

AMPCO PITTSBURGH CORP

Form 10-Q

November 08, 2013

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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, 2013

OR

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

For the transition period from _____ to _____

Commission File Number 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 ☒
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 ☒

On November 1, 2013, 10,362,746 common shares were outstanding.

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AMPCO-PITTSBURGH CORPORATION

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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, 2013	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	\$ 92,275	\$ 78,889
Receivables, less allowance for doubtful accounts of \$571 in 2013 and \$519 in 2012	43,171	54,394
Inventories	73,029	70,669
Insurance receivables asbestos	16,000	18,400
Other current assets	10,735	15,230
Total current assets	235,210	237,582
Property, plant and equipment, net	151,731	150,297
Insurance receivables asbestos	100,863	99,715
Deferred income tax assets	18,508	25,800
Investments in joint ventures	12,170	13,319
Other noncurrent assets	7,205	6,466
	\$ 525,687	\$ 533,179
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 17,381	\$ 15,839
Accrued payrolls and employee benefits	9,428	9,301
Industrial Revenue Bond debt	13,311	13,311
Asbestos liability current portion	21,000	23,500
Other current liabilities	20,724	24,473
Total current liabilities	81,844	86,424
Employee benefit obligations	93,029	96,100
Asbestos liability	144,028	157,522
Other noncurrent liabilities	782	1,040
Total liabilities	319,683	341,086

Commitments and contingent liabilities (Note 6)

Shareholders' equity:

Common stock — par value \$1; authorized 20,000 shares; issued and outstanding 10,363 shares in 2013 and 10,346 shares in 2012	10,363	10,346
Additional paid-in capital	125,412	124,464
Retained earnings	148,002	139,658
Accumulated other comprehensive loss	(77,773)	(82,375)
Total shareholders' equity	206,004	192,093
	\$ 525,687	\$ 533,179

See Notes to Condensed Consolidated Financial Statements.

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	Three Months Ended Sept 30, 2013		Nine Months Ended Sept 30, 2012	
	2013	2012	2013	2012
Net sales	\$ 64,433	\$ 72,190	\$ 203,995	\$ 215,751
Operating costs and expenses:				
Costs of products sold (excluding depreciation)	48,177	56,066	158,577	166,604
Selling and administrative	8,979	9,677	28,135	30,077
Depreciation	2,840	2,699	8,725	8,278
Credit for asbestos litigation	(16,340)	0	(16,340)	0
Loss (gain) on disposition of assets	0	0	19	(1)
Total operating expenses	43,656	68,442	179,116	204,958
Income from operations	20,777	3,748	24,879	10,793
Other income (expense):				
Investment-related income	27	14	51	48
Interest expense	(60)	(61)	(181)	(178)
Other net	(532)	(170)	(1,539)	(633)
	(565)	(217)	(1,669)	(763)
Income before income taxes and equity losses in Chinese joint venture	20,212	3,531	23,210	10,030
Income tax provision	(7,057)	(1,498)	(7,958)	(3,643)
Equity losses in Chinese joint venture	(450)	(505)	(1,315)	(1,350)
Net income	\$ 12,705	\$ 1,528	\$ 13,937	\$ 5,037
Net income per common share:				
Basic	\$ 1.23	\$ 0.15	\$ 1.35	\$ 0.49
Diluted	\$ 1.22	\$ 0.15	\$ 1.34	\$ 0.48

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Cash dividends declared per share	\$	0.18	\$	0.18	\$	0.54	\$	0.54
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Weighted average number of common shares outstanding:

Basic	10,363	10,343	10,355	10,337
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Diluted	10,408	10,384	10,404	10,388
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See Notes to Condensed Consolidated Financial Statements.

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	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2013	2012	2013	2012
Net income	\$ 12,705	\$ 1,528	\$ 13,937	\$ 5,037
Other comprehensive income (loss), net of tax where applicable:				
Adjustments for changes in:				
Foreign exchange translation	2,847	2,155	97	2,749
Unrealized holding gains on marketable securities	103	94	296	134
Fair value of cash flow hedges	152	175	(277)	172
Reclassification adjustments for items included in net income:				
Amortization of unrecognized employee benefit costs	1,544	339	4,331	2,856
Realized (gains) from sale of marketable securities	(17)	(12)	(51)	(40)
Realized losses from settlement of cash flow hedges	144	83	206	177
Other comprehensive income	4,773	2,834	4,602	6,048
Comprehensive income	\$ 17,478	\$ 4,362	\$ 18,539	\$ 11,085

See Notes to Condensed Consolidated Financial Statements.

Table of ContentsAMPCO-PITTSBURGH CORPORATIONCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(UNAUDITED)*(in thousands)*

	Nine Months Ended Sept 30,	
	2013	2012
Net cash flows provided by operating activities	\$ 28,957	\$ 14,478
Cash flows from investing activities:		
Purchases of property, plant and equipment	(10,264)	(7,764)
Purchases of long-term marketable securities	(810)	(589)
Proceeds from sale of long-term marketable securities	678	543
Proceeds from the disposition of property, plant and equipment	6	0
Proceeds from government grant	0	373
Net cash flows used in investing activities	(10,390)	(7,437)
Cash flows from financing activities:		
Dividends paid	(5,590)	(5,580)
Proceeds from the issuance of common stock	67	78
Excess tax benefits from the exercise of stock options	2	13
Net cash flows used in financing activities	(5,521)	(5,489)
Effect of exchange rate changes on cash and cash equivalents	340	402
Net increase in cash and cash equivalents	13,386	1,954
Cash and cash equivalents at beginning of period	78,889	69,888
Cash and cash equivalents at end of period	\$ 92,275	\$ 71,842
Supplemental information:		
Income tax payments	\$ 877	\$ 2,934
Interest payments	\$ 182	\$ 178

Non-cash investing activities:

Purchases of property, plant and equipment included in accounts payable	\$	677	\$	624
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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 share and claim amounts)

1. Unaudited Condensed Consolidated Financial Statements

The condensed consolidated balance sheet as of September 30, 2013 and the condensed consolidated statements of operations and comprehensive income for the three and nine months ended September 30, 2013 and 2012 and the condensed consolidated statement of cash flows for the nine months ended September 30, 2013 and 2012 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, 2013 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.

Recently Implemented Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (FASB) issued ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*, which requires expanded disclosures, including gross and net information, about financial and derivative instruments that are either offset in the balance sheet or are subject to an enforceable master netting arrangement or similar agreement. The guidance became effective for reporting periods beginning on or after January 1, 2013 and is to be applied retrospectively. The new guidance affects disclosures only and did not impact operating results, financial position or liquidity of the Corporation.

In February 2013, the FASB issued ASU 2013-02, *Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, which requires entities to report the effect of significant reclassifications out of accumulated other comprehensive income (loss) on the respective line items in net income if the amount being reclassified is required to be reclassified in its entirety to net income. Information may be reported either on the face of the income statement or in the footnotes to the financial statements. For other amounts that are not required to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference to other required disclosures. The guidance became effective for reporting periods beginning on or after January 1, 2013. The guidance affects disclosures only. It does not change whether items are reported in net income or other comprehensive income or when items in other comprehensive income are reclassified to net income; accordingly, ASU 2013-02 did not impact the operating results, financial position or liquidity of the Corporation.

Recently Issued Accounting Pronouncements

In July 2013, the 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 becomes effective for reporting periods beginning on or after January 1, 2014. Currently, the Corporation records unrecognized tax benefits as a liability; accordingly, implementation of the guidance may affect balance sheet presentation but will not impact operating results or liquidity of the Corporation.

2. Inventories

At September 30, 2013 and December 31, 2012, approximately 64% and 68%, respectively, of the inventories were valued on the LIFO method with the remaining inventories valued on the FIFO method. Inventories were comprised of the following:

	September 30, 2013	December 31, 2012
Raw materials	\$ 19,122	\$ 22,514
Work-in-process	34,356	31,164
Finished goods	8,131	5,907
Supplies	11,420	11,084
	\$ 73,029	\$ 70,669

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

Property, plant and equipment were comprised of the following:

	September 30, 2013	December 31, 2012
Land and land improvements	\$ 5,117	\$ 5,006
Buildings	45,093	43,411
Machinery and equipment	241,638	237,473
Construction-in-progress	11,594	7,493
Other	8,668	8,674
	312,110	302,057
Accumulated depreciation	(160,379)	(151,760)
	\$ 151,731	\$ 150,297

Land and buildings of Union Electric Steel UK Limited (UES-UK) equal to approximately \$4,560 (£2,818) at September 30, 2013 are held as collateral by the trustees of the UES-UK contributory defined benefit pension plan (see Note 5).

4. Other Current Liabilities

Other current liabilities were comprised of the following:

	September 30, 2013	December 31, 2012
Customer-related liabilities	\$ 10,442	\$ 13,444
Accrued sales commissions	1,556	2,146
Other	8,726	8,883
	\$ 20,724	\$ 24,473

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 September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Balance at beginning of the period	\$ 6,425	\$ 5,488	\$ 6,625	\$ 5,498

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Satisfaction of warranty claims	(344)	(604)	(1,558)	(1,869)
Provision for warranty claims	316	980	1,578	2,211
Other, primarily impact from changes in foreign currency exchange rates	231	87	(17)	111
Balance at end of the period	\$ 6,628	\$ 5,951	\$ 6,628	\$ 5,951

5. Pension and Other Postretirement Benefits

Contributions were as follows:

	Nine Months Ended September 30,	
	2013	2012
U.S. pension benefits plan	\$ 5,000 ⁽¹⁾	\$ 0
U.K. pension benefits plan	\$ 1,308	\$ 1,333
Other postretirement benefits (e.g., net payments)	\$ 436	\$ 449
U.K. defined contribution plan	\$ 227	\$ 232

(1) *Voluntary contribution*

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

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2013	2012	2013	2012
<u>U.S. Pension Benefits</u>				
Service cost	\$ 1,106	\$ 986	\$ 3,318	\$ 2,958
Interest cost	2,016	2,129	6,052	6,386
Expected return on plan assets	(2,342)	(2,389)	(7,026)	(7,167)
Amortization of prior service cost	160	167	480	501
Amortization of actuarial loss	1,788	1,522	5,360	4,565
Net benefit cost	\$ 2,728	\$ 2,415	\$ 8,184	\$ 7,243
<u>U.K. Pension Benefits</u>				
Interest cost	\$ 656	\$ 626	\$ 1,891	\$ 1,871
Expected return on plan assets	(651)	(525)	(1,842)	(1,569)
Amortization of actuarial loss	202	150	509	447
Net benefit cost	\$ 207	\$ 251	\$ 558	\$ 749
<u>Other Postretirement Benefits</u>				
Service cost	\$ 235	\$ 280	\$ 707	\$ 603
Interest cost	232	230	695	689
Amortization of prior service cost	21	21	64	64
Amortization of actuarial loss (gain)	61	(152)	181	54
Net benefit cost	\$ 549	\$ 379	\$ 1,647	\$ 1,410

6. **Commitments and Contingent Liabilities**

Outstanding standby and commercial letters of credit as of September 30, 2013 approximated \$18,065, 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 regarding foreign exchange contracts and commodities.

See Note 12 regarding litigation and Note 13 for environmental matters.

7. Derivative Instruments

Certain of the Corporation's operations 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 and are recorded in the consolidated balance sheet as either an asset or a liability measured at their fair value. The accounting for changes in the fair value of a derivative depends on the use of the derivative. To the extent that a derivative is designated and effective as a cash flow hedge of an exposure to future changes in value, the change in fair value of the derivative is deferred in accumulated other comprehensive income (loss). Any portion considered to be ineffective, including that arising from the unlikelihood of an anticipated transaction to occur, is reported as a component of earnings (other income/expense) immediately. Upon occurrence of the anticipated transaction, the derivative designated and effective as a cash flow hedge is de-designated as a fair value hedge and the change in fair value previously deferred in accumulated other comprehensive income (loss) is reclassified to earnings (net sales) with subsequent changes in fair value recorded as a component of earnings (other income/expense). To the extent that a derivative is designated and effective as a hedge of an exposure to changes in fair value, the change in the derivative's fair value will be offset in the consolidated statement of operations by the change in the fair value of the item being hedged and is recorded as a component of earnings (other income/expense).

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As of September 30, 2013, approximately \$13,580 of anticipated foreign-denominated sales has been hedged which are covered by fair value contracts settling at various dates through July 2014. The fair value of assets held as collateral for the fair value contracts as of September 30, 2013 approximated \$800. As of September 30, 2013, there were no cash flow contracts outstanding for future sales.

Additionally, certain of the Corporation's divisions 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. The change in fair value of the derivative is deferred in accumulated other comprehensive income (loss). Any portion considered to be ineffective, including that arising from the unlikelihood of an anticipated transaction to occur, is reported as a component of earnings (other income/expense) immediately. Upon occurrence of the anticipated transaction, the futures contract is settled and the change in fair value previously deferred in accumulated other comprehensive income (loss) is reclassified to earnings (costs of products sold, excluding depreciation) when the projected sales occur. At September 30, 2013, approximately 57% or \$3,006 of anticipated copper purchases over the next nine months and 56% or \$438 of anticipated aluminum purchases over the next six months are hedged. The fair value of assets held as collateral as of September 30, 2013 equaled \$400.

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. The change in the fair value is included in accumulated other comprehensive income (loss) and is being amortized to pre-tax earnings (as an offset to depreciation expense) over the life of the underlying assets.

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 the hedge.

At September 30, 2013, the Corporation has purchase commitments covering 45% or \$5,000 of anticipated natural gas usage through 2015 at one of its subsidiaries. The commitments qualify as normal purchases and, accordingly, are not reflected on the consolidated balance sheet.

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

Gains (losses) on foreign exchange transactions included in other income (expense) approximated \$(135) and \$77 for the three months ended September 30, 2013 and 2012, respectively, and \$(528) and \$155 for the nine months ended September 30, 2013 and 2012, respectively.

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

	Location	September 30, 2013	December 31, 2012
Cash flow hedge contracts	Other current assets	\$ 0	\$ 46
Fair value hedge contracts	Other current assets	514	218
Fair value hedged items	Receivables	(129)	(94)

Other current liabilities	442	223
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The change in the fair value of the cash flow contracts is recorded as a component of accumulated other comprehensive income (loss). The fair value balances as of September 30, 2013 and 2012 and the amount recognized as and reclassified from accumulated other comprehensive income (loss) for each of the periods is summarized below. All amounts are after-tax.

		Less			
		Comprehensive Income (Loss) Beginning of the Period	Plus (Minus) Recognized in Comprehensive Income (Loss) of the Period	Gain (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) of the Period	Comprehensive Income (Loss) End of the Period
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
Three Months Ended September 30, 2012					
Foreign currency sales contracts	cash flow hedges	\$ 81	\$ (3)	\$ 33	\$ 45
Foreign currency purchase contracts		301	0	5	296
Futures contracts	copper and aluminum	(182)	178	(121)	117
		\$ 200	\$ 175	\$ (83)	\$ 458
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
Nine Months Ended September 30, 2012					
Foreign currency sales contracts	cash flow hedges	\$ 114	\$ 14	\$ 83	\$ 45
Foreign currency purchase contracts		309	0	13	296
Futures contracts	copper and aluminum	(314)	158	(273)	117
		\$ 109	\$ 172	\$ (177)	\$ 458

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

		Location of					
		Gain (Loss)					
			Estimated to be				
		in Statements	Reclassified in Three Months Ended Sept 30,				
			Next 12				
		of Operations	Months	2013	2012	2013	2012
Foreign currency sales contracts	cash flow hedges	Net sales	\$ 0	\$ 0	\$ 52	\$ 0	\$ 131
Foreign currency purchase contracts		Depreciation	27	6	7	20	20
Futures contracts	copper and aluminum	Costs of products sold (excluding depreciation)	(50)	(237)	(192)	(352)	(438)

8. Accumulated Other Comprehensive Loss

Net change and ending balances for the various components of other comprehensive income (loss) and accumulated other comprehensive loss as of and for the nine months ended September 30, 2013 and 2012 is summarized below. 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, 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)
Balance at January 1, 2012	\$ (4,736)	\$ (75,225)	\$ 562	\$ 109	\$ (79,290)
Net Change	2,749	2,856	94	349	6,048
Balance at September 30, 2012	\$ (1,987)	\$ (72,369)	\$ 656	\$ 458	\$ (73,242)

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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 income (loss). Amounts in parentheses represent credits to net income.

	Three Months Ended September 30,		Nine Months Ended September 30,		Affected Line Item
	2013	2012	2013	2012	
Amortization of unrecognized employee benefit costs	\$ 1,442	\$ 1,050	\$ 4,262	\$ 3,611	Costs of products sold (excluding depreciation)
	573	471	1,682	1,448	Selling and administrative
	217	187	650	572	Other income (expense)
	2,232	1,708	6,594	5,631	Total before income tax
	(688)	(1,369)	(2,263)	(2,775)	Income tax provision
	\$ 1,544	\$ 339	\$ 4,331	\$ 2,856	Net of tax
Realized (gains) on sale of marketable securities	\$ (26)	\$ (19)	\$ (79)	\$ (62)	Selling and administrative
	9	7	28	22	Income tax provision
	\$ (17)	\$ (12)	\$ (51)	\$ (40)	Net of tax
Realized losses (gains) from settlement of cash flow hedges:					
Foreign currency sales contracts	\$ 0	\$ (52)	\$ 0	\$ (131)	Net sales
Foreign currency purchase contracts	(6)	(7)	(20)	(20)	Depreciation
Futures contracts copper and aluminum					Costs of products sold (excluding depreciation)
	237	192	352	438	
	231	133	332	287	Total before income tax
	(87)	(50)	(126)	(110)	Income tax provision
	\$ 144	\$ 83	\$ 206	\$ 177	Net of tax

The income tax expense (benefit) associated with the various components of other comprehensive income (loss) for the three and nine months ended September 30, 2013 and 2012 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 September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Tax expense (benefit) associated with changes in:				

Unrealized holding losses/gains on marketable securities	\$ (55)	\$ (50)	\$ (159)	\$ (72)
Fair value of cash flow hedges	(93)	(103)	165	(103)
Tax expense (benefit) associated with reclassification adjustments:				
Amortization of unrecognized employee benefit costs	(688)	(1,369)	(2,263)	(2,775)
Realized gains from sale of marketable securities	9	7	28	22
Realized losses/gains from settlement of cash flow hedges	(87)	(50)	(126)	(110)

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. 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.

In May 2013, the Compensation Committee granted 173,750 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 \$17.16 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 \$5.82 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 1.26%, an expected dividend yield of 4.20%, expected forfeiture rate of 5% and an expected volatility of 52.68%. The resultant stock-based compensation expense of \$961 will be recognized over the requisite service period of three years.

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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. In May 2013, 11,656 shares of the Corporation's common stock were issued to the non-employee directors.

Stock-based compensation expense for the three months ended September 30, 2013 and 2012 equaled \$341 and \$296, respectively. The related income tax benefit recognized in the condensed consolidated statement of operations for each of the periods was approximately \$120 and \$103, respectively. Stock-based compensation expense for the nine months ended September 30, 2013 and 2012 equaled \$845 and \$961, respectively. The related income tax benefit recognized in the condensed consolidated statement of operations for each of the periods was approximately \$296 and \$336, respectively.

10. Fair Value

The Corporation's financial assets and liabilities that are reported at fair value in the accompanying condensed consolidated balance sheets as of September 30, 2013 and December 31, 2012 were as follows:

	Quoted Prices in Active Markets for Identical Inputs (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<u>As of September 30, 2013</u>				
Investments				
Other noncurrent assets	\$ 3,866	\$ 0	\$ 0	\$ 3,866
Foreign currency exchange contracts				
Other current assets	0	514	0	514
Other current liabilities	0	442	0	442
<u>As of December 31, 2012</u>				
Investments				
Other noncurrent assets	\$ 3,358	\$ 0	\$ 0	\$ 3,358
Foreign currency exchange contracts				
Other current assets	0	264	0	264
Other current liabilities	0	223	0	223

11. Business Segments

Presented below are the net sales and income before income taxes for the Corporation's two business segments. Income before income taxes for the three and nine months ended September 30, 2013 for the Air and Liquid Processing segment includes a credit of approximately \$16,340 representing estimated additional insurance recoveries through 2022 for asbestos litigation on account of insurance coverage settlement agreements entered into during the quarter (see Note 12).

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2013	2012	2013	2012
Net Sales:				
Forged and Cast Rolls	\$ 41,800	\$ 46,431	\$ 132,299	\$ 133,963
Air and Liquid Processing	22,633	25,759	71,696	81,788
Total Reportable Segments	\$ 64,433	\$ 72,190	\$ 203,995	\$ 215,751
Income before Income Taxes:				
Forged and Cast Rolls	\$ 4,996	\$ 4,846	\$ 9,670	\$ 12,226
Air and Liquid Processing	18,081	1,026	22,369	5,734
Total Reportable Segments	23,077	5,872	32,039	17,960
Other expense, including corporate costs net	(2,865)	(2,341)	(8,829)	(7,930)
Total	\$ 20,212	\$ 3,531	\$ 23,210	\$ 10,030

Table of Contents**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 Systems Corporation subsidiary (Asbestos Liability) and of an inactive subsidiary in dissolution. 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 subsidiaries and the Corporation, along with certain asbestos claims asserted against the inactive subsidiary in dissolution:

	Nine Months Ended September 30,	
	2013	2012
Total claims pending at the beginning of the period	8,007	8,145
New claims served	1,056	1,343
Claims dismissed	(351)	(329)
Claims settled	(188)	(190)
Total claims pending at the end of the period ⁽¹⁾	8,524	8,969
Gross settlement and defense costs (in 000's)	\$ 15,994	\$ 16,738
Avg. gross settlement and defense costs per claim resolved (in 000's)	\$ 29.67	\$ 32.25

(1) Included as open claims are approximately 1,636 and 1,658 claims as of September 30, 2013 and 2012, 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.

Asbestos Insurance

The Corporation and its Air & Liquid Systems Corporation (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 claims against the Corporation's inactive subsidiary in dissolution, numbering approximately 289 as of September 30, 2013, are not included within the Settlement Agreements. The Corporation believes that the claims against the inactive subsidiary in dissolution are immaterial and those claims were all resolved in the fourth quarter of 2013.

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 sub limits 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.

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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. Effective October 8, 2012, the Corporation and Air & Liquid entered into a settlement agreement with eight of the domestic defendant insurers in the action. That agreement specifies the terms and conditions upon which the insurer parties are to contribute to defense and indemnity costs for claims for Asbestos Liability. Howden also reached an agreement with such insurers, effective the same day, addressing asbestos-related bodily injury claims arising from the Products. On October 16, 2012, the Court entered Orders dismissing all claims filed by the Corporation and Air & Liquid, Howden and the eight settling excess insurers against each other in the litigation. The Corporation and Air & Liquid reached three additional settlement agreements in August 2013 with, collectively, three domestic insurers, certain underwriters at Lloyd's, London, and certain London market insurance companies. As with the agreement effective October 16, 2012, the three additional 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 also provided for the dismissal of claims, without prejudice, regarding two upper-level excess policies issued by one of the insurers. The Court 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. Various counterclaims, cross claims and third party claims have been filed in the litigation and remain pending as to non-settled parties. 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. The Corporation and Air & Liquid remain in the litigation as to two insurer defendants, and continue to evaluate the Court's September 27, 2013 ruling.

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. HR&A was not requested to estimate asbestos claims against the inactive subsidiary in dissolution, which the Corporation believes are immaterial. 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, 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, and the status of negotiations with insurers not party to the Settlement Agreements, 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, 2013 was \$165,028. 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 updated its receivable at September 30, 2013 to take into account the effect of the Settlement Agreements reached in August 2013. The effect of these Settlement Agreements was to increase the Corporation's receivable for insurance recoveries attributable to claims for which the Corporation's Asbestos Liability reserve has been established by \$16,340.

The following table summarizes activity relating to insurance recoveries.

		Nine Months Ended September 30,	
		2013	2012
Insurance receivable	asbestos, beginning of the year	\$ 118,115	\$ 126,206
Settlement and defense costs paid by insurance carriers		(17,592)	(10,290)

Changes in estimated coverage	16,340	0
Insurance receivable asbestos, end of the period	\$ 116,863	\$ 115,916

The insurance receivable recorded by the Corporation does not assume any recovery from insolvent carriers, 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 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.

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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, the resolution of 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 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 \$1,030 at September 30, 2013 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 Forged and Cast Rolls segment is being adversely affected by weak demand worldwide and competitive pricing. Lower steel and aluminum production levels of our customers, excess roll inventories in Asia, and the emergence of indigenous roll supply, particularly in China, are contributing to the falloff in demand and a reduction in export business. Margin erosion continues as global pricing pressure remains fierce from both traditional Western suppliers, who are working below capacity, and Chinese, Japanese, and Eastern European roll makers, who are discounting deeply to secure volume. Additionally, management expects a continuation of losses by its Chinese forged roll joint venture company (in which it has a 49% interest and accounts for on the equity method of accounting). While losses to date are largely the result of non-cash expense, if conditions deteriorate or other impairment indicators arise, future earnings of the Corporation may be adversely affected by an impairment charge.

For 2013 to date, while still considered globally weak, demand for rolling mill rolls has recovered modestly including roll requirements for North America customers. Additionally, new mill projects in Asia have helped to offset the effects of lower demand associated with excess roll inventories and emerging indigenous supply in that region. European sales, however, remain generally weak as steel producers rationalize capacity. Competitive pricing pressures continue as most roll producers operate well below capacity.

For the *Air and Liquid Processing* segment, spending on new construction by the institutional markets remains slow while continued strength in spending on upgrading fossil-fueled utility plants is encouraging.

Consolidated Results of Operations for the Three and Nine Months Ended September 30, 2013 and 2012

Net Sales. Net sales for the three months ended September 30, 2013 and 2012 were \$64,433 and \$72,190, respectively, and \$203,995 and \$215,751, respectively, for the nine months then ended. Backlog approximated \$200,108 at September 30, 2013 versus \$195,804 as of December 31, 2012 and \$216,940 as of September 30, 2012. A discussion of sales and backlog for the Corporation's two segments is included below.

Costs of Products Sold. Costs of products sold, excluding depreciation, as a percentage of net sales approximated 74.8% and 77.7% for the three months ended September 30, 2013 and 2012, respectively, and 77.7% and 77.2% for the nine months ended September 30, 2013 and 2012, respectively. Although margins are lower in the current year, proceeds of \$1,505 from an insurance claim relating to lost profit on rolling mill rolls damaged by Hurricane Sandy in 2012 were received in the third quarter of 2013 and were recorded as a reduction to costs of products sold thereby reducing the effect of the lower margins.

Selling and Administrative. The decrease in selling and administrative expenses for the three and nine months ended September 30, 2013 against the comparable prior year periods is primarily due to ongoing cost containment activities being implemented by each of the segments.

Depreciation. The increase in depreciation expense for the three and nine months ended September 30, 2013 against the comparable prior year periods is attributable to additional depreciation associated with assets placed in service in the prior year.

Credit for Asbestos Litigation. The credit for asbestos litigation in the third quarter of 2013 represents estimated additional insurance recoveries through 2022 for asbestos liabilities on account of insurance coverage settlement agreements entered into during the quarter.

Income from Operations. Income from operations for the three months ended September 30, 2013 and 2012 approximated \$20,777 and \$3,748, respectively, and \$24,879 and \$10,793, respectively, for the nine months then ended. A discussion of operating results for the Corporation's two segments is included below.

Forged and Cast Rolls. Net sales declined for the three and nine months ended September 30, 2013 when compared to the same periods of the prior year primarily due to lower selling prices which adversely impacted operating income by approximately \$2,900 and \$9,200, respectively. A higher volume of shipments offset the effect of lower pricing by approximately \$800 and \$3,800 for the three and nine months ended September 30, 2013, respectively. Additionally, receipt of \$1,505 of insurance proceeds for lost margin on in-transit inventory damaged by Hurricane Sandy and improved quality resulting in a reduction of warranty-related provisions further benefited operating income for each of the current year periods. Backlog approximated \$161,267 at September 30, 2013 against \$154,527 as of December 31, 2012 and \$170,195 as of September 30, 2012. Approximately \$112,020 of the current backlog is expected to ship after 2013.

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Air and Liquid Processing. Sales for the three and nine months ended September 30, 2013 were less than the comparable prior year periods; however, operating income improved due to the Credit for Asbestos Litigation of \$16,340 representing estimated additional insurance recoveries through 2022 for asbestos liabilities on account of insurance coverage settlement agreements entered into during the quarter. For Buffalo Pumps, sales and operating income improved for each of the current year periods due to a higher volume of shipments to U.S. Navy shipbuilders. For Aerofin, sales decreased for each of the current year periods; however, operating income improved primarily due to changes in product mix. For Buffalo Air Handling, sales and operating results were less than the comparable prior year periods principally due to a weak construction market. Additionally, the prior year-to-date period includes the balance of a large order for a customer in medical research. Backlog approximated \$38,841 at September 30, 2013 against \$41,277 as of December 31, 2012 and \$46,745 as of September 30, 2012. Approximately \$12,788 of the current backlog is expected to ship after 2013.

Other Income (Expense). The fluctuation is primarily attributable to fluctuations in foreign exchange gains and losses.

Income Taxes. The effective income tax rates for the nine months ended September 30, 2013 and 2012 are relatively comparable. Changes in the effective income tax rate include the impact of differences in permanent items, state income taxes, uncertain tax positions and the mix of income, none of which were individually significant in the periods. The income 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 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 tax rate for that year.

Net Income and Earnings per Common Share. As a result of the above, the Corporation's net income for the three months ended September 30, 2013 and 2012 equaled \$12,705 or \$1.23 per common share and \$1,528 or \$0.15 per common share, respectively, and \$13,937 or \$1.35 per common share and \$5,037 or \$0.49 per common share, respectively, for the nine months ended September 30, 2013 and 2012.

Liquidity and Capital Resources

Net cash flows provided by operating activities increased for the nine months ended September 30, 2013 when compared to the nine months ended September 30, 2012 by \$14,479. The improvement is primarily attributable to (1) a greater reduction in accounts receivable from December 31, 2012 to September 30, 2013 versus December 31, 2011 to September 30, 2012 associated with lower sales which provided additional cash flows of approximately \$2,500, (2) less of an investment in inventories which favorably impacted cash flows by roughly \$7,700 and (3) an increase in accounts payable which provided approximately \$4,300 of additional cash flows. While the credit for asbestos litigation recorded in the current year improved earnings, it did not impact cash flows by the same amount. Instead, the additional insurance coverage principally will reduce future payments required by the Corporation's Air & Liquid System's subsidiary. Net asbestos-related payments equaled \$3,712 and \$6,609 for the nine months ended September 30, 2013 and 2012, respectively. During 2013, voluntary contributions to employee benefit plans equaled \$5,000. No voluntary contributions were made in 2012.

Net cash flows used in investing activities for the nine months ended September 30, 2013 were higher than September 30, 2012 due to an increased level of capital expenditures for the Forged and Cast Rolls segment. For 2012, proceeds from a government grant offset a portion of the capital expenditures by the U.K. operations. As of September 30, 2013, future capital expenditures approximating \$8,500, to be spent over the next 12-15 months, have been approved and approximately \$275 (£170) of the government grant remains available for reimbursement of qualifying purchases.

Net cash flows used in financing activities were comparable for each of the periods and represented primarily payment of dividends.

As a result of the above, cash and cash equivalents increased \$13,386 in 2013 and ended the period at \$92,275 (of which approximately \$9,200 is held by foreign operations) in comparison to \$78,889 at December 31, 2012 (of which approximately \$8,600 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 is currently deemed to be permanently reinvested and no additional provision for income tax has been made.

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, 2013 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, 2012, remain unchanged.

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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, 2012.

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, 2013.

(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, 2013, 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, 2012.

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 Quarterly Reports on Form 10-Q for the quarters ended September 30, 1994, March 31, 1996, June 30, 2001 and June 30, 2004.

(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)

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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 8, 2013

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

DATE: November 8, 2013

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)