of tubular pipe sections to allow for changes in weld bevel angles and fits onto other tubular pipe sections. |
| *deck:* | The component of a platform on which development drilling, production, separating, gathering, piping, compression, well support, crew quartering and other functions related to offshore oil and gas development are conducted. |
| *direct labor hours:* | Hours worked by employees directly involved in the production of the Company's products. These hours do not include contractor labor hours and support personnel hours such as maintenance, warehousing and drafting. |
| *fixed platform:* | A platform consisting of a rigid jacket which rests on tubular steel pilings driven into the seabed and which supports a deck structure above the water surface. |
| *floating production platform:* | Floating structure that supports offshore oil and gas production equipment (TLP, FPSO, SPAR). |
| *FPSO:* | Floating Production Storage and Offloading vessel. |
| *grit blast system:* | System of preparing steel for coating by using steel grit rather than sand as a blasting medium. |
| *hydraulic plate shear:* | Machine that cuts steel by a mechanical system similar to scissors. |
| *inshore:* | Inside coastlines, typically in bays, lakes and marshy areas. |
| *ISO 9001-2000:* | International Standards of Operations 9001-2000—Defines quality management system of procedures and goals for certified companies. |
| *jacket:* | A component of a fixed platform consisting of a tubular steel, braced structure extending from the mudline of the seabed to a point above the water surface. The jacket is supported on tubular steel pilings driven into the seabed and supports the deck structure located above the level of storm waves. |
| *modules:* | Packaged equipment usually consisting of major production, utility or compression equipment with associated piping and control system. |
| *offshore:* | In unprotected waters outside coastlines. |
| *piles:* | Rigid tubular pipes that are driven into the seabed to support platforms. |
| *plasma-arc cutting system:* | Steel cutting system that uses an ionized gas cutting rather than oxy-fuel system. |
| *platform:* | A structure from which offshore oil and gas development drilling and production are conducted. |
| *pressure vessel:* | A metal container generally cylindrical or spheroid, capable of withstanding various internal pressure loadings. |
| *SPAR:* | A vessel with a circular cross-section that sits vertically in the water and is supported by buoyancy chambers ("hard tanks") at the top and stabilized by a structure ("midsection") hanging from the hard tanks. |

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| | |
|---|---|
| *spud barge:* | Construction barge rigged with vertical tubular or square lengths of steel pipes that are lowered to anchor the vessel. |
| *skid unit:* | Packaged equipment usually consisting of major production, utility or compression equipment with associated piping and control system. |
| *subsea templates:* | Tubular frames which are placed on the seabed and anchored with piles. Usually a series of oil and gas wells are drilled through these underwater structures. |
| *tension leg platform (TLP):* | A platform consisting of a floating hull and deck anchored by vertical tensioned cables or pipes connected to pilings driven into the seabed. A tension leg platform is typically used in water depths exceeding 1,000 feet. |

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders
Gulf Island Fabrication, Inc.

We have audited the accompanying consolidated balance sheets of Gulf Island Fabrication, Inc. as of December 31, 2004 and 2003, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the 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, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Gulf Island Fabrication, Inc. at December 31, 2004 and 2003, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2004 in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2 to the consolidated financial statements, effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Gulf Island Fabrication, Inc.'s internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2005 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New Orleans, Louisiana
February 23, 2005

**GULF ISLAND FABRICATION, INC.**

**CONSOLIDATED BALANCE SHEETS**

| | December 31, | |
|---|---|---|
| | 2004 | 2003 |
| | (in thousands) | |
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 11,696 | $ 8,012 |
| Short-term investments | 28,701 | 14,038 |
| Contracts receivable, net | 37,077 | 42,443 |
| Contract retainage | 2,434 | 7,062 |
| Costs and estimated earnings in excess of billings on uncompleted contracts | 6,152 | 5,806 |
| Prepaid expenses | 1,284 | 1,349 |
| Inventory | 3,560 | 2,697 |
| Recoverable income taxes | 386 | — |
| Total current assets | 91,290 | 81,407 |
| Property, plant and equipment, net | 60,346 | 58,259 |
| Other assets | 649 | 650 |
| Total assets | $ 152,285 | $ 140,316 |
| **LIABILITIES AND SHAREHOLDERS’ EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 5,788 | $ 8,937 |
| Billings in excess of costs and estimated earnings on uncompleted contracts | 6,865 | 6,003 |
| Accrued employee costs | 2,619 | 3,906 |
| Accrued expenses | 804 | 957 |
| Income taxes payable | — | 893 |
| Total current liabilities | 16,076 | 20,696 |
| Deferred income taxes | 9,625 | 8,029 |
| Total liabilities | 25,701 | 28,725 |
| Shareholders’ equity: | | |
| Preferred stock, no par value, 5,000,000 shares authorized, no shares issued and outstanding | — | — |
| Common stock, no par value, 20,000,000 shares authorized, 12,151,041 and 11,801,618 shares issued and outstanding at December 31, 2004 and December 31, 2003. | 4,780 | 4,340 |
| Additional paid-in capital | 42,326 | 37,310 |
| Retained earnings | 79,571 | 69,941 |
| Accumulated other comprehensive income (loss) | (93) | — |
| Total shareholders’ equity | 126,584 | 111,591 |
| Total liabilities and shareholders’ equity | $ 152,285 | $ 140,316 |

*The accompanying notes are an integral part of these statements.*

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**GULF ISLAND FABRICATION, INC.**

**CONSOLIDATED STATEMENTS OF INCOME**
**(in thousands, except per share data)**

| | Years Ended December 31, | | |
|---|---|---|---|
| | 2004 | 2003 | 2002 |
| Revenue | $ 173,878 | $ 203,667 | $ 142,919 |
| Cost of revenue | 151,205 | 174,765 | 123,643 |
| Gross profit | 22,673 | 28,902 | 19,276 |
| General and administrative expenses | 4,818 | 5,168 | 4,231 |
| Operating income | 17,855 | 23,734 | 15,045 |
| Other income (expense): | | | |
| Interest expense | (147) | (40) | (39) |
| Interest income | 625 | 214 | 611 |
| Other - net | (21) | 19 | 52 |
| | 457 | 193 | 624 |
| Income before income taxes | 18,312 | 23,927 | 15,669 |
| Income taxes | 6,270 | 8,135 | 5,332 |
| Net income before cumulative effect of change in accounting principle | $ 12,042 | $ 15,792 | $ 10,337 |
| Cumulative effect of change in accounting principle | — | — | (4,765) |
| Net income | $ 12,042 | $ 15,792 | $ 5,572 |
| Earnings per share data: | | | |
| Basic income per share: | | | |
| Net income before cumulative effect of change in accounting principle | $ 1.00 | $ 1.34 | $ 0.88 |
| Cumulative effect of change in accounting principle | — | — | (0.41) |
| Basic income per share | $ 1.00 | $ 1.34 | $ 0.47 |
| Diluted income per share: | | | |
| Net income before cumulative effect of change in accounting principle | $ 0.99 | $ 1.33 | $ 0.87 |
| Cumulative effect of change in accounting principle | — | — | (0.40) |
| Diluted earnings per share | $ 0.99 | $ 1.33 | $ 0.47 |
| Cash dividend declared per common share | $ 0.20 | $ — | $ — |

*The accompanying notes are an integral part of these statements*

**GULF ISLAND FABRICATION, INC.**

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**
**(in thousands, except share data)**

| | Common Stock | | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Income (loss) | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| | Shares | Amount | | | | |
| Balance at January 1, 2002 | 11,706,864 | $ 4,227 | $ 36,101 | $ 48,577 | $ — | $ 88,905 |
| Exercise of stock options | 38,550 | 39 | 357 | — | — | 396 |
| Income tax benefit from exercise of stock options | — | — | 103 | — | — | 103 |
| Net income | — | — | — | 5,572 | — | 5,572 |
| Balance at December 31, 2002 | 11,745,414 | 4,266 | 36,561 | 54,149 | — | 94,976 |
| Exercise of stock options | 56,204 | 74 | 663 | — | — | 737 |
| Income tax benefit from exercise of stock options | — | — | 86 | — | — | 86 |
| Net income | — | — | — | 15,792 | — | 15,792 |
| Balance at December 31, 2003 | 11,801,618 | 4,340 | 37,310 | 69,941 | — | 111,591 |
| Exercise of stock options | 349,423 | 440 | 3,950 | — | — | 4,390 |
| Income tax benefit from exercise of stock options | — | — | 1,066 | — | — | 1,066 |
| Net income | — | — | — | 12,042 | — | 12,042 |
| Unrealized (loss) on available-for-sale securities (net of tax) | — | — | — | — | (93) | (93) |
| Comprehensive income | | | | | | 11,949 |
| Dividends on common stock | — | — | — | (2,412) | — | (2,412) |
| Balance at December 31, 2004 | 12,151,041 | $ 4,780 | $ 42,326 | $ 79,571 | $ (93) | $ 126,584 |

*The accompanying notes are an integral part of these statements.*

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**GULF ISLAND FABRICATION, INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**

| | Years Ended December 31, | | |
|---|---|---|---|
| | **2004** | **2003** | **2002** |
| Operating activities: | | | |
| Net income | $ 12,042 | $ 15,792 | $ 5,572 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation | 6,041 | 5,324 | 4,565 |
| Cumulative effect of change in accounting principle | — | — | 4,765 |
| Deferred income taxes | 1,595 | 2,562 | 694 |
| Changes in operating assets and liabilities: | | | |
| Contracts receivable, net | 5,366 | (10,312) | (17,900) |
| Contract retainage | 4,628 | (5,220) | (106) |
| Costs and estimated earnings in excess of billings on uncompleted contracts | (346) | (1,745) | (2,100) |
| Prepaid expenses, inventory and other assets | (798) | (1,503) | (47) |
| Accounts payable | (3,149) | 4,890 | 2,387 |
| Billings in excess of costs and estimated earnings on uncompleted contracts | 862 | 1,686 | 1,426 |
| Accrued employee costs | (1,287) | 1,137 | 757 |
| Accrued expenses | (153) | (102) | (870) |
| Income taxes payable/recoverable | (1,278) | 380 | 145 |
| Net cash provided by (used in) operating activities | 23,523 | 12,889 | (712) |
| Cash flows from investing activities: | | | |
| Capital expenditures, net | (8,145) | (16,130) | (10,470) |
| Proceeds from the sale of equipment | 18 | 18 | 101 |
| Proceeds from the sale of short-term investments | — | 10,000 | 5,500 |
| Purchase of short-term investments | (14,756) | (5,255) | (525) |
| Net cash used in investing activities | (22,883) | (11,367) | (5,394) |
| Cash flows from financing activities: | | | |
| Proceeds from exercise of stock options | 4,390 | 737 | 396 |
| Tax benefit from exercise of stock options | 1,066 | 86 | 103 |
| Payments of dividends on common stock | (2,412) | — | — |
| Net cash provided by financing activities | 3,044 | 823 | 499 |
| Net increase (decrease) in cash | 3,684 | 2,345 | (5,607) |
| Cash and cash equivalents at beginning of period | 8,012 | 5,667 | 11,274 |
| Cash and cash equivalents at end of period | $ 11,696 | $ 8,012 | $ 5,667 |
| Supplemental cash flow information: | | | |
| Interest paid | $ 53 | $ 32 | $ 48 |
| Income taxes paid, net of refunds | $ 4,812 | $ 5,109 | $ 4,453 |

*The accompanying notes are an integral part of these statements.*

**GULF ISLAND FABRICATION, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2004**

## 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

***Basis of Presentation***

Gulf Island Fabrication, Inc. ("the Company"), located in Houma, Louisiana, is engaged in the fabrication and refurbishment of offshore oil and gas platforms for oil and gas industry companies. The Company's principal markets are concentrated in the offshore regions of the coast of the Gulf of Mexico. The consolidated financial statements include the accounts of Gulf Island Fabrication, Inc. and its majority owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates.

***Cash Equivalents***

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

***Short-Term Investments***

Short-term investments consist of a highly liquid short term bond fund. This investment is classified as available-for-sale and is recorded at fair value as determined by the most recently traded price of the securities at the balance sheet date.

***Comprehensive Income***

The Company uses SFAS No. 130, "Reporting Comprehensive Income," which requires the reporting and display of total comprehensive income and its components in the financial statements. Total comprehensive income represents the net change in stockholders' equity during a period from sources other than transactions with stockholders and as such, includes net earnings. For the Company, accumulated other comprehensive income (loss) is comprised of unrealized gains and losses on available-for-sale securities.

***Concentration of Credit Risk***

The principal customers of the Company are the major and large independent oil and gas companies. This concentration of customers may impact the Company's overall exposure to credit risk, either positively or negatively, in that customers may be similarly affected by changes in economic or other conditions. However, the Company's management believes that the portfolio of receivables is diversified and that such diversification minimizes any potential credit risk. Receivables are generally not collateralized. In the normal course of business, the Company extends credit to its customers on a short-term basis. Because the Company's principal customers are major oil and natural gas exploration, development and production companies, credit risks associated with our customers are considered minimal. However, the Company routinely reviews its accounts receivable balances and makes adequate provisions for probable doubtful accounts.

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***Stock-Based Compensation***

The Company has elected to follow Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, (APB 25) and related interpretations in accounting for its employee stock options, as described in Note 14 of the Notes to Consolidated Financial Statements. Under APB 25, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized.

For purpose of pro forma disclosures, the estimated fair value of the options (net of expected tax benefits) is amortized to expense over the options' vesting period. Since the Company's options generally vest over a five-year period, the pro forma disclosures are not indicative of future amounts until Statement 123 is applied to all outstanding non-vested options. The Company's pro forma information for the years ended December 31 is as follows (in thousands, except per share data):

| | 2004 | 2003 | 2002 |
|---|---|---|---|
| Net income as reported | $12,042 | $15,792 | $5,572 |
| Add stock-based employee compensation expense included in reported net income, net of related tax effect | — | — | — |
| Less total stock-based employee compensation expense, under fair value method for all awards, net of tax | (719) | (704) | (827) |
| Pro forma net income including the effect of options | $11,323 | $15,088 | $4,745 |
| Basic earnings per share: | | | |
| As reported | $ 1.00 | $ 1.34 | $ 0.47 |
| Pro forma including the effect of options | $ 0.94 | $ 1.28 | $ 0.40 |
| Diluted earnings per share: | | | |
| As reported | $ 0.99 | $ 1.33 | $ 0.47 |
| Pro forma including the effect of options | $ 0.93 | $ 1.27 | $ 0.40 |

***Inventory***

Inventory consists of materials and production supplies and is stated at the lower of cost or market determined on the first-in, first-out basis.

***Property, Plant and Equipment***

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets, which range from 3 to 30 years. Ordinary maintenance and repairs, which do not extend the physical or economic lives of the plant or equipment, are charged to expense as incurred.

***Long-Lived Assets***

In accordance with the Financial Accounting Standards Board's ("FASB") Statement No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets,* which was adopted on January 1, 2002, the Company records impairment losses on long-lived assets used in operations when events and circumstances indicate that the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. The impairment loss is determined by comparing the fair value of the assets to their carrying amounts and recording the excess of the carrying amounts of the assets over their fair value. Fair value is determined based on discounted cash flows or appraised values, as appropriate.

**GULF ISLAND FABRICATION, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

***Revenue Recognition***

Revenue from fixed-price and cost-plus construction contracts is recognized on the percentage-of-completion method, computed by the efforts-expended method which measures the percentage of labor hours incurred to date as compared to estimated total labor hours for each contract.

Contract costs include all direct material, labor and subcontract costs and those indirect costs related to contract performance, such as indirect labor, supplies and tools. Also included in contract costs are a portion of those indirect contract costs related to plant capacity, such as depreciation, insurance and repairs and maintenance. These indirect costs are allocated to jobs based on actual direct labor hours incurred. Profit incentives are included in revenue when their realization is reasonably assured. Claims for extra work or changes in scope of work are included in revenue when the amount can be reliably estimated and collection is probable. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

***Income Taxes***

Income taxes have been provided using the liability method in accordance with FASB Statement No. 109, *Accounting for Income Taxes*.

***Reclassifications***

Certain items included in the consolidated financial statements for the year ended December 31, 2002 and 2003 have been reclassified to conform to the December 31, 2004 consolidated financial statement presentation.

**2. NEW ACCOUNTING STANDARDS**

In June 2001, FASB issued Statement of Financial Accounting Standards No. 142 (“SFAS No. 142”), “Goodwill and Other Intangible Assets,” which established a new method of testing goodwill for impairment using a fair-value-based approach and eliminated the amortization of goodwill as previously required by Accounting Principles Board (“APB”) Opinion 17, “Intangibles.” An impairment loss would be recorded if the recorded goodwill exceeds its implied fair value. At December 31, 2001, the Company had goodwill of $4.8 million (net of accumulated amortization of $1.3 million) related to the acquisition of Southport, L.L.C. The Company adopted SFAS No. 142 effective January 1, 2002, and completed the required transitional impairment test during the quarter ended March 31, 2002. As a result of the transitional impairment test, the Company calculated an impairment charge of approximately $4.8 million. The impairment charge was calculated based on fair value using an expected cash flow approach. The Company considered in its expected cash flow projections the continued decline in the demand for, the highly competitive nature of, and the recent bid activity related to the fabrication of living quarters. The transitional impairment charge is reflected as a cumulative effect of change in accounting principle as of January 1, 2002, in the accompanying financial statements.

In January 2003, the FASB issued Interpretation No. 46, (“FIN 46”) “Consolidation of Variable Interest Entities.” FIN 46 requires a company to consolidate a variable interest entity (“VIE”), as defined, when the company will absorb a majority of the VIE’s expected losses, receive a majority of the VIE’s expected residual returns, or both. FIN 46 also requires consolidation of existing, non-controlled affiliates if the VIE is unable to finance its operations without investor support, or where the other investors do not have exposure to the significant risks and rewards of ownership. FIN 46 applies immediately to a VIE created or acquired after January 31, 2003. For a VIE acquired before February 1, 2003, FIN 46 applies in the first fiscal year or interim period ending after March 15, 2004. MinDOC, L.L.C., a limited liability company formed in April 1998 to patent, design, and market a deepwater floating, drilling and production concept (“MinDOC”), is by definition a VIE. Since October 2001, when the Company’s interest in MinDOC, L.L.C. increased to 60%, the Company’s investment in MinDOC, L.L.C. and its operations were and will continue to be consolidated within the

GULF ISLAND FABRICATION, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

consolidated financial statements of Gulf Island Fabrication, Inc. Effective January 1, 2004, management adopted FIN 46 and has concluded that the adoption did not have any impact on the Company's results of operations, financial position or cash flows.

On December 16, 2004, the Financial Accounting Standards Board (FASB) issued FASB Statement No. 123 (revised 2004), ("Statement 123 R") Share-Based Payment, which is a revision of FASB Statement No. 123, *Accounting for Stock-Based Compensation.* Statement No. 123(R) supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees,* and amends FASB Statement No. 95, *Statement of Cash Flows*. Generally, the approach in Statement 123(R) is similar to the approach described in Statement 123. However, Statement 123(R) *requires* all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

Statement 123(R) must be adopted no later than July 1, 2005. Early adoption will be permitted in periods in which financial statements have not yet been issued. We expect to adopt Statement 123(R) on July 1, 2005.

Statement 123(R) permits public companies to adopt its requirements using one of two methods:

1. A "modified prospective" method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of Statement 123(R) for all share-based payments granted after the effective date and (b) based on the requirements of Statement 123(R) for all awards granted to employees prior to the effective date of Statement 123(R) that remain unvested on the effective date.

2. A "modified retrospective" method which includes the requirements of the modified prospective method described above, but also permits entities to restate based on the amounts previously recognized under Statement 123 for purposes of pro forma disclosures either (a) all prior periods presented or (b) prior interim periods of the year of adoption.

The company plans to adopt Statement 123(R) using the modified retrospective method, restating only the prior interim periods of 2005.

As permitted by Statement 123(R), the company currently accounts for share-based payments to employees using Opinion 25's intrinsic value method and, as such, generally recognizes no compensation cost for employee stock options. Accordingly, the adoption of Statement 123(R)'s fair value method will have a significant impact on our result of operations, although it will have no impact on our overall financial position. The impact of adoption of Statement 123(R) cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had we adopted Statement 123(R) in prior periods, the impact of that standard would have approximated the impact of Statement 123 as described in the disclosure of pro forma net income and earnings per share in Note 1 to our consolidated financial statements.

**3. CONTRACTS RECEIVABLE**

Amounts due on contracts as of December 31 were as follows (in thousands):

| | 2004 | 2003 |
|---|---|---|
| Completed contracts | $ 8,820 | $ 5,255 |
| Contracts in progress: | | |
| Current | 28,258 | 37,414 |
| Retainage due within one year | 2,433 | 7,062 |
| | 39,511 | 49,731 |
| Less allowance for doubtful accounts | — | 226 |
| | $ 39,511 | $ 49,505 |

GULF ISLAND FABRICATION, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

### 4. COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

Information with respect to uncompleted contracts as of December 31 is as follows (in thousands):

| | 2004 | 2003 |
|---|---|---|
| Costs incurred on uncompleted contracts | $121,933 | $208,205 |
| Estimated profit earned to date | 14,417 | 28,932 |
| | 136,350 | 237,137 |
| Less billings to date | 137,063 | 237,334 |
| | $ (713) | $ (197) |

The above amounts are included in the accompanying consolidated balance sheets at December 31, under the following captions (in thousands):

| | 2004 | 2003 |
|---|---|---|
| Costs and estimated earnings in excess of billings on uncompleted contracts | $ 6,152 | $ 5,806 |
| Billings in excess of costs and estimated earnings on uncompleted contracts | (6,865) | (6,003) |
| | $ (713) | $ (197) |

### 5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following at December 31 (in thousands):

| | 2004 | 2003 |
|---|---|---|
| Land | $ 3,736 | $ 3,736 |
| Buildings | 19,157 | 18,441 |
| Machinery and equipment | 60,107 | 56,143 |
| Furniture and fixtures | 2,105 | 1,911 |
| Transportation equipment | 1,784 | 1,802 |
| Improvements | 20,509 | 19,250 |
| Construction in progress | 1,002 | 647 |
| | 108,400 | 101,930 |
| Less accumulated depreciation | 48,054 | 43,671 |
| | $ 60,346 | $ 58,259 |

The Company leases certain equipment used in the normal course of its operations under month-to-month lease agreements cancelable only by the Company. During 2004, 2003, and 2002, the Company expensed $1.8 million, $2.6 million, and $1.5 million, respectively, related to these leases.

GULF ISLAND FABRICATION, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## 6. INCOME TAXES

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 income tax purposes. Significant components of the Company's deferred tax assets and liabilities as of December 31 were as follows (in thousands):

| | 2004 | 2003 |
|---|---|---|
| Deferred tax liabilities: | | |
| Depreciation | $10,106 | $ 8,820 |
| Total deferred tax liabilities: | 10,106 | 8,820 |
| Deferred tax assets: | | |
| Employee benefits | 406 | 338 |
| Uncompleted contracts | 66 | 152 |
| Other benefits | 9 | 301 |
| Total deferred tax assets: | 481 | 791 |
| Net deferred tax liabilities: | $ 9,625 | $ 8,029 |

Significant components of income tax expense for the years ended December 31 were as follows (in thousands):

| | 2004 | 2003 | 2002 |
|---|---|---|---|
| Current: | | | |
| Federal | $4,367 | $5,311 | $4,511 |
| State | 308 | 262 | 127 |
| Total current | 4,675 | 5,573 | 4,638 |
| Deferred: | | | |
| Federal | 1,490 | 2,442 | 675 |
| State | 105 | 120 | 19 |
| Total deferred | 1,595 | 2,562 | 694 |
| Income taxes | $6,270 | $8,135 | $5,332 |

A reconciliation of income taxes computed at the U.S. federal statutory tax rate to the Company's income tax expense for the years ended December 31 is as follows (in thousands):

| | 2004 | % | 2003 | % | 2002 | % |
|---|---|---|---|---|---|---|
| U.S. statutory rate | $6,409 | 35.0% | $8,375 | 35.0% | $5,327 | 34.0% |
| Increase (decrease) resulting from: | | | | | | |
| State income taxes | 413 | 2.3 | 382 | 1.6 | 146 | 0.9 |
| Foreign sales | (356) | (1.9) | (252) | (1.1) | (328) | (2.1) |
| Other | (196) | (1.2) | (370) | (1.6) | 187 | 1.2 |
| Income tax expense | $6,270 | 34.2% | $8,135 | 34.0% | $5,332 | 34.0% |

GULF ISLAND FABRICATION, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

**7. LINE OF CREDIT AND NOTES PAYABLE**

The Company's bank credit facility provides for a revolving line of credit (the "Revolver") of up to $20.0 million that bears interest equal to, at the Company's option, the prime lending rate established by J. P. Morgan Chase Bank, N.A. or LIBOR plus 1.5%. The Revolver matures December 31, 2006, and is secured by a mortgage on the Company's real estate, equipment and fixtures. The Company pays a fee on a quarterly basis, of three-sixteenths of one percent per annum on the average unused portion of the line of credit. At December 31, 2004, there were no borrowings outstanding under the credit facility, but the Company did have letters of credit outstanding totaling $2.2 million, which reduces the unused portion of the Revolver. The Company is required to maintain certain covenants, including balance sheet and cash flow ratios. At December 31, 2004, the Company was in compliance with these covenants.

**8. CONTINGENT LIABILITIES**

The Company is subject to various routine legal proceedings in the normal conduct of its business primarily involving commercial claims, workers' compensation claims, and claims for personal injury under general maritime laws of the United States and the Jones Act. While the outcome of these lawsuits, legal proceedings and claims cannot be predicted with certainty, management believes that the outcome of any such proceedings, even if determined adversely, would not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

In November 2004, Gulf Island, L.L.C., a wholly-owned subsidiary of Gulf Island Fabrication, Inc., filed a breach of contract suit against J. Ray McDermott for non-payment of a portion of a contract completed by Gulf Island, L.L.C. earlier in 2004. The amount of the unpaid portion of the contract in Contracts receivable, net is approximately $5 million. J. Ray McDermott has deposited certified funds with the Terrebonne Parish Clerk of Court in the amount of 125% of the unpaid portion. After consultation with legal counsel, the Company does not expect that the ultimate resolution of this matter will have a material adverse effect on the financial position or results of operations of the Company.

In December 2004, the Company received notice from Louisiana Department of Environmental Quality ("LDEQ") that the Corrective Action Plan submitted in October 2004 was not acceptable. The Corrective Action Plan was developed to provide remediation to several isolated areas located on property the Company sold in 2001. Cost of remediation based on revising the Corrective Action Plan according to LDEQ's recommendations is not expected to exceed $230,000.

**9. SALES TO MAJOR CUSTOMERS**

The Company's customer base is primarily concentrated in the oil and gas industry. The Company is not dependent on any one customer, and the revenue earned from each customer varies from year to year based on the contracts awarded. Sales to customers comprising 10% or more of the Company's total revenue for the years ended December 31 are summarized as follows (in thousands):

| | 2004 | 2003 | 2002 |
|---|---|---|---|
| Kerr-McGee Corporation | $ 35,850 | $ 22,538 | $ 26,939 |
| BHP Billiton | 21,261 | 19,485 | — |
| J. Ray McDermott | 20,611 | 45,214 | — |
| Exxon Mobil Corporation | 10,621 | 18,693 | 17,189 |
| El Paso Corporation | — | 21,019 | 7,459 |
| Single Buoy Moorings, Inc. | — | — | 28,129 |

GULF ISLAND FABRICATION, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

## 10. INTERNATIONAL SALES

The Company's fabricated structures are used worldwide by U.S. customers operating abroad and by foreign customers. Sales of fabricated structures for delivery outside of the United States accounted for 16%, 24%, and 31%, of the Company's revenues for the years ending December 31, 2004, 2003, and 2002, respectively.

| | December 31, | | |
|---|---|---|---|
| | 2004 | 2003 | 2002 |
| | | (In millions) | |
| Location: | | | |
| United States | $ 145.5 | $ 155.0 | $ 98.1 |
| International | 28.4 | 48.7 | 44.8 |
| Total | $ 173.9 | $ 203.7 | $ 142.9 |

## 11. RETIREMENT PLAN

The Company has a defined contribution plan (the "Retirement Plan") for all employees that is qualified under Section 401(k) of the Internal Revenue Code. Contributions to the Retirement Plan by the Company are based on the participants' contributions, with an additional year-end discretionary contribution determined by the Board of Directors. For the years ended December 31, 2004, 2003, and 2002, the Company contributed a total of $1.1 million, $1.2 million, and $1.0 million, respectively.

## 12. QUARTERLY OPERATING RESULTS (UNAUDITED)

A summary of quarterly results of operations for the years ended December 31, 2004 and 2003 were as follows (in thousands, except per share data):

| | March 31, 2004 | June 30, 2004 | September 30, 2004 | December 31, 2004 |
|---|---|---|---|---|
| Revenue | $ 50,794 | $41,443 | $ 35,753 | $ 45,888 |
| Gross Profit | 7,330 | 6,502 | 3,693 | 5,148 |
| Net income | 3,952 | 3,506 | 1,728 | 2,856 |
| Basic earnings per share | 0.33 | 0.29 | 0.14 | 0.24 |
| Diluted earnings per share | 0.33 | 0.29 | 0.14 | 0.23 |

| | March 31, 2003 | June 30, 2003 | September 30, 2003 | December 31, 2003 |
|---|---|---|---|---|
| Revenue | $ 39,573 | $44,603 | $ 63,329 | $ 56,162 |
| Gross Profit | 5,974 | 4,644 | 7,257 | 11,027 |
| Net income | 3,220 | 2,321 | 4,033 | 6,218 |
| Basic earnings per share | 0.27 | 0.20 | 0.34 | 0.53 |
| Diluted earnings per share | 0.27 | 0.20 | 0.34 | 0.52 |

GULF ISLAND FABRICATION, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

### 13. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

| | 2004 | 2003 | 2002 |
|---|---|---|---|
| Numerator: | | | |
| Numerator for basic and diluted earnings per share before cumulative effect of change in accounting principle | $ 12,042 | $ 15,792 | $ 10,337 |
| Numerator for cumulative effect of change in accounting principle | — | — | (4,765) |
| Numerator for basic and diluted earnings per share | 12,042 | $ 15,792 | $ 5,572 |
| Denominator: | | | |
| Denominator for basic earnings per share-weighted-average shares | 12,054 | 11,779 | 11,731 |
| Effect of dilutive securities: | | | |
| Employee stock options | 134 | 116 | 86 |
| Dilutive potential common shares: | | | |
| Denominator for dilutive earnings per share-weighted-average shares | 12,188 | 11,895 | 11,817 |
| Basic earnings per share: | | | |
| Net income before cumulative effect of change in accounting principle | $ 1.00 | $ 1.34 | $ 0.88 |
| Cumulative effect of change in accounting principle | — | — | (0.41) |
| Basic earnings per share | $ 1.00 | $ 1.34 | $ 0.47 |
| Diluted earnings per share: | | | |
| Net income before cumulative effect of change in accounting principle | $ 0.99 | $ 1.33 | $ 0.87 |
| Cumulative effect of change in accounting principle | — | — | (0.40) |
| Diluted earnings per share | $ 0.99 | $ 1.33 | $ 0.47 |

### 14. LONG-TERM INCENTIVE PLANS

On February 13, 1997, the shareholders approved a proposal to adopt the Long-Term Incentive Plan (the “Plan”). The Plan authorized the grant of options to purchase an aggregate of 1,000,000 (split adjusted) shares of the Company’s common stock to certain officers and key employees of the Company chosen by a committee appointed by the board of directors (the “Compensation Committee”) to administer such Plan. Under the Plan, all options granted have 10-year terms, and the conditions relating to the vesting and exercise of the options result in their being classified as “nonstatutory options” (options which do not afford income tax benefits to recipients, but the exercise of which may provide tax deductions for the Company). Each option will have an exercise price per share not less than the fair market value of a share of common stock on the date of grant and no individual employee may be granted options to purchase more than an aggregate of 400,000 shares of common stock.

On April 24, 2002, the shareholders approved a proposal to adopt the 2002 Long-Term Incentive Plan (the “2002 Plan”). The 2002 Plan authorized the grant of options to purchase an aggregate of 500,000 shares of the Company’s common stock to certain officers, key employees, directors and consultants of the Company chosen by the Compensation Committee. Under the 2002 Plan, all options granted have 10-year terms, and the conditions relating to the vesting and exercise of the options result in their being classified as “nonstatutory options” (options which do not afford income tax benefits to recipients, but the exercise of which may provide tax deductions for the Company). Each option will have an exercise price per share not less than the fair market value of a share of common stock on the date of grant and no individual employee may be granted options to purchase more than an aggregate of 200,000 shares of common stock.

**GULF ISLAND FABRICATION, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Pro forma information regarding net income and earnings per share is required by Statement 123 and has been determined as if the Company had accounted for its employee stock options under the fair value method of that statement. The fair value for these options was estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions. For 2004, a risk-free interest rate of 4.25%; dividend yield of .92%; volatility factor of the expected market price of the Company's common stock of .299; and a weighted-average expected life of the options of eight years. For 2003, a risk-free interest rate of 4.25%; dividend yield of zero; volatility factor of the expected market price of the Company's common stock of .347; and a weighted-average expected life of the options of eight years. For 2002, a risk-free interest rate of 4.00% ; dividend yield of zero; volatility factor of the expected market price of the Company's common stock of .458; and a weighted-average expected life of the options of eight years. The options vest over a five-year period.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimated, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

A summary of the Company's stock options activity and related information for the years ended December 31, 2004, 2003 and 2002 is as follows (in thousands, except per share data):

| | | | | | | |
|---|---|---|---|---|---|---|
| Outstanding - beginning of year | 947 | $ 13.57 | 923 | $ 13.24 | 889 | $ 12.85 |
| Granted | 98 | 21.85 | 101 | 16.69 | 103 | 15.63 |
| Exercised | (349) | 12.58 | (56) | 13.09 | (39) | 10.28 |
| Expired | — | — | — | — | — | — |
| Forfeited | (21) | 14.13 | (21) | 15.22 | (30) | 13.88 |
| Outstanding - end of year | 675 | $ 15.27 | 947 | $ 13.57 | 923 | $ 13.24 |
| Exercisable at end of year | 332 | $ 13.54 | 529 | $ 13.05 | 445 | $ 13.01 |
| Weighted-average fair value of options granted during the year | $ 8.46 | | $ 8.04 | | $ 8.80 | |

The 675,000 options outstanding fall into two general exercise-price ranges as follows:

| | Exercise Price Range | |
|---|---|---|
| | $7.13 to $11.68 | $15.00 to $21.85 |
| Options outstanding | 177,000 | 498,000 |
| Weighted-average exercise price | $ 10.17 | $ 17.08 |
| Weighted-average remaining contractual life | 5.7 | 7.4 |
| Options exercisable | 124,000 | 208,000 |
| Weighted-average exercise price of options exercisable | $ 9.53 | $ 15.93 |

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## 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, on March 4, 2005.

GULF ISLAND FABRICATION, INC.
(Registrant)

By: /S/ KERRY J. CHAUVIN

**Kerry J. Chauvin**
**Chairman of the Board,**
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 4, 2005.

| Signature | Title |
| --- | --- |
| /S/ KERRY J. CHAUVIN<br>**Kerry J. Chauvin** | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) |
| /S/ JOSEPH P. GALLAGHER, III<br>**Joseph P. Gallagher, III** | Vice President - Finance, Chief Financial Officer and Treasurer (Principal Financial Officer) |
| /S/ ROBIN A. SEIBERT<br>**Robin A. Seibert** | Controller, Chief Accounting Officer and Secretary (Principal Accounting Officer) |
| /S/ GREGORY J. COTTER<br>**Gregory J. Cotter** | Director |
| /S/ THOMAS E. FAIRLEY<br>**Thomas E. Fairley** | Director |
| /S/ HUGH J. KELLY<br>**Hugh J. Kelly** | Director |
| /S/ ALDEN J. LABORDE<br>**Alden J. Laborde** | Director |
| /S/ JOHN P. LABORDE<br>**John P. Laborde** | Director |
| /S/ KEN C. TAMBLYN<br>**Ken C. Tamblyn** | Director |
| /S/ HUEY J. WILSON<br>**Huey J. Wilson** | Director |

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**GULF ISLAND FABRICATION, INC.**

**EXHIBIT INDEX**

| EXHIBIT NUMBER | | SEQUENTIALLY NUMBERED PAGES |
|---|---|---|
| 2.1 | Stock Purchase Agreement with respect to Dolphin Services, Inc. dated November 27, 1996. * | |
| 2.2 | Stock Purchase Agreement with respect to Dolphin Steel Sales, Inc. dated as of November 27, 1996. * | |
| 2.3 | Stock Purchase Agreement with respect to Dolphin Sales & Rentals, Inc. dated as of November 27, 1996. * | |
| 3.1 | Amended and Restated Articles of Incorporation of the Company. * | |
| 3.2 | Bylaws of the Company as Amended and Restated through July 23, 2003, incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003. | |
| 4.1 | Specimen Common Stock Certificate. * | |
| 10.1 | Form of Indemnity Agreement by and between the Company and each of its directors and executive officers. * † | |
| 10.2 | Registration Rights Agreement between the Company and Alden J. Laborde. * | |
| 10.3 | Registration Rights Agreement between the Company and Huey J. Wilson. * | |
| 10.4 | The Company's Long-Term Incentive Plan. * † | |
| 10.5 | Form of Stock Option Agreement under the Company's Long-Term Incentive Plan, as amended, incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1997. † | |
| 10.6 | The Company's 2002 Long-Term Incentive Plan, incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2002. † | |
| 10.7 | Form of Stock Option Agreement under the company's 2002 Long-Term Incentive Plan, incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2002. † | |
| 10.8 | Form of Reimbursement Agreement. * † | |
| 10.9 | Ninth Amended and Restated Credit Agreement among the Company, Bank One, N.A. and Whitney National Bank, dated as of December 31, 2003, incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2003. | |
| 10.10 | First Amendment to Ninth Amended and Restated Credit Agreement among the Company and Bank One, N.A. and Whitney National Bank dated as of June 30, 2004 incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2004. | |
| 10.11 | Named Executive Officer and Director Compensation, incorporated by reference to the Company's Form 8-K filed February 4, 2005. † | |

| EXHIBIT NUMBER | | SEQUENTIALLY NUMBERED PAGES |
|---|---|---|
| 10.12 | Second Amendment to Ninth Amended and Restated Credit Agreement among the Company and J.P. Morgan Chase Bank, N.A. and Whitney National Bank dated as of December 21, 2004. | |
| 21.1 | Subsidiaries of the Company – The Company's significant subsidiaries, Gulf Island, L.L.C., Dolphin Services, Inc., and Southport, L.L.C., are organized under Louisiana law, are wholly owned and are included in the Company's consolidated financial statements. | |
| 23.1 | Consent of Ernst & Young LLP | |
| 31.1 | CEO Certifications pursuant to Rule 13a-14 under the Securities Exchange Act of 1934. | |
| 31.2 | CFO Certifications pursuant to Rule 13a-14 under the Securities Exchange Act of 1934. | |
| 32 | Section 906 Certifications furnished pursuant to 18 U.S.C. Section 1350 | |
| 99.1 | Press release issued by the Company on January 17, 2005 announcing date of earnings release and quarterly conference call. | |

† Management Contract or Compensatory Plan.
* Incorporated by reference to the Company's Registration Statement on Form S-1 filed with the Commission on February 14, 1997 (Registration Number 333-21863).

**SECOND AMENDMENT TO
NINTH AMENDED AND RESTATED
CREDIT AGREEMENT**

This SECOND AMENDMENT dated as of December 21, 2004 (this "Second Amendment") to that certain **NINTH AMENDED AND RESTATED CREDIT AGREEMENT**, as amended (as so amended, the "Credit Agreement"), dated as of December 31, 2003, is among **GULF ISLAND FABRICATION, INC.,** a Louisiana corporation ("Borrower"), **GULF ISLAND, L.L.C.**, a Louisiana limited liability company ("Gulf Island Subsidiary"), **DOLPHIN SERVICES, INC.**, a Louisiana corporation ("Dolphin"), **SOUTHPORT, L.L.C.**, a Louisiana limited liability company and successor by merger to Southport, Inc. ("Southport"), and **GULF ISLAND MINDOC COMPANY, L.L.C.** (formerly Vanguard Ocean Services, L.L.C.), a Louisiana limited liability company ("MinDOC") as Guarantors, **WHITNEY NATIONAL BANK**, a national banking association ("Whitney") and **JPMORGAN CHASE BANK, N.A.** (successor by merger to BANK ONE, N.A., Chicago) in its individual capacity ("JPMorgan") (Whitney and JPMorgan, each a "Lender" and collectively the "Lenders") and JPMorgan, as Agent and LC Issuer.

WHEREAS, Borrower has decided that it is in its best interest to cause GIF Finance, Inc. to be merged with and into Gulf Island Subsidiary; and

WHEREAS, Since the date of the Credit Agreement, Bank One, N.A., Chicago, has been merged with and into JPMorgan Chase Bank, N.A.; and

WHEREAS, The Parties wish to execute this Second Amendment to reflect such changes on the terms and conditions set forth herein;

NOW, THEREFORE, the parties hereto do hereby amend the Credit Agreement, all on the terms and conditions hereof and do hereby agree as follows:

1. Unless otherwise defined herein, all defined terms used in this Second Amendment shall have the same meaning ascribed to such terms in the Credit Agreement. From and after the date hereof, each reference in the Credit Agreement and in any Collateral Document or Guaranty to "Bank One," either in its individual capacity as a Lender or in its capacities as Agent and LC Issuer, shall mean "JPMorgan."

2. The merger of GIF Finance, Inc. with and into Gulf Island Subsidiary and the cancellation by confusion of all Indebtedness owed by GIF Finance, Inc. to Gulf Island Subsidiary are approved. The Credit Agreement is hereby amended by deleting GIF Finance, Inc. as a Guarantor, one of the Existing Subsidiaries, and a Subordinated Lender. The Subordination Agreement is hereby terminated and cancelled.

3. Section 5.19 of the Credit Agreement is hereby amended to delete the phrase "… the Subordination Agreement, and…"

4. Section 6.10(iv)(y) of the Credit Agreement is hereby deleted, and Section 6.10(iv)(z) is re-lettered as Section 6.10(iv)(y).

5. Section 6.10(vi) of the Credit Agreement is hereby deleted, and Sections 6.10(vii) and (viii) are re-designated as Sections 6.10(vi) and Section 6.10(vii).

6. Section 6.16 of the Credit Agreement is hereby deleted and replaced with the phrase "intentionally omitted," and Section 7.3 is hereby amended to delete the reference to Section 6.16.

7. Section 6.22.3 of the Credit Agreement is hereby amended to delete the phrase "…or to GIF Finance…"

8. Except to the extent its provisions are specifically amended, modified or superseded by this Second Amendment, the representations, warranties and affirmative and negative covenants of the Borrower contained in the Credit Agreement are incorporated herein by reference for all purposes as if copied herein in full. The Borrower hereby restates and reaffirms each and every term and provision of the Credit Agreement, as amended, including, without limitation, all representations, warranties and affirmative and negative covenants. Except to the extent its provisions are specifically amended, modified or superseded by this Second Amendment, the Credit Agreement, as amended, and all terms and provisions thereof shall remain in full force and effect, and the same in all respects are confirmed and approved by the parties hereto.

9. Each Guarantor hereby consents to the execution of this Second Amendment and reaffirms its Guaranty of all of the obligations of the Borrower. Each such Guarantor further acknowledges and consents to any increase in the obligations owed by such Guarantor as the result of this Second Amendment, including, but not limited to any increase arising from the merger of GIF Finance, Inc. with and into Gulf Island Subsidiary and the deletion of GIF Finance, Inc. as a Guarantor and Existing Subsidiary. Borrower and Guarantor acknowledge and agree that this Second Amendment shall not be considered a novation or a new contract. Borrower and each Guarantor acknowledge that all existing rights, titles, powers, Liens, security interests and estates in favor of the Lenders constitute valid and existing obligations and Liens and security interests as against the Collateral in favor of the Administrative Agent for the benefit of the Lenders. Borrower and each Guarantor confirm and agree that (a) neither the execution of this Second Amendment nor the consummation of the transactions described herein shall in any way effect, impair or limit the covenants, liabilities, obligations and duties of the Borrower and each Guarantor under the Loan Documents and (b) the obligations evidenced and secured by the Loan Documents continue in full force and effect. Each Guarantor hereby further confirms that it unconditionally guarantees to the extent set forth in the Guaranty the due and punctual payment and performance of any and all amounts and obligations owed the Borrower under the Credit Agreement or the other Loan Documents.

10. Borrower and each Guarantor that has executed any mortgage, security agreement, pledge, or other security device as security for the obligations under the Credit Agreement hereby acknowledges and affirms that such security remains in effect for the obligations evidenced by the Credit Agreement, as amended by this Second Amendment.

11. This Second Amendment may be executed in any number of counterparts and all of such counterparts taken together shaft be deemed to constitute one and the same instrument.

12. **THIS SECOND AMENDMENT AND THE LOAN DOCUMENTS (OTHER THAN THOSE CONTAINING A CONTRARY EXPRESS CHOICE OF LAW PROVISION) SHALL BE CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF LOUISIANA, BUT GIVING EFFECT TO FEDERAL LAWS APPLICABLE TO NATIONAL BANKS.**

[REMAINDER OF PAGE INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the Borrower, the Guarantors, the Lenders, the LC Issuer and the Agent have executed this Second Amendment as of the date first above written.

**BORROWER:**

**GULF ISLAND FABRICATION, INC.**

By: /s/ Kerry J. Chauvin

Kerry J. Chauvin,
President & CEO

**GUARANTORS:**

**GULF ISLAND, L.L.C.**

By: /s/ Kirk J. Meche

Kirk J. Meche, President & CEO

**DOLPHIN SERVICES, INC.**

By: /s/ William J. Fromenthal

William J. Fromenthal, President
& CEO

**SOUTHPORT, L.L.C.**

By: /s/ Jacques C. Olivier

Jacques C. Olivier, President
& CEO

**GULF ISLAND MINDOC COMPANY, L.L.C.**

By: /s/ Kerry J. Chauvin

Kerry J. Chauvin, Manager

**LENDERS:**

JPMorgan Chase Bank, N.A.,
Successor by merger to Bank One, NA, Chicago
Individually, as LC Issuer, and as Agent

By: /s/ J. Charles Freel

J. Charles Freel, Vice President

**WHITNEY NATIONAL BANK**

By: /s/ Josh J. Jones

Josh J. Jones, Assistant Vice President

Exhibit 23.1

# Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-46155) pertaining to the Long-Term Incentive Plan and the Registration Statement (Form S-8 No. 333-88466) pertaining to the 2002 Long-Term Incentive Plan, of our reports dated February 23, 2005, with respect to the consolidated financial statements of Gulf Island Fabrication, Inc., Gulf Island Fabrication, Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Gulf Island Fabrication, Inc. included in this Annual Report (Form 10-K) for the year ended December 31, 2004.

/s/ Ernst & Young LLP

New Orleans, Louisiana
March 4, 2005

Exhibit 31.1

**Certifications**

I, Kerry J. Chauvin, certify that:

1. I have reviewed this Annual Report of Form 10-K of Gulf Island Fabrication, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 4, 2005

/s/ Kerry J. Chauvin

Kerry J. Chauvin
*President and Chief Executive Officer*

**Certifications**

I, Joseph P. Gallagher, III, certify that:

1. I have reviewed this Annual Report of Form 10-K of Gulf Island Fabrication, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 4, 2005

/s/ Joseph P. Gallagher, III

Joseph P. Gallagher, III
*Chief Financial Officer*

**Certification Furnished Pursuant to**
**18 U.S.C. Section 1350, as adopted pursuant to**
**Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K of Gulf Island Fabrication, Inc. (the "Company") for the fiscal year ended December 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, who are the Chief Executive Officer and Chief Financial Officer of the Company, certify pursuant to Section 906 of the Sarbanes-Oxley Act, that:

- the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

By: /s/ Kerry J. Chauvin

Kerry J. Chauvin
Chief Executive Officer
March 4, 2005

By: /s/ Joseph P. Gallagher, III

Joseph P. Gallagher, III
Chief Financial Officer
March 4, 2005

*A signed original of this written statement required by Section 906 has been provided to Gulf Island Fabrication, Inc. and will be retained by Gulf Island Fabrication, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.*

**NEWS RELEASE** **Exhibit 99.1**

For further information contact:


| | |
|---|---|
| Kerry J. Chauvin | Joseph "Duke" Gallagher |
| Chief Executive Officer | Chief Financial Officer |
| 985.872.2100 | 985.872.2100 |


**FOR IMMEDIATE RELEASE**
**JANUARY 17, 2005**

**GULF ISLAND FABRICATION, INC.**
**TO ANNOUNCE EARNINGS RESULTS**
**AND QUARTERLY CONFERENCE CALL**

Houma, LA — (BUSINESS WIRE) — January 17, 2005—Gulf Island Fabrication, Inc. (NASDAQ: GIFI), will announce 2004 fourth quarter earnings on Wednesday, February 2, 2005 at 8:00 a.m. Central Time (9:00 a.m. Eastern Time).

The management of Gulf Island Fabrication, Inc. will hold a conference call on Wednesday, February 2, 2005, at 9:00 a.m. Central Time (10:00 a.m. Eastern Time) to discuss the Company's financial results for the quarter ended December 31, 2004.

The call is accessible by webcast through CCBN and by dialing the following:

Dial In: 1.800.946.0785

Webcast: www.gulfisland.com

A digital rebroadcast of the call is available two hours after the call and ending February 8, 2005 by dialing:

Phone Number: 1.888.203.1112

Replay Passcode: 216143

Gulf Island Fabrication, Inc., based in Houma, Louisiana, is a leading fabricator of offshore drilling and production platforms, offshore living quarters and other specialized structures used in the development and production of offshore oil and gas reserves. The Company also offers offshore interconnect pipe hook-up, inshore marine construction, manufacture and repair of pressure vessels, and steel warehousing and sales.