

AMPCO PITTSBURGH CORP

Form 10-Q

November 10, 2014

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2014**

**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 1-898**

**AMPCO-PITTSBURGH CORPORATION**

**Pennsylvania**  
**(State of Incorporation)**

**25-1117717**  
**(I.R.S. Employer**

**Identification No.)**

**600 Grant Street, Suite 4600**

**Pittsburgh, Pennsylvania 15219**

**(Address of principal executive offices)**

**(412) 456-4400**

**(Registrant's telephone number)**

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 periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

On November 3, 2014, 10,425,664 common shares were outstanding.

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Table of Contents**PART I FINANCIAL INFORMATION****AMPCO-PITTSBURGH CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEETS****(UNAUDITED)***(in thousands, except par value)*

	September 30, 2014	December 31, 2013
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 91,973	\$ 97,910
Receivables, less allowance for doubtful accounts of \$715 in 2014 and \$551 in 2013	53,241	50,279
Inventories	63,195	64,129
Insurance receivables asbestos	19,000	24,500
Other current assets	12,192	9,968
Total current assets	239,601	246,786
Property, plant and equipment, net	151,398	151,288
Insurance receivables asbestos	78,471	86,241
Deferred income tax assets	1,764	6,832
Investments in joint ventures	4,052	5,010
Other noncurrent assets	6,627	6,516
	\$ 481,913	\$ 502,673
<b>Liabilities and Shareholders Equity</b>		
Current liabilities:		
Accounts payable	\$ 18,428	\$ 15,768
Accrued payrolls and employee benefits	9,469	8,875
Industrial Revenue Bond debt	13,311	13,311
Asbestos liability current portion	23,000	27,000
Other current liabilities	19,501	21,720
Total current liabilities	83,709	86,674
Employee benefit obligations	41,484	49,146
Asbestos liability	118,659	131,293
Other noncurrent liabilities	515	565
Total liabilities	244,367	267,678

Commitments and contingent liabilities (Note 6)

Shareholders' equity:

Common stock - par value \$1; authorized 20,000 shares; issued and outstanding 10,425 shares in 2014 and 10,373 shares outstanding in 2013	10,425	10,373
Additional paid-in capital	127,384	125,852
Retained earnings	139,869	144,635
Accumulated other comprehensive loss	(40,132)	(45,865)
<b>Total shareholders' equity</b>	<b>237,546</b>	<b>234,995</b>
	\$ 481,913	\$ 502,673

See Notes to Condensed Consolidated Financial Statements.

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**AMPCO-PITTSBURGH CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

**(UNAUDITED)**

*(in thousands, except per share amounts)*

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Net sales	\$ 65,409	\$ 64,433	\$ 198,270	\$ 203,995
Operating costs and expenses:				
Costs of products sold (excluding depreciation)	53,244	48,177	158,715	158,577
Selling and administrative	8,950	8,979	27,424	28,135
Depreciation	2,941	2,840	9,007	8,725
Credit for asbestos litigation	0	(16,340)	0	(16,340)
Loss on disposal of assets	232	0	287	19
Total operating expenses	65,367	43,656	195,433	179,116
Income from operations	42	20,777	2,837	24,879
Other income (expense):				
Investment-related income	38	27	125	51
Interest expense	(61)	(60)	(169)	(181)
Other net	(395)	(532)	(344)	(1,539)
	(418)	(565)	(388)	(1,669)
(Loss) income before income taxes and equity losses in Chinese joint venture	(376)	20,212	2,449	23,210
Income tax benefit (provision)	178	(7,057)	(773)	(7,958)
Equity losses in Chinese joint venture	(145)	(450)	(820)	(1,315)
Net (loss) income	\$ (343)	\$ 12,705	\$ 856	\$ 13,937
Net (loss) income per common share:				
Basic	\$ (0.03)	\$ 1.23	\$ 0.08	\$ 1.35

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Diluted	\$ (0.03)	\$ 1.22	\$ 0.08	\$ 1.34
Cash dividends declared per share	\$ 0.18	\$ 0.18	\$ 0.54	\$ 0.54
Weighted average number of common shares outstanding:				
Basic	10,424	10,363	10,398	10,355
Diluted	10,477	10,408	10,448	10,404

See Notes to Condensed Consolidated Financial Statements.



Table of Contents**AMPCO-PITTSBURGH CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME****(UNAUDITED)***(in thousands)*

	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Net (loss) income	\$ (343)	\$ 12,705	\$ 856	\$ 13,937
Other comprehensive (loss) income, net of tax where applicable:				
Adjustments for changes in:				
Foreign currency translation	(4,066)	4,285	(1,945)	97
Unrecognized employee benefit costs (including effects of foreign currency translation)	1,056	(1,352)	5,137	86
Unrealized holding (losses) gains on marketable securities	(66)	103	113	296
Fair value of cash flow hedges	(72)	152	(180)	(277)
Reclassification adjustments for items included in net income:				
Amortization of unrecognized employee benefit costs	827	1,458	2,612	4,245
Realized (gains) from sale of marketable securities	(24)	(17)	(59)	(51)
Realized (gains) losses from settlement of cash flow hedges	(13)	144	55	206
Other comprehensive (loss) income	(2,358)	4,773	5,733	4,602
Comprehensive (loss) income	\$ (2,701)	\$ 17,478	\$ 6,589	\$ 18,539

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**AMPCO-PITTSBURGH CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)***(in thousands)*

	Nine Months Ended	
	September 30, 2014	2013
Net cash flows provided by operating activities	\$ 9,694	\$ 28,957
Cash flows from investing activities:		
Purchases of property, plant and equipment	(10,217)	(10,264)
Purchases of long-term marketable securities	(667)	(810)
Proceeds from sale of long-term marketable securities	603	678
Other	185	6
Net cash flows used in investing activities	(10,096)	(10,390)
Cash flows from financing activities:		
Dividends paid	(5,613)	(5,590)
Proceeds from the issuance of common stock	581	67
Excess tax benefits from the exercise of stock options	60	2
Net cash flows used in financing activities	(4,972)	(5,521)
Effect of exchange rate changes on cash and cash equivalents	(563)	340
Net (decrease) increase in cash and cash equivalents	(5,937)	13,386
Cash and cash equivalents at beginning of period	97,910	78,889
Cash and cash equivalents at end of period	\$ 91,973	\$ 92,275
Supplemental information:		
Income tax payments	\$ 3,406	\$ 877
Interest payments	\$ 169	\$ 182

Non-cash investing activities:

Purchases of property, plant and equipment included in accounts payable	\$	694	\$	677
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See Notes to Condensed Consolidated Financial Statements.

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**AMPCO-PITTSBURGH CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

*(in thousands, except claim amounts)*

1. Unaudited Condensed Consolidated Financial Statements

The condensed consolidated balance sheet as of September 30, 2014 and the condensed consolidated statements of operations and comprehensive (loss) income for the three and nine months ended September 30, 2014 and 2013 and condensed consolidated statements of cash flows for the nine months ended September 30, 2014 and 2013 have been prepared by Ampco-Pittsburgh Corporation (the Corporation) without audit. In the opinion of management, all adjustments, consisting of only normal and recurring adjustments necessary to present fairly the financial position, results of operations and cash flows for the periods presented, have been made. The results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of the operating results expected for the full year.

Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. Certain amounts for the preceding periods have been reclassified for comparative purposes.

Recently Implemented Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (FASB) issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which requires, under certain circumstances, an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. The guidance became effective January 1, 2014 but did not affect the balance sheet, operating results or liquidity of the Corporation.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, which provides a common revenue standard for U.S. GAAP and IFRS. The guidance establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from a company's contracts with customers. It requires companies to apply a five-step model when recognizing revenue relating to the transfer of goods or services to customers in an amount that reflects the consideration that the company expects to be entitled to receive for those goods and services. It also requires comprehensive disclosures regarding revenue recognition. The guidance becomes effective January 1, 2017. The Corporation is currently evaluating the impact that the guidance will have on its financial position, operating results and liquidity.

2. Inventories

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Approximately 59% and 56% of the inventories at September 30, 2014 and December 31, 2013, respectively, were valued on the LIFO method with the remaining inventories valued on the FIFO method. Inventories were comprised of the following:

	September 30, 2014	December 31, 2013
Raw materials	\$ 17,418	\$ 17,411
Work-in-process	25,398	29,322
Finished goods	9,224	5,894
Supplies	11,155	11,502
	\$ 63,195	\$ 64,129

**Table of Contents****3. Property, Plant and Equipment**

Property, plant and equipment were comprised of the following:

	September 30, 2014	December 31, 2013
Land and land improvements	\$ 5,167	\$ 5,122
Buildings	44,084	44,116
Machinery and equipment	258,916	250,936
Construction-in-progress	4,381	5,315
Other	8,859	8,711
	321,407	314,200
Accumulated depreciation	(170,009)	(162,912)
	\$ 151,398	\$ 151,288

Land and buildings of Union Electric Steel UK Limited ( UES-UK ) equal to approximately \$3,200 (£1,974) at September 30, 2014 are held as collateral by the trustees of the UES-UK defined benefit pension plan (see Note 5).

**4. Other Current Liabilities**

Other current liabilities were comprised of the following:

	September 30, 2014	December 31, 2013
Customer-related liabilities	\$ 10,986	\$ 10,610
Accrued sales commissions	1,572	1,648
Income taxes payable	19	1,063
Other	6,924	8,399
	\$ 19,501	\$ 21,720

Included in customer-related liabilities are costs expected to be incurred with respect to product warranties. Changes in the liability for product warranty claims consisted of the following:

Three Months Ended		Nine Months Ended	
September 30, 2014	2013	September 30, 2014	2013

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Balance at beginning of the period	\$ 6,912	\$ 6,425	\$ 6,899	\$ 6,625
Satisfaction of warranty claims	(246)	(344)	(1,635)	(1,558)
Provision for warranty claims	619	316	1,898	1,578
Other, primarily impact from changes in foreign currency exchange rates	(190)	231	(67)	(17)
Balance at end of the period	\$ 7,095	\$ 6,628	\$ 7,095	\$ 6,628

5. Pension and Other Postretirement Benefits

Contributions were as follows:

	Nine Months Ended	
	September 30, 2014	2013
U.S. defined benefit pension plan	\$ 0	\$ 5,000 <sup>(1)</sup>
U.K. defined benefit pension plan	\$ 1,405	\$ 1,308
Other postretirement benefits (e.g. net payments)	\$ 438	\$ 436
U.K. defined contribution pension plan	\$ 300	\$ 227

(1) *Voluntary contribution*

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Net periodic pension and other postretirement costs include the following components:

	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b><u>U.S. Defined Benefit Pension Plan</u></b>				
Service cost	\$ 921	\$ 1,106	\$ 2,762	\$ 3,318
Interest cost	2,190	2,016	6,571	6,052
Expected return on plan assets	(2,686)	(2,342)	(8,060)	(7,026)
Amortization of prior service cost	213	160	640	480
Amortization of actuarial loss	1,046	1,788	3,138	5,360
Net benefit cost	\$ 1,684	\$ 2,728	\$ 5,051	\$ 8,184
<b><u>U.K. Defined Benefit Pension Plan</u></b>				
Interest cost	\$ 679	\$ 656	\$ 2,048	\$ 1,891
Expected return on plan assets	(795)	(651)	(2,399)	(1,842)
Amortization of actuarial loss	151	202	455	509
Net benefit cost	\$ 35	\$ 207	\$ 104	\$ 558
<b><u>Other Postretirement Benefit Plan</u></b>				
Service cost	\$ 90	\$ 235	\$ 415	\$ 707
Interest cost	138	232	550	695
Amortization of prior service cost	(168)	21	(274)	64
Amortization of actuarial loss	47	61	57	181
Net benefit cost	\$ 107	\$ 549	\$ 748	\$ 1,647

During the second quarter of 2014, certain health care benefits to be provided on or after January 1, 2015 under the Other Postretirement Benefit Plan were modified. The plan change resulted in a remeasurement of the plan liability as of May 1, 2014, reducing the liability by approximately \$9,500. Additionally, as a result of the remeasurement, the discount rate was changed from 5.00% to 4.50% increasing the liability by approximately \$2,000.

#### 6. Commitments and Contingent Liabilities

Outstanding standby and commercial letters of credit as of September 30, 2014 approximated \$18,049, the majority of which serve as collateral for the Industrial Revenue Bond debt.

In 2010, UES-UK was awarded a government grant of up to \$1,325 (£850) toward the purchase and installation of certain machinery and equipment of which \$1,083 (£680) has been received to date. Under the agreement, the grant is



repayable if certain conditions are not met including achieving and maintaining a targeted level of employment through 2017. UES-UK's level of employment currently exceeds and is expected to continue to exceed the targeted level of employment; accordingly, no liability has been recorded.

See Note 7 for derivative instruments, Note 12 for litigation and Note 13 for environmental matters.

7. Derivative Instruments

Certain operations of the Corporation are subject to risk from exchange rate fluctuations in connection with sales in foreign currencies. To minimize this risk, foreign currency sales contracts are entered into which are designated as cash flow or fair value hedges. As of September 30, 2014, approximately \$13,493 of anticipated foreign-denominated sales has been hedged which are covered by fair value and cash flow contracts settling at various dates through October 2015. The fair value of assets held as collateral for the fair value contracts as of September 30, 2014 approximated \$811.

Additionally, certain divisions of the Air and Liquid Processing segment are subject to risk from increases in the price of commodities (copper and aluminum) used in the production of inventory. To minimize this risk, futures contracts are entered into which are designated as cash flow hedges. At September 30, 2014, approximately 57% or \$2,835 of anticipated copper purchases over the next nine months and 38% or \$485 of anticipated aluminum purchases over the next six months are hedged.

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The Corporation previously entered into foreign currency purchase contracts to manage the volatility associated with Euro-denominated progress payments to be made for certain machinery and equipment. As of December 31, 2010, all contracts had been settled and the underlying fixed assets were placed in service.

No portion of the existing cash flow or fair value hedges is considered to be ineffective, including any ineffectiveness arising from the unlikelihood of an anticipated transaction to occur. Additionally, no amounts have been excluded from assessing the effectiveness of a hedge.

At September 30, 2014, the Corporation has purchase commitments covering 35% or \$3,716 of anticipated natural gas usage through 2017 for one of its subsidiaries. The commitments qualify as normal purchases and, accordingly, are not reflected on the condensed consolidated balance sheet.

The Corporation does not enter into derivative transactions for speculative purposes and, therefore, holds no derivative instruments for trading purposes.

Losses on foreign exchange transactions included in other income (expense) approximated \$(236) and \$(135) for the three months ended September 30, 2014 and 2013 and \$(55) and \$(528) for the nine months ended September 30, 2014 and 2013, respectively.

The location and fair value of the foreign currency sales contracts recorded on the condensed consolidated balance sheets were as follows:

	Location	September 30, 2014	December 31, 2013
Fair value hedge contracts	Other current assets	\$ 251	\$ 426
	Other noncurrent assets	9	17
	Other current liabilities	291	0
	Other noncurrent liabilities	21	0
Fair value hedged items	Receivables	(18)	(36)
	Other current assets	246	0
	Other noncurrent assets	19	0
	Other current liabilities	200	488
	Other noncurrent liabilities	16	40
Cash flow hedge contracts	Other current liabilities	13	0

The change in the fair value of the cash flow contracts is recorded as a component of accumulated other comprehensive loss. The balances as of September 30, 2014 and 2013 and the amount recognized as and reclassified from accumulated other comprehensive loss for each of the periods is summarized below. All amounts are after-tax.

Three Months Ended September 30, 2014

Comprehensive Income (Loss) Beginning of	Plus Recognized as Comprehensive Income	Less Gain (Loss) Reclassified from Accumulated	Comprehensive Income (Loss) End of the Period
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	the	(Loss)	Other	
	Period		Comprehensive	
			Loss	
Foreign currency sales contracts cash flow hedges	\$ (21)	\$ 31	\$ 13	\$ (3)
Foreign currency purchase contracts	265	0	3	262
Futures contracts copper and aluminum	29	(103)	(3)	(71)
	\$ 273	\$ (72)	\$ 13	\$ 188

Three Months Ended September 30, 2013

Foreign currency sales contracts cash flow hedges	\$ 0	\$ 0	\$ 0	\$ 0
Foreign currency purchase contracts	282	0	4	278
Futures contracts copper and aluminum	(331)	152	(148)	(31)
	\$ (49)	\$ 152	\$ (144)	\$ 247

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	Comprehensive Income (Loss) Beginning of the Period	Plus Recognized as Comprehensive Income (Loss)	Less Gain (Loss) Reclassified from Accumulated Other Comprehensive Loss	Comprehensive Income (Loss) End of the Period
Nine Months Ended September 30, 2014				
Foreign currency sales contracts cash flow hedges	\$ 0	\$ 10	\$ 13	\$ (3)
Foreign currency purchase contracts	275	0	13	262
Futures contracts copper and aluminum	38	(190)	(81)	(71)
	\$ 313	\$ (180)	\$ (55)	\$ 188
Nine Months Ended September 30, 2013				
Foreign currency sales contracts cash flow hedges	\$ 0	\$ 0	\$ 0	\$ 0
Foreign currency purchase contracts	292	0	14	278
Futures contracts copper and aluminum	26	(277)	(220)	(31)
	\$ 318	\$ (277)	\$ (206)	\$ 247

The change in fair value reclassified or expected to be reclassified from accumulated other comprehensive loss to earnings is summarized below. All amounts are pre-tax.

	Location of Gain (Loss) in Statements of Operations	Estimated to be Reclassified in the Next 12 Months	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Foreign currency sales contracts cash flow hedges	Sales	\$ (7)	\$ 22	\$ 0	\$ 22	\$ 0
Foreign currency purchase contracts	Depreciation	28	6	6	20	20
Futures contracts copper and aluminum	Costs of products sold (excluding depreciation)	(120)	(7)	(237)	(130)	(352)

#### 8. Accumulated Other Comprehensive Loss

Net change and ending balances for the various components of accumulated other comprehensive loss as of and for the nine months ended September 30, 2014 and 2013 is summarized below. All amounts are net of tax, where applicable.

	Foreign Currency Translation Adjustments	Unrecognized Employee Benefit Costs	Unrealized Holding Gains on Marketable Securities	Cash Flow Hedges	Accumulated Other Comprehensive Loss
Balance at January 1, 2014	\$ 277	\$ (47,462)	\$ 1,007	\$ 313	\$ (45,865)
Net Change	\$ (1,945)	7,749	54	(125)	5,733
Balance at September 30, 2014	\$ (1,668)	\$ (39,713)	\$ 1,061	\$ 188	\$ (40,132)
Balance at January 1, 2013	\$ (1,543)	\$ (81,783)	\$ 633	\$ 318	\$ (82,375)
Net Change	97	4,331	245	(71)	4,602
Balance at September 30, 2013	\$ (1,446)	\$ (77,452)	\$ 878	\$ 247	\$ (77,773)

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The following summarizes the line items affected on the condensed consolidated statements of operations for components reclassified from accumulated other comprehensive loss. Amounts in parentheses represent credits to income.

	Three Months Ended		Nine Months Ended		Affected Line Item
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	
Amortization of unrecognized employee benefit costs					Costs of products sold
	\$ 844	\$ 1,442	\$ 2,752	\$ 4,262	(excluding depreciation)
	401	573	1,136	1,682	Selling and administrative
	44	217	128	650	Other income (expense)
	1,289	2,232	4,016	6,594	Total before income tax
	(462)	(774)	(1,404)	(2,349)	Income tax provision
	\$ 827	\$ 1,458	\$ 2,612	\$ 4,245	Net of tax
Realized (gains) from sale of marketable securities	\$ (37)	\$ (26)	\$ (91)	\$ (79)	Selling and administrative
	13	9	32	28	Income tax provision
	\$ (24)	\$ (17)	\$ (59)	\$ (51)	Net of tax
Realized (gains) losses from settlement of cash flow hedges:					
Foreign currency sales contracts	\$ (22)	\$ 0	\$ (22)	\$ 0	Depreciation
Foreign currency purchase contracts	(6)	(6)	(20)	(20)	Depreciation
Futures contracts copper and aluminum					Costs of products sold
	7	237	130	352	(excluding depreciation)
	(21)	231	88	332	Total before income tax
	8	(87)	(33)	(126)	Income tax provision
	\$ (13)	\$ 144	\$ 55	\$ 206	Net of tax

The income tax expense (benefit) associated with the various components of other comprehensive (loss) income is summarized below. Foreign currency translation adjustments exclude the effect of income taxes since earnings of non-U.S. subsidiaries are deemed to be reinvested for an indefinite period of time.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Tax expense (benefit) associated with changes in:				
Unrecognized employee benefit costs	\$ 0	\$ 0	\$ (2,739)	\$ 0
Unrealized holding losses/gains on marketable securities	37	(55)	(60)	(159)
Fair value of cash flow hedges	40	(93)	107	165
Tax expense (benefit) associated with reclassification adjustments:				
Amortization of unrecognized employee benefit costs	(462)	(774)	(1,404)	(2,349)
Realized gains from sale of marketable securities	13	9	32	28
Realized gains/losses from settlement of cash flow hedges	8	(87)	(33)	(126)

#### 9. Stock-Based Compensation

In May 2011, the shareholders of the Corporation approved the adoption of the 2011 Omnibus Incentive Plan ( Incentive Plan ) which authorizes the issuance of up to 1,000,000 shares of the Corporation's common stock for grants of equity-based compensation. Awards under the Incentive Plan may include incentive non-qualified stock options, stock appreciation rights, restricted shares and restricted stock units, performance awards, other stock-based awards or short-term cash incentive awards. Unexercised portions of terminated or forfeited awards are available for new awards. The Incentive Plan is administered by the Compensation Committee of the Board of Directors who has the authority to determine, within the limits of the express provisions of the Incentive Plan, the individuals to whom the awards will be granted; the nature, amount and terms of such awards; and the objectives and conditions for earning such awards.

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During the second quarter of 2014, the Compensation Committee granted 176,000 non-qualified stock options to select employees. The options have a ten-year life and vest over a three-year period. The exercise price of \$20.00 was equal to the closing price of the Corporation's common stock on the New York Stock Exchange on the date of grant and the fair value of the options was \$7.40 per share. The fair value of the options as of the date of grant was calculated using the Black-Scholes option-pricing model based on an assumption for the expected life of the options of six years, a risk-free interest rate of 1.98%, an expected dividend yield of 3.60%, expected forfeiture rate of 8% and an expected volatility of 53.02%. The resultant stock-based compensation expense of approximately \$1,200 will be recognized over the requisite service period of three years.

The Incentive Plan also provides for annual grants of shares of the Corporation's common stock to non-employee directors following the Corporation's annual shareholder meeting. Each annual director award will be for a number of shares having a fair market value equal to \$25 and will be fully vested as of the grant date. During the second quarter of 2014, 12,500 shares of the Corporation's common stock were awarded to non-employee directors.

Stock-based compensation expense for the three months ended September 30, 2014 and 2013 equaled \$305 and \$341, respectively. The related income tax benefit recognized in the condensed consolidated statements of operations for each of the periods was approximately \$107 and \$120, respectively. Stock-based compensation expense for the nine months ended September 30, 2014 and 2013 equaled \$903 and \$845, respectively. The related income tax benefit recognized in the condensed consolidated statements of operations for each of the periods was approximately \$316 and \$296, respectively.

10. Fair Value

The Corporation's financial assets and liabilities that are reported at fair value in the condensed consolidated balance sheets as of September 30, 2014 and December 31, 2013 were as follows:

	Quoted Prices in			
	Active Markets	Significant Other	Significant	
	for Identical	Observable	Unobservable	
	Inputs	Inputs	Inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
<u>As of September 30, 2014</u>				
Investments				
Other noncurrent assets	\$ 4,303	\$ 0	\$ 0	\$ 4,303
Foreign currency exchange contracts				
Other current assets	0	497	0	497
Other noncurrent assets	0	28	0	28
Other current liabilities	0	504	0	504
Other noncurrent liabilities	0	37	0	37
<u>As of December 31, 2013</u>				
Investments				
Other noncurrent assets	\$ 4,092	\$ 0	\$ 0	\$ 4,092
Foreign currency exchange contracts				



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Other current assets	0	426	0	426
Other noncurrent assets	0	17	0	17
Other current liabilities	0	488	0	488
Other noncurrent liabilities	0	40	0	40

The investments held as other noncurrent assets represent assets held in a Rabbi trust for the purpose of providing benefits under a non-qualified defined benefit pension plan. The fair value of the investments is based on quoted prices of the investments in active markets. The fair value of foreign currency exchange contracts is determined based on the fair value of similar contracts with similar terms and remaining maturities. The fair value of futures contracts is based on market quotations. The fair value of the variable-rate IRB debt approximates its carrying value. Additionally, the fair value of trade receivables and trade payables approximates their carrying value.

**Table of Contents****11. Business Segments**

Presented below are the net sales and (loss) income before income taxes for the Corporation's two business segments.

	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Net Sales:</b>				
Forged and Cast Rolls	\$ 42,321	\$ 41,800	\$ 127,353	\$ 132,299
Air and Liquid Processing	23,088	22,633	70,917	71,696
<b>Total Reportable Segments</b>	<b>\$ 65,409</b>	<b>\$ 64,433</b>	<b>\$ 198,270</b>	<b>\$ 203,995</b>
<b>(Loss) Income before Income Taxes:</b>				
Forged and Cast Rolls	\$ (110)	\$ 4,996	\$ 2,792	\$ 9,670
Air and Liquid Processing	2,014	18,081	6,823	22,369
<b>Total Reportable Segments</b>	<b>1,904</b>	<b>23,077</b>	<b>9,615</b>	<b>32,039</b>
Other expense, including corporate costs net	(2,280)	(2,865)	(7,166)	(8,829)
<b>Total</b>	<b>\$ (376)</b>	<b>\$ 20,212</b>	<b>\$ 2,449</b>	<b>\$ 23,210</b>

**12. Litigation (claims not in thousands)**

The Corporation and its subsidiaries are involved in various claims and lawsuits incidental to their businesses. In addition, it is also subject to asbestos litigation as described below.

**Asbestos Litigation**

Claims have been asserted alleging personal injury from exposure to asbestos-containing components historically used in some products of predecessors of the Corporation's Air & Liquid subsidiary (Asbestos Liability). Those subsidiaries, and in some cases the Corporation, are defendants (among a number of defendants, often in excess of 50) in cases filed in various state and federal courts.

**Asbestos Claims**

The following table reflects approximate information about the claims for Asbestos Liability against the subsidiary and the Corporation. The information in the table presented for 2013 includes certain asbestos claims asserted against an inactive subsidiary in dissolution.

Nine Months Ended

	September 30,	
	2014	2013
Total claims pending at the beginning of the period	8,319	8,007
New claims served	1,078	1,056
Claims dismissed	(371)	(351)
Claims settled	(182)	(188)
Total claims pending at the end of the period <sup>(1)</sup>	8,844	8,524
Gross settlement and defense costs (in 000 s)	\$ 16,634	\$ 15,994
Avg. gross settlement and defense costs per claim resolved (in 000 s)	\$ 30.08	\$ 29.67

*(1) Included as open claims are approximately 1,633 and 1,636 claims as of September 30, 2014 and 2013, respectively, classified in various jurisdictions as inactive or transferred to a state or federal judicial panel on multi-district litigation, commonly referred to as the MDL.*

A substantial majority of the settlement and defense costs reflected in the above table was reported and paid by insurers. Because claims are often filed and can be settled or dismissed in large groups, the amount and timing of settlements, as well as the number of open claims, can fluctuate significantly from period to period.

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### Asbestos Insurance

The Corporation and its Air & Liquid subsidiary are parties to a series of settlement agreements ( Settlement Agreements ) with insurers that have coverage obligations for Asbestos Liability (the Settling Insurers ). Under the Settlement Agreements, the Settling Insurers accept financial responsibility, subject to the terms and conditions of the respective agreements, including overall coverage limits, for pending and future claims for Asbestos Liability. The Settlement Agreements encompass the substantial majority of insurance policies that provide coverage for claims for Asbestos Liability.

The Settlement Agreements include acknowledgements that Howden North America, Inc. ( Howden ) is entitled to coverage under policies covering Asbestos Liability for claims arising out of the historical products manufactured or distributed by Buffalo Forge, a former subsidiary of the Corporation (the Products ). The Settlement Agreements do not provide for any prioritization on access to the applicable policies or any sublimits of liability as to Howden or the Corporation and Air & Liquid, and, accordingly, Howden may access the coverage afforded by the Settling Insurers for any covered claim arising out of a Product. In general, access by Howden to the coverage afforded by the Settling Insurers for the Products will erode coverage under the Settlement Agreements available to the Corporation and Air & Liquid for Asbestos Liability.

On February 24, 2011, the Corporation and Air & Liquid filed a lawsuit in the United States District Court for the Western District of Pennsylvania against thirteen domestic insurance companies, certain underwriters at Lloyd s, London and certain London market insurance companies, and Howden. The lawsuit seeks a declaratory judgment regarding the respective rights and obligations of the parties under excess insurance policies that were issued to the Corporation from 1981 through 1984 as respects claims against the Corporation and its subsidiary for Asbestos Liability and as respects asbestos bodily-injury claims against Howden arising from the Products. The Corporation and Air & Liquid have reached Settlement Agreements with all but two of the defendant insurers in the coverage action. Those Settlement Agreements specify the terms and conditions upon which the insurer parties are to contribute to defense and indemnity costs for claims for Asbestos Liability. One of the Settlement Agreements entered into by the Corporation and Air & Liquid also provided for the dismissal of claims, without prejudice, regarding two upper-level excess policies issued by one of the insurers. The Court has entered Orders dismissing all claims in the action filed against each other by the Corporation and Air & Liquid, on the one hand, and by the settling insurers, on the other. Howden also reached an agreement with eight domestic insurers addressing asbestos-related bodily injury claims arising from the Products, and claims as to those insurers and Howden have been dismissed. Various counterclaims, cross claims and third party claims have been filed in the litigation and remain pending although only two domestic insurers and Howden remain in the litigation as to the Corporation and Air & Liquid. On September 27, 2013, the Court issued a memorandum opinion and order granting in part and denying in part cross motions for summary judgment filed by the Corporation and Air & Liquid, Howden, and the insurer parties still in the litigation. The September 27, 2013 ruling is not a final ruling for appellate purposes, but when final it could be appealed by the parties to the litigation.

### Asbestos Valuations

In 2006, the Corporation retained Hamilton, Rabinovitz & Associates, Inc. ( HR&A ), a nationally recognized expert in the valuation of asbestos liabilities, to assist the Corporation in estimating the potential liability for pending and unasserted future claims for Asbestos Liability. Based on this analysis, the Corporation recorded a reserve for Asbestos Liability claims pending or projected to be asserted through 2013 as at December 31, 2006. HR&A s analysis has been periodically updated since that time. Most recently, the HR&A analysis was updated in 2012, and additional reserves were established by the Corporation as at December 31, 2012 for Asbestos Liability claims pending or projected to be asserted through 2022. The methodology used by HR&A in its projection in 2012 of the operating

subsidiaries liability for pending and unasserted potential future claims for Asbestos Liability, which is substantially the same as the methodology employed by HR&A in prior estimates, relied upon and included the following factors:

HR&A's interpretation of a widely accepted forecast of the population likely to have been exposed to asbestos;

epidemiological studies estimating the number of people likely to develop asbestos-related diseases;

HR&A's analysis of the number of people likely to file an asbestos-related injury claim against the subsidiaries and the Corporation based on such epidemiological data and relevant claims history from January 1, 2010 to December 20, 2012;

an analysis of pending cases, by type of injury claimed and jurisdiction where the claim is filed;

an analysis of claims resolution history from January 1, 2010 to December 20, 2012 to determine the average settlement value of claims, by type of injury claimed and jurisdiction of filing; and

an adjustment for inflation in the future average settlement value of claims, at an annual inflation rate based on the Congressional Budget Office's ten year forecast of inflation.

Using this information, HR&A estimated in 2012 the number of future claims for Asbestos Liability that would be filed through the year 2022, as well as the settlement or indemnity costs that would be incurred to resolve both pending and future unasserted claims through 2022. This methodology has been accepted by numerous courts.

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In conjunction with developing the aggregate liability estimate referenced above, the Corporation also developed an estimate of probable insurance recoveries for its Asbestos Liabilities. In developing the estimate, the Corporation considered HR&A's projection for settlement or indemnity costs for Asbestos Liability and management's projection of associated defense costs (based on the current defense to indemnity cost ratio), as well as a number of additional factors. These additional factors included the Settlement Agreements then in effect, policy exclusions, policy limits, policy provisions regarding coverage for defense costs, attachment points, prior impairment of policies and gaps in the coverage, policy exhaustions, insolvencies among certain of the insurance carriers, and the nature of the underlying claims for Asbestos Liability asserted against the subsidiaries and the Corporation as reflected in the Corporation's asbestos claims database, as well as estimated erosion of insurance limits on account of claims against Howden arising out of the Products. In addition to consulting with the Corporation's outside legal counsel on these insurance matters, the Corporation consulted with a nationally-recognized insurance consulting firm it retained to assist the Corporation with certain policy allocation matters that also are among the several factors considered by the Corporation when analyzing potential recoveries from relevant historical insurance for Asbestos Liabilities. Based upon all of the factors considered by the Corporation, and taking into account the Corporation's analysis of publicly available information regarding the credit-worthiness of various insurers, the Corporation estimated the probable insurance recoveries for Asbestos Liability and defense costs through 2022. Although the Corporation believes that the assumptions employed in the insurance valuation were reasonable and previously consulted with its outside legal counsel and insurance consultant regarding those assumptions, there are other assumptions that could have been employed that would have resulted in materially lower insurance recovery projections.

Based on the analyses described above, the Corporation's reserve at December 31, 2012 for the total costs, including defense costs, for Asbestos Liability claims pending or projected to be asserted through 2022 was \$181,022, of which approximately 73% was attributable to settlement costs for unasserted claims projected to be filed through 2022 and future defense costs. The reserve at September 30, 2014 was \$141,659. While it is reasonably possible that the Corporation will incur additional charges for Asbestos Liability and defense costs in excess of the amounts currently reserved, the Corporation believes that there is too much uncertainty to provide for reasonable estimation of the number of future claims, the nature of such claims and the cost to resolve them beyond 2022. Accordingly, no reserve has been recorded for any costs that may be incurred after 2022.

The Corporation's receivable at December 31, 2012 for insurance recoveries attributable to the claims for which the Corporation's Asbestos Liability reserve has been established, including the portion of incurred defense costs covered by the Settlement Agreements in effect through December 31, 2012, and the probable payments and reimbursements relating to the estimated indemnity and defense costs for pending and unasserted future Asbestos Liability claims, was \$118,115. The Corporation increased its receivable at September 30, 2013 by \$16,340 to take into account the effect of the Settlement Agreements reached in August 2013.

The following table summarizes activity relating to insurance recoveries.

	Nine Months Ended	
	September 30,	
	2014	2013
Insurance receivable - asbestos, beginning of the year	\$ 110,741	\$ 118,115
Settlement and defense costs paid by insurance carriers	(13,270)	(17,592)
Changes in estimated coverage	0	16,340

Insurance receivable asbestos, end of the period	\$ 97,471	\$ 116,863
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The insurance receivable recorded by the Corporation does not assume any recovery from insolvent carriers or carriers not party to a Settlement Agreement, and a substantial majority of the insurance recoveries deemed probable was from insurance companies rated A (excellent) or better by A.M. Best Corporation. There can be no assurance, however, that there will not be further insolvencies among the relevant insurance carriers, or that the assumed percentage recoveries for certain carriers will prove correct. The difference between insurance recoveries and projected costs is not due to exhaustion of all insurance coverage for Asbestos Liability. The Corporation and the subsidiaries have substantial additional insurance coverage which the Corporation expects to be available for Asbestos Liability claims and defense costs that the subsidiaries and it may incur after 2022. However, this insurance coverage also can be expected to have gaps creating significant shortfalls of insurance recoveries as against claims expense, which could be material in future years.

The amounts recorded by the Corporation for Asbestos Liabilities and insurance receivables rely on assumptions that are based on currently known facts and strategy. The Corporation's actual expenses or insurance recoveries could be significantly higher or lower than those recorded if assumptions used in the Corporation's or HR&A's calculations vary significantly from actual results. Key variables in these assumptions are identified above and include the number and type of new claims to be filed each year, the average cost of disposing of each such new claim, average annual defense costs, compliance by relevant parties with the terms of the Settlement Agreements, the resolution of remaining coverage issues with insurance carriers, and the solvency risk with respect to the relevant insurance carriers. Other factors that may affect the Corporation's Asbestos Liability and ability to recover under its insurance policies include uncertainties surrounding the litigation process from jurisdiction to jurisdiction

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and from case to case, reforms that may be made by state and federal courts, and the passage of state or federal tort reform legislation.

The Corporation intends to evaluate its estimated Asbestos Liability and related insurance receivables as well as the underlying assumptions on a regular basis to determine whether any adjustments to the estimates are required. Due to the uncertainties surrounding asbestos litigation and insurance, these regular reviews may result in the Corporation incurring future charges; however, the Corporation is currently unable to estimate such future charges. Adjustments, if any, to the Corporation's estimate of its recorded Asbestos Liability and/or insurance receivables could be material to operating results for the periods in which the adjustments to the liability or receivable are recorded, and to the Corporation's liquidity and consolidated financial position.

13. **Environmental Matters**

The Corporation is currently performing certain remedial actions in connection with the sale of real estate previously owned. Environmental exposures are difficult to assess and estimate for numerous reasons including lack of reliable data, the multiplicity of possible solutions, the years of remedial and monitoring activity required, and identification of new sites. In the opinion of management and in consideration of advice from the Corporation's consultants, the potential liability for all environmental proceedings of approximately \$311 at September 30, 2014 is considered adequate based on information known to date.



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

*(in thousands, except share and per share amounts)*

Executive Overview

The Corporation operates in two business segments *Forged and Cast Rolls* and *Air and Liquid Processing*. The *Forged and Cast Rolls* segment produces and sells forged-hardened steel rolls and cast iron and steel rolls to manufacturers of steel and aluminum throughout the world. The *Air and Liquid Processing* segment manufactures centrifugal pumps for the marine defense, refrigeration and power generation industries; constructs large custom-designed air handling systems for commercial, institutional and industrial building markets; and produces custom-engineered finned tube heat exchange coils and related heat transfer products for a variety of industries including fossil fuel and nuclear power generation, automotive, industrial process and HVAC. A significant portion of its products are distributed through a common independent group of sales offices located throughout the United States and Canada.

For the *Forged and Cast Rolls* segment, in North America and the European Union, our primary markets, the steel industry continues to operate significantly below capacity. This industry condition, coupled with excess global roll supply, has at times necessitated price discounting to maintain market share, particularly in Europe. Furthermore, indigenous roll suppliers in China and Korea have established a significant presence in their home markets and have made inroads in export markets through extraordinarily low price offerings resulting in a reduction in roll sales internationally compared to a year ago. For the remainder of the year, demand for traditional roll products is expected to remain weak and at depressed margins. Although representing a smaller portion of the segment's business activity, sales of non-roll products and services, which utilize available production capacity, are expected to increase. Losses by the segment's Chinese forged roll joint venture company (in which it has a 49% interest and accounts for on the equity method of accounting) are anticipated to continue during the year. While an impairment charge to reduce the carrying amount of the investment in the joint venture company to its estimated fair value was recognized in the fourth quarter of 2013, the Corporation will continue to monitor the carrying value of the investment to determine if future charges are necessary.

For the *Air and Liquid Processing* segment, spending on new construction by the institutional markets remains slow while continued strength in spending in the fossil-fueled power generation market is encouraging. The focus for this segment is to continue to develop new product lines and to strengthen the sales distribution networks.

Consolidated Sales and Results of Operations for the Three and Nine Months Ended September 30, 2014 and 2013

Net sales were \$65,409 and \$64,433 for the three months ended September 30, 2014 and 2013 and \$198,270 and \$203,995 for the nine months ended September 30, 2014 and 2013, respectively. Backlog approximated \$173,541 at September 30, 2014 versus \$197,461 as of December 31, 2013 and \$200,108 at September 30, 2013. A discussion of sales and backlog for the Corporation's two segments is included below.

Costs of products sold, excluding depreciation, as a percentage of net sales approximated 81.4% and 74.8% for the three months ended September 30, 2014 and 2013 and 80.0% and 77.7% for the nine months ended September 30, 2014 and 2013, respectively. The increase is primarily attributable to a reduction in the volume of shipments and reduced selling prices for the Forged and Cast Rolls group. Pension and other post retirement benefit costs are lower in the current year; however, the prior year benefited from insurance proceeds for lost margin on rolls damaged in

2012 which was recorded as a reduction to costs of products sold in the third quarter of 2013.

Selling and administrative expenses for the nine months ended September 30, 2014 were less than the comparable prior year period primarily due to lower pension and other post retirement benefit costs.

Credit for asbestos litigation represents estimated additional insurance recoveries for asbestos liabilities through 2022 as a result of insurance coverage settlement agreements entered into during the third quarter of 2013.

Income from operations approximated \$42 and \$20,777 for the three months ended September 30, 2014 and 2013 and \$2,837 and \$24,879 for the nine months ended September 30, 2014 and 2013, respectively. A discussion of operating results for the Corporation's two segments is included below.

*Forged and Cast Rolls.* Sales for the quarter were slightly better from the prior year quarter principally due to higher exchange rates for our U.K. operations which increased revenues by approximately \$1,100. On a year-to-date basis, the higher exchange rates increased revenues by approximately \$3,400. The expected increase in sales was offset by depressed pricing and a lower volume of shipments. Operating results for the current year periods were less than the comparable prior year periods due to weaker margins which adversely impacted earnings by \$2,068 and \$4,725 for the three and nine months ended September 30, 2014, respectively, and a lower volume of shipments which reduced earnings by \$721 and \$1,990 for the same periods. Additionally, operating income of the prior year periods benefited from receipt of approximately \$1,500 of insurance proceeds for lost margin on rolls damaged in 2012.

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Lower freight and commission costs for the nine months ended September 30, 2014 offset the impact to operating income by approximately \$1,400. Backlog approximated \$131,266 at September 30, 2014 against \$159,344 as of December 31, 2013 and \$161,267 as of September 30, 2014. The decline in backlog is due to shipments outpacing new orders and declining profitability. Approximately \$77,000 of the current backlog is expected to ship after 2014.

*Air and Liquid Processing.* Sales for segment for the three months ended September 30, 2014 were slightly better when compared to the same period of the prior year but somewhat less on a year-to-date basis. Operating income for the three and nine months ended September 30, 2014 was less than the same periods of the prior year due to the credit for asbestos litigation of \$16,340 representing estimated additional insurance recoveries for asbestos liabilities through 2022 as a result of insurance coverage settlement agreements entered into during the third quarter of 2013. Additionally, for Buffalo Pumps, earnings for the quarter were down slightly on a lower volume of shipments but, on a year-to-date basis, continue to exceed the prior year due to a higher volume of shipments to U.S. Navy shipbuilders and a more profitable profit mix. For Buffalo Air Handling, earnings for the quarter and year to date improved from a year ago on a higher volume of shipments and manufacturing efficiencies. For Aeroфин, although operating income for the quarter improved from a year ago, year-to-date operating income fell slightly below the prior year due to a lower volume of shipments, particularly to the OEM market, but was partially offset by a favorable product mix. Backlog approximated \$42,275 at September 30, 2014 against \$38,117 as of December 31, 2013 and \$38,841 as of September 30, 2013. Approximately \$21,200 of the current backlog is expected to ship after 2014.

Other income (expense) fluctuated primarily from changes in foreign exchange gains and losses and charges related to operations discontinued many years ago.

Effective income tax rate decreased for the nine months ended September 30, 2014 versus the same period of 2013. In the current year, a higher portion of earnings is from our U.K. operations which are taxed at a lower statutory rate. Certain state net deferred income tax assets were revalued during the year, however, as a result of a reduction in the statutory state income tax rate for New York somewhat offsetting the benefit of the higher earnings from our U.K. operations. The tax provision for an interim period is computed as the difference between the estimated tax provision for the year and the amounts reported for previous interim periods. Accordingly, the effective income tax rate from quarter-to-quarter or between a quarter and the comparable prior year quarter includes an adjustment necessary to record the year-to-date tax provision at the estimated annual effective income tax rate for that year.

Net income and earnings per common share equaled \$(343) or \$(0.03) per common share and \$856 or \$0.08 per common share for the three and nine months ended September 30, 2014 and \$12,705 or \$1.23 per common share and \$13,937 or \$1.35 per common share for the three and nine months ended September 30, 2013, respectively. Net income for 2013 includes an after-tax credit of \$10,621 or \$1.03 per common share for estimated additional insurance recoveries for asbestos liabilities through 2022 as a result of insurance coverage settlement agreements entered into during the third quarter of 2013.

**Liquidity and Capital Resources**

Net cash flows provided by operating activities decreased for the nine months ended September 30, 2014 when compared to the nine months ended September 30, 2013. While the credit for asbestos litigation recorded in 2013 improved earnings, it did not impact cash flows by the same amount. Instead, the additional insurance coverage will reduce ongoing payments required by the Corporation's Air & Liquid System's subsidiary. Net asbestos-related payments, including reimbursements for past costs, equaled \$3,364 and

\$(1,592) for the nine months ended September 30, 2014 and 2013, respectively. The decrease in net cash flows provided by operating activities is primarily due to changes in working capital, principally an increase in accounts

receivable, and less asbestos-related insurance recoveries as the first quarter of 2013 included a higher reimbursement from insurance carriers for past costs. During 2013, voluntary contributions to employee benefit plans equaled \$5,000. No voluntary contributions were made in 2014.

Net cash flows used in investing activities represent primarily capital expenditures for the Forged and Cast Rolls segment. As of September 30, 2014, future capital expenditures approximating \$4,353, to be spent over the next 12-18 months, have been approved.

Net cash flows used in financing activities represent primarily payment of dividends offset by proceeds from the exercise of stock options and resulting excess tax benefits.

As a result of the above, cash and cash equivalents decreased \$5,937 in 2014 and ended the period at \$91,973 (of which approximately \$8,443 is held by foreign operations) in comparison to \$97,910 at December 31, 2013 (of which approximately \$8,100 was held by foreign operations). Repatriation of foreign funds may result in the Corporation accruing and paying additional income tax; however, the majority of such amounts are currently deemed to be permanently reinvested and no additional provision for income tax has been made.

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Funds on hand and funds generated from future operations are expected to be sufficient to finance the operational and capital expenditure requirements of the Corporation. The Corporation also maintains short-term lines of credit and an overdraft facility in excess of the cash needs of its businesses. The total available at September 30, 2014 was approximately \$9,400 (including £3,000 in the U.K. and 400 in Belgium).

## Litigation and Environmental Matters

See Notes 12 and 13 to the condensed consolidated financial statements.

## Critical Accounting Pronouncements

The Corporation's critical accounting policies, as summarized in its Annual Report on Form 10-K for the year ended December 31, 2013, remain unchanged.

## Recently Issued Accounting Pronouncements

See Note 1 to the condensed consolidated financial statements.

## Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of the Form 10-Q contain forward-looking statements that reflect the Corporation's current views with respect to future events and financial performance.

Forward-looking statements are identified by the use of the words believes, expects, anticipates, estimates, projects, forecasts and other expressions that indicate future events and trends. Forward-looking statements speak only as of the date on which such statements are made, are not guarantees of future performance or expectations and involve risks and uncertainties. For the Corporation, these risks and uncertainties include, but are not limited to, those described under Item 1A, Risk Factors, of Part II of this Form 10-Q. In addition, there may be events in the future that the Corporation is not able to predict accurately or control which may cause actual results to differ materially from expectations expressed or implied by forward-looking statements. Except as required by applicable law, the Corporation undertakes no obligation to update any forward-looking statement whether as a result of new information, events or otherwise.

## **ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There were no material changes in the Corporation's exposure to market risk from December 31, 2013.

## **ITEM 4 CONTROLS AND PROCEDURES**

(a) *Disclosure controls and procedures.* An evaluation of the effectiveness of the Corporation's disclosure controls and procedures as of the end of the period covered by this report was carried out under the supervision, and with the participation, of management, including the principal executive officer and principal financial officer. Disclosure controls and procedures are defined under Securities and Exchange Commission (SEC) rules as controls and other procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the required time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is

accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, the Corporation's management, including the principal executive officer and principal financial officer, has concluded that the Corporation's disclosure controls and procedures were effective as of September 30, 2014.

(c) *Changes in internal control over financial reporting.* There were no changes in the Corporation's internal control over financial reporting during the quarter ended September 30, 2014, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

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**PART II OTHER INFORMATION**

**AMPCO-PITTSBURGH CORPORATION**

Item 1 Legal Proceedings

The information contained in Note 12 to the condensed consolidated financial statements (Litigation) is incorporated herein by reference.

Item 1A Risk Factors

There are no material changes to the Risk Factors contained in Item 1A to Part I of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013.

Items 2-5 None

Item 6 Exhibits

(3) Articles of Incorporation and By-laws

(a) Articles of Incorporation

Incorporated by reference to the Quarterly Reports on Form 10-Q for the quarters ended March 31, 1983, March 31, 1984, March 31, 1985, March 31, 1987 and September 30, 1998.

(b) By-laws

Incorporated by reference to the Form 8-K dated December 21, 2010.

(31.1) Certification of the principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(31.2) Certification of the principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(32.1) Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(32.2) Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(101) Interactive Data File (XBRL)



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**SIGNATURES**

Pursuant to the requirements 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.

AMPCO-PITTSBURGH CORPORATION

DATE: November 10, 2014

BY: /s/ Robert A. Paul  
Robert A. Paul  
Chairman and Chief Executive Officer

DATE: November 10, 2014

BY: /s/ Marliss D. Johnson  
Marliss D. Johnson  
Chief Financial Officer and Treasurer

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**AMPCO-PITTSBURGH CORPORATION**

**EXHIBIT INDEX**

Exhibit	(31.1) Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
	(31.2) Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
	(32.1) Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
	(32.2) Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
	(101) Interactive Data File (XBRL)