

ENPRO INDUSTRIES, INC  
Form 10-Q  
May 03, 2018

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

---

FORM 10-Q

---

(Mark One)

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

For the quarterly period ended March 31, 2018

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

Commission File Number 001-31225

---

ENPRO INDUSTRIES, INC.  
(Exact name of registrant, as specified in its charter)

---

North Carolina (State or other jurisdiction of incorporation)	01-0573945 (I.R.S. Employer Identification No.)
5605 Carnegie Boulevard, Suite 500, Charlotte, North Carolina (Address of principal executive offices)	28209 (Zip Code)
(704) 731-1500 (Registrant's telephone number, including area code)	

---

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Edgar Filing: ENPRO INDUSTRIES, INC - Form 10-Q

As of April 30, 2018, there were 21,006,981 shares of common stock of the registrant outstanding, which does not include 190,765 shares of common stock held by a subsidiary of the registrant and accordingly are not entitled to be voted. There is only one class of common stock.

---

## PART I

## FINANCIAL INFORMATION

## Item 1. Financial Statements

## ENPRO INDUSTRIES, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

Three Months Ended March 31, 2018 and 2017

(in millions, except per share amounts)

	2018	2017
Net sales	\$368.8	\$295.8
Cost of sales	243.7	194.1
Gross profit	125.1	101.7
Operating expenses:		
Selling, general and administrative	92.1	72.7
Other	1.0	1.3
Total operating expenses	93.1	74.0
Operating income	32.0	27.7
Interest expense	(8.2 )	(14.9 )
Interest income	0.4	0.1
Other income (expense)	0.6	(3.5 )
Income before income taxes	24.8	9.4
Income tax expense	(12.2 )	(3.0 )
Net income	\$12.6	\$6.4
Comprehensive income	\$22.4	\$11.1
Basic earnings per share	\$0.59	\$0.30
Diluted earnings per share	\$0.58	\$0.30
Cash dividends per share	\$0.24	\$0.22

See notes to consolidated financial statements (unaudited).

ENPRO INDUSTRIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
Three Months Ended March 31, 2018 and 2017  
(in millions)

	2018	2017
<b>OPERATING ACTIVITIES</b>		
Net income	\$12.6	\$6.4
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	9.3	7.3
Amortization	9.0	6.5
Deferred income taxes	(0.9 )	(0.1 )
Stock-based compensation	1.8	1.9
Other non-cash adjustments	1.1	1.2
Change in assets and liabilities, net of effects of deconsolidation of business:		
Accounts receivable, net	(20.1 )	(12.6 )
Inventories	(9.8 )	(7.8 )
Accounts payable	(6.8 )	(0.5 )
Other current assets and liabilities	(11.5 )	(19.0 )
Other non-current assets and liabilities	(4.7 )	(2.9 )
Net cash used in operating activities	(20.0 )	(19.6 )
<b>INVESTING ACTIVITIES</b>		
Purchases of property, plant and equipment	(14.9 )	(11.1 )
Payments for capitalized internal-use software	(0.7 )	(0.9 )
Deconsolidation of OldCo	—	(4.8 )
Other	0.4	0.2
Net cash used in investing activities	(15.2 )	(16.6 )
<b>FINANCING ACTIVITIES</b>		
Proceeds from debt	256.1	254.8
Repayments of debt	(268.1 )	(205.6 )
Repurchase of common stock	(15.4 )	(3.6 )
Dividends paid	(5.3 )	(4.7 )
Other	(4.2 )	(3.4 )
Net cash provided by (used in) financing activities	(36.9 )	37.5
Effect of exchange rate changes on cash and cash equivalents	0.9	0.9
Net increase (decrease) in cash and cash equivalents	(71.2 )	2.2
Cash and cash equivalents at beginning of period	189.3	111.5
Cash and cash equivalents at end of period	\$118.1	\$113.7
Supplemental disclosures of cash flow information:		
Cash paid (refunded) during the period for:		
Interest	\$14.5	\$29.6
Income taxes, net	\$(1.4 )	\$4.4
Non-cash investing and financing activities:		
Non-cash acquisitions of property, plant, and equipment	\$3.2	\$0.4

See notes to consolidated financial statements (unaudited).



ENPRO INDUSTRIES, INC.  
CONSOLIDATED BALANCE SHEETS (UNAUDITED)  
(in millions, except share amounts)

	March 31, 2018	December 31, 2017
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 118.1	\$ 189.3
Accounts receivable, net	283.2	261.7
Inventories	215.0	204.1
Income tax receivable	133.6	113.2
Prepaid expenses and other current assets	46.1	51.3
Total current assets	796.0	819.6
Property, plant and equipment, net	300.2	296.9
Goodwill	338.2	336.1
Other intangible assets, net	341.6	347.0
Other assets	78.8	86.5
Total assets	\$1,854.8	\$ 1,886.1
<b>LIABILITIES AND EQUITY</b>		
Current liabilities		
Current maturities of long-term debt	0.2	0.2
Accounts payable	120.4	130.7
Accrued expenses	109.8	137.2
Total current liabilities	230.4	268.1
Long-term debt	606.6	618.3
Other liabilities	116.7	96.9
Total liabilities	953.7	983.3
Commitments and contingencies		
Shareholders' equity		
Common stock – \$.01 par value; 100,000,000 shares authorized; issued, 21,369,031 shares in 2018 and 21,517,554 shares in 2017	0.2	0.2
Additional paid-in capital	329.3	347.9
Retained earnings	611.5	604.4
Accumulated other comprehensive loss	(38.6	) (48.4
Common stock held in treasury, at cost – 191,342 shares in 2018 and 191,838 shares in 2017	(1.3	) (1.3
Total shareholders' equity	901.1	902.8
Total liabilities and equity	\$1,854.8	\$ 1,886.1

See notes to consolidated financial statements (unaudited).

ENPRO INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Overview, Basis of Presentation, Significant Accounting Policy Update, and Recently Issued Authoritative Accounting Guidance

Overview

EnPro Industries, Inc. (“we,” “us,” “our,” “EnPro” or the “Company”) is a leader in the design, development, manufacture and marketing of proprietary engineered industrial products that primarily include: sealing products; heavy-duty truck wheel-end component systems; self-lubricating non-rolling bearing products; precision engineered components and lubrication systems for reciprocating compressors; and heavy-duty, medium-speed diesel, natural gas and dual fuel reciprocating engines, including parts and services.

Basis of Presentation

The accompanying interim consolidated financial statements are unaudited, and certain related information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been omitted in accordance with Rule 10-01 of Regulation S-X. They were prepared following the same policies and procedures used in the preparation of our annual financial statements except as disclosed below and reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of results for the periods presented. The Consolidated Balance Sheet as of December 31, 2017 was derived from the audited financial statements included in our annual report on Form 10-K for the year ended December 31, 2017. The results of operations for the interim periods are not necessarily indicative of the results for the fiscal year. These consolidated financial statements should be read in conjunction with our annual consolidated financial statements for the year ended December 31, 2017 included within our annual report on Form 10-K.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amount of assets and liabilities and the disclosures regarding contingent assets and liabilities at period end and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from these estimates.

All intercompany accounts and transactions between our consolidated operations have been eliminated.

On June 5, 2010 (the “GST Petition Date”), our subsidiaries, Garlock Sealing Technologies LLC (“GST LLC”), The Anchor Packing Company (“Anchor”) and Garrison Litigation Management Group, Ltd. (“Garrison,” and, together with GST LLC and Anchor, “GST”) filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code (the “GST Chapter 11 Case”) in the U.S. Bankruptcy Court for the Western District of North Carolina in Charlotte (the “Bankruptcy Court”).

During the pendency of the GST Chapter 11 Case, we did not have exclusive control over these companies.

Accordingly, as required by GAAP, GST was deconsolidated beginning on the GST Petition Date. GST was reconsolidated upon the effective date of the consummation of a joint plan of reorganization confirmed in the GST Chapter 11 Case, which effective date was 12:01 a.m. on July 31, 2017. As a result, the results of operations and cash flows from GST are not included in the Statement of Operations and Statement of Cash flows for the three months ended March 31, 2017. Please see Note 16, “Commitments and Contingencies — Asbestos Insurance Matters” for a further description of the GST Chapter 11 Case and the joint plan of reorganization.

In the first quarter of 2018, we adopted a comprehensive new revenue recognition standard that replaces numerous requirements formerly in GAAP, including industry-specific requirements, and provides companies with a single revenue recognition model for recognizing revenue from contracts with customers. The core principle of the new standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

The new standard provides certain practical expedients that we elected in adopting and following the new guidance. We have utilized a practical expedient that permits us to expense the costs to obtain a contract as incurred when the expected amortization period is one year or less. Another expedient that we have elected is to not adjust the promised amount of consideration in contracts for the effects of a significant financing component if we expect, at contract

inception, that the period between when we transfer a promised good or service to the customer and when the customer pays for that good or service will be one year or less. We currently do not have any contracts that would require such consideration, but we do consider potential new arrangements from time to time that could be affected by this aspect of the guidance.

4

---



We adopted the standard using a modified retrospective transition approach. Under this approach, we made an adjustment to beginning retained earnings for 2018 for the cumulative impact of the new guidance on contracts open prior to the transition date that remain open after adoption. As a result of this transition, a \$0.4 million increase was recorded to 2018 opening retained earnings. The increase pertained mainly to capitalization of certain contract acquisition costs that were expensed under the previous guidance, and to certain service contracts where revenue was previously recognized using a milestone method. Under the new guidance, revenue on such contracts is recognized more frequently throughout the contract using an input measure.

As a result of the adoption of this standard, the impact to our Consolidated Statement of Operations for the three months ended March 31, 2018 and our Consolidated Balance Sheet as of March 31, 2018 was immaterial in comparison to application of the guidance in effect prior to 2018.

Additionally, in the first quarter of 2018, we adopted a new standard that requires entities to recognize the income tax consequences of an intra-entity transfer of assets other than inventory at the time the transfer occurs. As a result of adopting this standard, on a modified retrospective basis, we were required to reverse the unamortized deferred tax asset of \$0.7 million associated with a 2013 intra-entity transfer of intellectual property by charging a corresponding amount to opening retained earnings.

Also in the first quarter of 2018, we adopted a standard that requires an employer to report the service cost component of pension and other postretirement benefits expense in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. For the three months ended March 31, 2018, the application of this guidance resulted in non-operating income of approximately \$0.6 million recorded in other (non-operating) income on the Consolidated Statement of Operations related to the components of net benefit cost other than service cost. For the three months ended March 31, 2017, we recast our Consolidated Statement of Operations to reflect the retrospective application of this guidance, which resulted in a decrease in operating expenses of approximately \$0.3 million with a corresponding increase in other (non-operating) expense. Further information on pension and other postretirement benefits expense for the periods covered by this report can be found in Note 10, "Pensions and Postretirement Benefits."

In the first quarter of 2018 we elected to early adopt a standard that was issued in 2017 to introduce targeted improvements to accounting for hedging activities. Among the changes the standard introduced were the elimination of recognizing periodic hedge ineffectiveness for cash flow and net investment hedges, and the permission of entities to exclude the change in the fair value of cross-currency basis spreads in currency swaps from the assessment of hedge effectiveness. Under the standard's amortization approach, an entity recognizes the initial value of the component that was excluded from the assessment of hedge effectiveness as an adjustment to earnings over the life of the hedging instrument by using a systematic and rational method. Please see Note 13, "Derivatives and Hedging," for further description of our current hedging arrangement initiated in the first quarter of 2018.

#### Significant Accounting Policy Update

##### Revenue Recognition

For the Sealing Products and Engineered Products segments, by far the largest stream of revenue is product revenue for shipments of the various products discussed further in Note 12, "Business Segment Information," along with a smaller amount of revenue from services that typically pertain to the products sold and take place over a short period of time. We recognize revenue at a point in time following the transfer of control, which typically occurs when a product is shipped or delivered, depending on the terms of the sale agreement, or when services are rendered. Shipping costs billed to customers are recognized as revenue and expensed in cost of goods sold as a fulfillment cost when control of the product transfers to the customer. Payment from customers is typically due within 30 days of the

sale for sales in the U.S. For sales outside of the U.S., payment terms may be longer based upon local business customs, but are typically due no later than 90 days after the sale.

Our Power Systems segment engages in long-term contracts with various customers to design and manufacture heavy-duty, medium-speed diesel, natural gas and dual fuel reciprocating engines. Additionally, the segment has certain longer term service contracts that typically involve engine repair, maintenance, and testing services. Certain engine contracts provide for multiple deliverables to be provided to the customer, such as multiple engines. We determine whether such deliverables are distinct and separate performance obligations within a contract by evaluating the relationship between the deliverables to the

customer. If the deliverables are highly integrated by us into a combined output or are highly interdependent or interrelated, they are accounted for as a single performance obligation.

In general, the assets being created for the customer are specific enough to the customers' specifications to not have an alternative use for our own business or for sale to a different customer without significant modification, and we have an enforceable right to payment for performance completed as it takes place throughout the life of the engine builds. These characteristics indicate a continuous transfer of control to the customer during the contract. As a result, revenue related to these contracts is recognized over time.

Revenue is recognized over time for these contracts based on the extent of progress towards completion of the long-term contract. We generally use an input method for our long-term contracts unless we believe another method more clearly measures progress towards completion of the contract. Under this input method, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the contract. Contract costs include labor, material and subcontracting costs, as well as an allocation of indirect costs. Revenues, including estimated fees or profits, are recorded as costs are incurred.

Billings for work completed take place either at milestones in the contract negotiated with the customer or at a monthly interval (progress billings) as costs to complete are incurred. Payments are generally due 30 days after the invoice date. Certain contracts contain retainage provisions that apply to a portion of the contract consideration. The balances billed but not paid by customers pursuant to retainage provisions in long-term contracts and programs are normally due upon completion of the contracts and/or acceptance by the owner of specified deliverables. As these provisions are designed to protect the customer from our failing to adequately comply with our obligations under the contract, we do not believe they represent a significant financing component.

Due to the nature of the work required to be performed on many of our contracts, the estimation of total revenue and cost at completion is complex and subject to many variables. Management must make assumptions and estimates regarding labor productivity, including the benefits of learning and investments in new technologies, the complexity of the work to be performed, the availability and future prices of materials, the length of time to complete the contract (to estimate increases in wages and prices for materials and related support cost allocations), performance by our subcontractors and overhead cost rates, among other variables. Based on our analysis, any quarterly adjustments to net sales, cost of sales, and the related impact to operating income are recognized in the period they become known. These adjustments would result in an increase or a decrease in gross profit. Changes in estimates of net sales, cost of sales, and the related impact to gross profit are recognized quarterly on a cumulative catch-up basis, which recognizes in the current period the cumulative effect of the changes on current and prior periods based on a contract's percentage of completion. A significant change in one or more of these estimates could affect the profitability of one or more of our contracts. When estimates of total costs to be incurred on a contract exceed total estimates of revenue to be earned, a provision for the entire loss on the contract is recorded in the period the loss is determined. We believe that this method is a faithful depiction of the transfer of goods pursuant to the standard because it results in the recognition of revenue on the basis of our to-date efforts in the satisfaction of a performance obligation relative to total expected efforts in satisfaction of the performance obligation.

See Note 2, "Revenue from Contracts with Customers," for further discussion and information about our contract revenues and related assets and liabilities.

#### Recently Issued Authoritative Accounting Guidance

In February 2018, a standard was issued that helps organizations address certain stranded income tax effects in accumulated other comprehensive income resulting from the Tax Cuts and Jobs Act (the "Tax Act"). The standard provides financial statement preparers with an option to reclassify stranded tax effects within accumulated other comprehensive income to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Act is recorded. The amendments in this guidance are effective for financial statements issued for interim and annual periods beginning after December 15, 2018, with early adoption permitted. We are currently evaluating the alternatives presented by the standard with respect to the tax effects associated with our pension plan unamortized net losses and service costs that are in our balance of accumulated other comprehensive loss.

In January 2017, a standard was issued to simplify annual and interim goodwill impairment testing for public business entities. Under the standard, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The standard is effective for any interim goodwill impairment tests in fiscal years beginning after December 15, 2019, and is to be applied prospectively. Early adoption is

permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The standard is not currently expected to have a significant impact on our consolidated financial statements or disclosures.

In June 2016, a standard was issued that significantly changes how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income, including trade receivables. The standard requires an entity to estimate its lifetime “expected credit loss” for such assets at inception, and record an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The standard is effective for annual periods beginning after December 15, 2019, and interim periods therein. Early adoption is permitted for annual periods beginning after December 15, 2018, and interim periods therein. We are currently evaluating the new guidance to determine the impact it will have on our consolidated financial statements. Based upon our current population of receivables and associated historical credit loss experience, we do not expect that this standard will have a significant impact on our consolidated financial statements. This conclusion could be impacted by any significant future financing arrangements that we may choose to enter with customers.

In February 2016, a standard was issued to establish principles to report transparent and economically neutral information about the assets and liabilities that arise from leases. The standard will require lessees to recognize the lease assets and lease liabilities that arise from all leases in the statement of financial position and to disclose qualitative and quantitative information about lease transactions, such as information about variable lease payments and options to renew and terminate leases. The standard retains a distinction between finance leases and operating leases. As a result, the effect of leases in the statement of operations and the statement of cash flows is largely unchanged. Additionally, the guidance provides clarification on the definition of a lease, including alignment of the concept of control of an asset with principles in other authoritative guidance around revenue recognition and consolidation. The amendments in this guidance are effective for financial statements issued for interim and annual periods beginning after December 15, 2018, with early adoption permitted. We are currently evaluating the new guidance to determine the impact it will have on our consolidated financial statements. While we do not currently expect that adoption of the standard will have a material impact to our Consolidated Statements of Operations, Comprehensive Income, or Cash Flows, the addition of lease assets and liabilities to our Consolidated Balance Sheets for leases currently accounted for as operating leases will increase both total assets and liabilities. At December 31, 2017, future minimum lease payments under non-cancelable operating leases were \$49.4 million. The amount of increase will depend on the magnitude of our population of operating lease commitments at the time of adoption, which could change significantly from our current commitments due to factors including future lease versus buy decisions, acquisitions, and dispositions.

## 2. Revenue from Contracts with Customers

See Note 1, "Significant Accounting Policy Update" for information regarding long-term engine and service contracts.

Additional information regarding long-term engine contracts where revenue is recognized over time using an input method is as follows:

	March 31, 2018	December 31, 2017
	(in millions)	
Cumulative revenues recognized on uncompleted contracts	\$369.2	\$ 350.3
Cumulative billings on uncompleted contracts	314.2	304.2
	\$55.0	\$ 46.1

These amounts were included in the accompanying Consolidated Balance Sheets under the following captions:

	March 31, 2018	December 31, 2017
	(in millions)	
Accounts receivable, net (contract revenue recognized in excess of billings)	\$59.6	\$ 51.8
Accrued expenses (billings in excess of revenue recognized)	(4.6 )	(5.7 )

\$55.0 \$ 46.1

The changes in our contract deferred revenue (billings in excess of revenue recognized) for the three months ended March 31, 2018 are as follows:

7

---

	2018
Balance at beginning of period	\$5.7
Additional billings in excess of revenue recognized	1.8
Revenue recognized	(2.9 )
Balance at end of period	\$4.6

We make deposits and progress payments to certain vendors for long-lead-time manufactured components associated with engine projects. At March 31, 2018 and December 31, 2017, deposits and progress payments for long-lead-time components totaled \$3.0 million and \$2.7 million, respectively. These deposits and progress payments are classified in prepaid expenses and other current assets in the accompanying Consolidated Balance Sheets. Assets and liabilities for long-term service contracts recognized over time were immaterial as of March 31, 2018 and December 31, 2017.

As of March 31, 2018, the aggregate amount of transaction price of remaining performance obligations, or backlog, for the full company is \$390.4 million. Approximately 88% of these obligations are expected to be satisfied within one year. The amount expected to be satisfied beyond March 31, 2019 is mainly attributable to our Power Systems segment and pertains to the contracts discussed above. Remaining performance obligations include those related to the contracts discussed above as well as orders across all of our businesses that we believe to be firm. However, there is no certainty these orders will result in actual sales at the times or in the amounts ordered. In addition, for most of our business, this total is not particularly predictive of future performance because of our short lead times and some seasonality.

### 3. Income Taxes

Our income tax expense and resulting effective tax rate are based upon the estimated annual effective tax rates applicable for the respective periods adjusted for the effect of items required to be treated as discrete interim period items, including losses generated in countries where we are projecting annual losses for which a deferred tax asset is not anticipated to be recognized. This estimated annual effective tax rate is affected by the relative proportions of revenue and income before taxes in the jurisdictions in which we operate. Based on the current geographical mix of earnings and the new lower corporate income tax rate in the U.S. in 2018, where a significant portion of our income is taxed, the effective tax rate generally approximates the blended domestic statutory rate and fluctuates based on the portion of our profits earned in each jurisdiction. In addition, the rate can be significantly impacted by the proportion of pre-tax income in higher and lower tax rate jurisdictions offset somewhat by pre-tax profits in low tax jurisdictions. On December 22, 2017, the Tax Cuts and Jobs Act (the "Tax Act") was enacted and contains several key tax provisions impacting the Company including the reduction of the federal statutory income tax rate from 35.0% to 21.0%, the transition to a territorial tax system and a mandatory one-time transition tax on accumulated earnings of foreign subsidiaries. In the fourth quarter of 2017, the period of enactment, we recognized a provisional estimate for the impact of these tax law changes in our income tax provision.

The effective tax rates for the three months ended March 31, 2018 and 2017 were 49.2% and 31.8%, respectively. The effective tax rate for the three months ended March 31, 2018 was higher than the federal statutory rate primarily due to the recognition of new provisions of the Tax Act that became effective on January 1, 2018, higher tax rates in foreign jurisdictions, and a significant discrete tax charge to true-up the benefit previously recognized for domestic production activities as a result of interpretive guidance recently issued by the IRS. The effective tax rate for the three months ended March 31, 2017 was lower than the federal statutory rate primarily due to the portion of our profits earned within the U.S. versus lower rates in foreign jurisdictions. The increase in our effective tax rate for the three months ended March 31, 2018 as compared to the same period last year was primarily due to the new provisions of the Tax Act, a discrete item for the true-up of the benefit previously recognized for domestic production activities, partially offset by the reduction in the federal statutory rate.

As noted above, in the three months ended March 31, 2018, the Company recognized a significant discrete item related to an adjustment to our 2017 provisional estimate resulting from interpretive guidance recently issued by the IRS. This new guidance allows us to elect out of applying the 2017 tax loss against the mandatory one-time transition

tax on accumulated earnings of our foreign subsidiaries. As a result, we are able to carry back additional losses generated by the funding of the asbestos settlement trust established pursuant to the joint plan of reorganization confirmed in the GST Chapter 11 Case, but were required to record a tax charge for the reduction of the benefit previously recognized for domestic production activities.

In December 2017, the U.S. Securities and Exchange Commission ("SEC") issued guidance to address the application of authoritative tax accounting guidance in situations where companies do not have the necessary information available, prepared, or analyzed in reasonable detail to complete the accounting for certain income tax effects of the Tax Act for the reporting period



in which the Tax Act was enacted. In these instances, the SEC's guidance allows companies to record provisional estimates of the impact during a measurement period not to extend beyond one year of the enactment date. We are refining our calculations as we further analyze financial data and interpretative guidance and in the first quarter 2018, recorded an adjustment to our 2017 provisional amount as a discrete item in the current period, as prescribed by the SEC guidance. Our accounting of the impact is expected to be completed within the one-year measurement period ending in the fourth quarter of 2018.

As a result of the new territorial tax system and the mandatory one-time transition tax enacted by the Tax Act, accumulated earnings of our foreign subsidiaries are available for distribution without incremental U.S. tax. In light of this, we have changed our permanent reinvestment assertion such that earnings from foreign jurisdictions that do not impose withholding taxes are no longer permanently reinvested. In March 2018, we repatriated approximately \$83.4 million of previously taxed earnings from our foreign subsidiaries, resulting in no incremental U.S. or foreign tax, and anticipate further repatriation in 2018.

In June 2017, the IRS began an examination of our 2014 U.S. federal income tax returns. Although this examination is part of a routine and recurring cycle, we cannot predict the final outcome or expected conclusion date of the audit.

Various foreign and state tax returns are also currently under examination and some of these exams may conclude within the next twelve months. The final outcomes of these audits are not yet determinable; however, management believes that any assessments that may arise will not have a material effect on our financial results..

#### 4. Earnings Per Share

	Three Months Ended March 31, 2018 2017 (in millions, except per share amounts)	
Numerator (basic and diluted):		
Net income	\$12.6	\$6.4
Denominator:		
Weighted-average shares – basic	21.3	21.4
Share-based awards	0.3	0.4
Weighted-average shares – diluted	21.6	21.8
Earnings per share:		
Basic	\$0.59	\$0.30
Diluted	\$0.58	\$0.30

#### 5. Inventories

	March 31 / December 31, 2018 / 2017 (in millions)	
Finished products	\$126.9	\$ 121.4
Work in process	35.9	33.0
Raw materials and supplies	62.4	59.2
	225.2	213.6
Reserve to reduce certain inventories to LIFO basis	(10.2 )	(10.2 )
Manufacturing inventories	215.0	203.4

Edgar Filing: ENPRO INDUSTRIES, INC - Form 10-Q

Incurring costs relating to long-term contracts	—	0.7
Total inventories	\$215.0	\$ 204.1

Incurring costs related to long-term contracts in the table above represent inventoried work in process and finished products related to an engine contract previously accounted for under the completed-contract method, where costs incurred exceeded customer billings.

We use the last-in, first-out (“LIFO”) method of valuing certain of our inventories. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time.

Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs, which are subject to change until the final year-end LIFO inventory valuation.

#### 6. Goodwill and Other Intangible Assets

The changes in the net carrying value of goodwill by reportable segment for the three months ended March 31, 2018, are as follows:

	Sealing Products	Engineered Products	Power Systems	Total
	(in millions)			
Goodwill as of December 31, 2017	\$313.2	\$ 10.9	\$ 12.0	\$336.1
Change due to foreign currency translation	2.2	—	(0.1 )	2.1
Goodwill as of March 31, 2018	\$315.4	\$ 10.9	\$ 11.9	\$338.2

The goodwill balances reflected above are net of accumulated impairment losses of \$27.8 million for the Sealing Products segment and \$154.8 million for the Engineered Products segment as of March 31, 2018 and December 31, 2017.

Identifiable intangible assets are as follows:

	As of March 31, 2018		As of December 31, 2017	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(in millions)			
Amortized:				
Customer relationships	\$312.6	\$ 143.3	\$311.2	\$ 138.0
Existing technology	113.9	39.6	113.0	37.5
Trademarks	36.0	22.7	35.8	22.3
Other	28.6	23.5	28.7	23.2
	491.1	229.1	488.7	221.0
Indefinite-Lived:				
Trademarks	79.6	—	79.3	—
Total	\$570.7	\$ 229.1	\$568.0	\$ 221.0

Amortization expense for the three months ended March 31, 2018 and 2017 was \$7.5 million and \$5.0 million, respectively.

#### 7. Accrued Expenses

	March 31, 2018	December 31, 2017
	(in millions)	
Salaries, wages and employee benefits	\$42.6	\$ 63.7
Interest	2.2	8.6
Customer advances	6.3	7.1
Environmental	9.1	9.2
Income and other taxes	17.1	14.3
Other	32.5	34.3
	\$109.8	\$ 137.2

#### 8. Related Party Transactions

We regularly transacted business with GST through the purchase and sale of products prior to the reconsolidation of GST into EnPro's financial statements effective July 31, 2017. We also provided services for GST prior to reconsolidation including information technology, supply chain, treasury, accounting and tax administration, legal,

and human resources under a support services agreement. GST is included in our consolidated U.S. federal income tax return and certain state combined income tax returns.

Amounts included in our consolidated financial statements arising from transactions with GST during the period in which it was not consolidated in our results include the following:

Consolidated Statements of Operations Caption		Three Months Ended March 31, 2017 (in millions)
Description		
Sales to GST	Net sales	\$ 9.2
Purchases from GST	Cost of sales	\$ 5.3
Interest expense to GST	Interest expense	\$ 8.7

## 9. Long-Term Debt

### Senior Notes

In September 2014, we completed an offering of \$300 million aggregate principal amount of our 5.875% Senior Notes due 2022 (the "Senior Notes"). We issued the notes net of an original issue discount of \$2.4 million.

The Senior Notes are unsecured, unsubordinated obligations of EnPro and mature on September 15, 2022. Interest on the Senior Notes accrues at a rate of 5.875% per annum and is payable semi-annually in cash in arrears on March 15 and September 15 of each year. The debt discount is being amortized through interest expense until the maturity date resulting in an effective interest rate of 6.00%. The Senior Notes are required to be guaranteed on a senior unsecured basis by each of EnPro's existing and future direct and indirect domestic subsidiaries that is a borrower under, or guarantees, our indebtedness under the Revolving Credit Facility or guarantees any other Capital Markets Indebtedness (as defined in the indenture governing the Senior Notes) of EnPro or any of the guarantors.

We may, on any one or more occasions, redeem all or a part of the Senior Notes at specified redemption prices plus accrued and unpaid interest.

Each holder of the Senior Notes may require us to repurchase some or all of the Senior Notes for cash upon the occurrence of a defined "change of control" event. Our ability to redeem the Senior Notes prior to maturity is subject to certain conditions, including in certain cases the payment of make-whole amounts.

The indenture governing the Senior Notes includes covenants that restrict our ability to engage in certain activities, including incurring additional indebtedness and paying dividends, subject in each case to specified exceptions and qualifications set forth in the indenture.

In March 2017, we completed an add-on offering of \$150.0 million of our 5.875% Senior Notes due 2022 (the "Additional Notes"). We issued the notes inclusive of an original issue premium of \$1.5 million. The indenture for the Additional Notes contains the same interest payment, redemption, change of control, covenant, and guarantee provisions as the Senior Notes. The debt premium is being amortized through interest expense until the maturity date resulting in an effective interest rate of 5.66%.

### Revolving Credit Facility

We have a \$300 million senior secured revolving credit facility (the "Revolving Credit Facility"). At the Company's option, individual draws under the Revolving Credit Facility bear interest at an annual rate of LIBOR plus 2.00% or base rate plus 1.00%, although the interest rates under the Revolving Credit Facility are subject to incremental increases or decreases based on a consolidated total leverage ratio. In addition, a commitment fee accrues with respect to the unused amount of the Revolving Credit Facility. The Revolving Credit Facility expires in August 2019. Borrowings under the Revolving Credit Facility are secured by a first priority pledge of certain of our assets. The Revolving Credit Facility contains financial covenants and required financial ratios, including a maximum consolidated total net leverage and a minimum consolidated interest coverage as defined in the agreement. It also contains affirmative and negative covenants which are subject to customary exceptions and qualifications. We were in

compliance with all such covenants as of March 31, 2018.

The borrowing availability under our Revolving Credit Facility at March 31, 2018 was \$123.3 million after giving consideration to \$15.2 million of outstanding letters of credit and \$161.5 million of outstanding revolver borrowings.

## 10. Pensions and Postretirement Benefits

The components of net periodic benefit cost for our U.S. and foreign defined benefit pension and other postretirement plans for the three months ended March 31, 2018 and 2017, are as follows:

	Pension Benefits		Other Benefits	
	2018	2017	2018	2017
	(in millions)			
Service cost	\$1.2	\$1.0	\$0.1	\$0.1
Interest cost	3.4	3.0	—	—
Expected return on plan assets	(5.4)	(4.5)	—	—
Amortization of net loss	1.4	1.8	—	—
Deconsolidation of GST	—	(0.1)	—	—
Net periodic benefit cost	\$0.6	\$1.2	\$0.1	\$0.1

For the three months ended March 31, 2018, we contributed \$5.6 million to our U.S. defined benefit pension plans. Further contributions of \$14.4 million were made in April 2018. We do not expect to make any additional contributions for the remainder of the year. Contributions of \$0.9 million were made in the three months ended March 31, 2017.

## 11. Shareholders' Equity

We have adopted a policy under which we intend to declare regular quarterly cash dividends on our common stock, as determined by our board of directors, after taking into account our cash flows, earnings, financial position, debt covenants and other relevant matters. In accordance with this policy, total dividend payments of \$5.3 million were made during the three months ended March 31, 2018.

In May 2018, our board of directors declared a dividend of \$0.24 per share, payable on June 20, 2018 to all shareholders of record as of June 6, 2018.

In October 2017, our board of directors authorized the repurchase of up to \$50.0 million of our outstanding common shares. During the three months ended March 31, 2018, we repurchased 0.2 million shares for \$17.0 million. Total cash paid during the period for share repurchases was \$15.4 million. The remaining amount of authorized purchases in the program at March 31, 2018 was \$33.0 million. This program authorization will expire in October 2020.

Subsequent to March 31, 2018, we repurchased additional shares for \$15.5 million through April 30, 2018. The remaining amount of authorized purchases in the program at April 30, 2018 was \$17.5 million.

## 12. Business Segment Information

We aggregate our operating businesses into three reportable segments. The factors considered in determining our reportable segments are the economic similarity of the businesses, the nature of products sold or services provided, the production processes and the types of customers and distribution methods. Our reportable segments are managed separately based on these differences.

Our Sealing Products segment designs, manufactures and sells sealing products, including: metallic, non-metallic and composite material gaskets, dynamic seals, compression packing, resilient metal seals, elastomeric seals, custom-engineered mechanical seals for applications in the aerospace industry and other markets, hydraulic components, expansion joints, flange sealing and isolation products, pipeline casing spacers/isolators, casing end seals, modular sealing systems for sealing pipeline penetrations, sanitary gaskets, hoses and fittings for the hygienic process industries, hole forming products, manhole infiltration sealing systems, bellows and bellows assemblies, pedestals for semiconductor manufacturing, PTFE products, and heavy-duty commercial vehicle parts used in the wheel-end, braking, suspension, and tire and mileage optimization systems.

Our Engineered Products segment includes operations that design, manufacture and sell self-lubricating, non-rolling metal-polymer, solid polymer and filament wound bearing products, aluminum blocks for hydraulic applications, and precision engineered components and lubrication systems for reciprocating compressors.





Our Power Systems segment designs, manufactures, sells and services heavy-duty, medium-speed diesel, natural gas and dual fuel reciprocating engines.

Segment profit is total segment revenue reduced by operating expenses, restructuring and other costs identifiable with the segment. Corporate expenses include general corporate administrative costs. Expenses not directly attributable to the segments, corporate expenses, net interest expense, asset impairments, gains and losses related to the sale of assets, and income taxes are not included in the computation of segment profit. The accounting policies of the reportable segments are the same as those for EnPro.

Segment operating results and other financial data for the three months ended March 31, 2018 and 2017 were as follows:

	2018	2017
	(in millions)	
Sales		
Sealing Products	\$231.9	\$179.3
Engineered Products	85.9	75.1
Power Systems	52.1	42.4
	369.9	296.8
Intersegment sales	(1.1 )	(1.0 )
Net sales	\$368.8	\$295.8
Segment Profit		
Sealing Products	\$23.7	\$20.4
Engineered Products	14.4	9.5
Power Systems	4.0	6.3
Total segment profit	42.1	36.2
Corporate expenses	(8.7 )	(7.5 )
Interest expense, net	(7.8 )	(14.8 )
Other expense, net	(0.8 )	(4.5 )
Income before income taxes	\$24.8	\$9.4

Note that segment profit and other expense, net for the three months ended March 31, 2017 were recast to reflect the retrospective application of a standard adopted in the first quarter of 2018 that affects the classification of the components of pension and other postretirement benefits expense other than service cost. See Note 1, "Basis of Presentation" for further information on this standard.

Segment assets are as follows:

	March 31,	December 31,
	2018	2017
	(in millions)	
Sealing Products	\$1,090.7	\$ 1,078.0
Engineered Products	240.4	229.2
Power Systems	215.3	210.8
Corporate	308.4	368.1
	\$1,854.8	\$ 1,886.1

#### Revenue by end market

Due to the diversified nature of our business and the wide array of products that we offer, we sell into a number of end markets. Underlying economic conditions within these markets are a major driver of our segments' sales performance. Below is a summary of our third party sales by major end market with which we do business for the three months ended March 31, 2018:



(in millions)	Sealing Products	Engineered Products	Power Systems	Total
Aerospace	\$ 11.7	\$ 2.1	\$ 1.0	\$ 14.8
Automotive	1.2	27.0	—	28.2
Chemical and material processing	13.0	12.7	—	25.7
Food and pharmaceutical	8.3	0.3	—	8.6
General industrial	45.5	27.2	—	72.7
Medium-duty/heavy-duty truck	89.1	0.3	—	89.4
Navy and marine	0.1	—	29.9	30.0
Oil and gas	14.9	11.5	1.2	27.6
Power generation	14.3	2.6	18.7	35.6
Semiconductors	28.2	—	—	28.2
Other	4.6	2.1	1.3	8.0
Total third party sales	\$ 230.9	\$ 85.8	\$ 52.1	\$ 368.8

### 13. Derivatives and Hedging

In March 2018, we entered into cross currency swap agreements with a notional amount of \$200.0 million to manage foreign currency risk by effectively converting a portion of the interest payments related to our fixed-rate U.S. Dollar (“USD”)-denominated Senior Notes, including the semi-annual interest payments thereunder, to interest payments on fixed-rate Euro-denominated debt of 161.8 million EUR with a weighted average interest rate of 3.29%, with the same interest payment dates and maturity date as the Senior Notes. During the term of the swap agreement, we will receive semi-annual payments from the counterparties due to the difference between the interest rate on the Senior Notes and the interest rate on the Euro debt underlying the swap. There was no principal exchange at the inception of the arrangement, and there will be no exchange at maturity. At maturity (or earlier at our option), we and the counterparties will settle the swap agreements at their fair value in cash based on the \$200.0 million aggregate notional amount and the then-applicable currency exchange rate compared to the exchange rate at the time the swap agreements were entered into.

We have designated the cross currency swap as a qualifying hedging instrument and are accounting for it as a net investment hedge. At March 31, 2018, the fair value of these derivatives was \$3.0 million, and was recorded as a liability within other liabilities on the Consolidated Balance Sheet. The gains and losses resulting from fair value adjustments to the cross currency swap agreement, excluding interest accruals related to the above receipts, are recorded in accumulated other comprehensive loss within our cumulative foreign currency translation adjustment, as the swap is effective in hedging the designated risk. Cash flows related to the cross currency swap will be included in operating activities in the Consolidated Statements of Cash Flows.

### 14. Fair Value Measurements

We utilize a fair value hierarchy that categorizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect our own assumptions.

Assets and liabilities measured at fair value on a recurring basis are summarized as follows:

Fair Value Measurements as of March 31, 2018				
Total	Level 1	Level 2	Level 3	
(in millions)				
<b>Assets</b>				
Time deposits	\$30.2	\$30.2	—	—
Deferred compensation assets	8.1	8.1	—	—
	\$38.3	\$38.3	\$—	\$—
<b>Liabilities</b>				
Deferred compensation liabilities	\$8.4	\$8.4	\$—	—
Foreign currency derivatives	3.0	—	3.0	—
	\$11.4	\$8.4	\$3.0	\$—

  

Fair Value Measurements as of December 31, 2017				
Total	Level 1	Level 2	Level 3	
(in millions)				
<b>Assets</b>				
Deferred compensation assets	7.8	7.8	—	—
<b>Liabilities</b>				
Deferred compensation liabilities	\$8.9	\$8.9	\$—	—

Our time deposits and deferred compensation assets and liabilities are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. Our foreign currency derivatives are classified as Level 2 as their value is calculated based upon observable inputs including market USD/Euro exchange rates and market interest rates.

The carrying values of our significant financial instruments reflected in the Consolidated Balance Sheets approximated their respective fair values except for the following instruments:

	March 31, 2018	December 31, 2017
	Carrying Value	Fair Value
	(in millions)	
Long-term debt	\$606.8	\$629.7
	\$618.5	\$645.6

The fair values for long-term debt are based on quoted market prices for identical liabilities, but these would be considered Level 2 computations because the market is not active.

#### 15. Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss by component (after tax) for the three months ended March 31, 2018 are as follows:

(in millions)	Unrealized Translation Adjustments	Pension and Other Postretirement Plans	Total
Beginning balance	\$ (6.8 )	\$ (41.6 )	\$(48.4)

Edgar Filing: ENPRO INDUSTRIES, INC - Form 10-Q

Other comprehensive income before reclassifications	8.8	—	8.8
Amounts reclassified from accumulated other comprehensive loss	—	1.0	1.0
Net current-period other comprehensive income	8.8	1.0	9.8
Ending balance	\$ 2.0	\$ (40.6 )	\$(38.6)

15

---

Changes in accumulated other comprehensive loss by component (after tax) for the three months ended March 31, 2017 are as follows:

(in millions)	Unrealized Translation Adjustments	Pension and Other Postretirement Plans	Total
Beginning balance	\$ (21.2 )	\$ (49.7 )	\$(70.9)
Other comprehensive income before reclassifications	3.6	—	3.6
Amounts reclassified from accumulated other comprehensive loss	—	1.1	1.1
Net current-period other comprehensive income	3.6	1.1	4.7
Ending balance	\$ (17.6 )	\$ (48.6 )	\$(66.2)

Reclassifications out of accumulated other comprehensive loss for the three months ended March 31, 2018 and 2017 are as follows:

Details about Accumulated Other Comprehensive Loss Components (in millions)	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Statement of Operations Caption
	2018	2017	
Amortization of pension and other postretirement plans:			
Actuarial losses	\$ 1.4	\$ 1.8	(1)
Tax benefit	(0.4 )	(0.7 )	Income tax expense
Net of tax	\$ 1.0	\$ 1.1	

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost. (See Note 10, "Pensions and Postretirement Benefits" for additional details).

## 16. Commitments and Contingencies

### General

A detailed description of environmental and other legal matters relating to certain of our subsidiaries is included in this section. In addition to the matters noted herein, we are from time to time subject to, and are presently involved in, other litigation and legal proceedings arising in the ordinary course of business. We believe the outcome of such other litigation and legal proceedings will not have a material adverse effect on our financial condition, results of operations and cash flows. Expenses for administrative and legal proceedings are recorded when incurred.

### Environmental

Our facilities and operations are subject to federal, state and local environmental and occupational health and safety requirements of the U.S. and foreign countries. We take a proactive approach in our efforts to comply with environmental, health and safety laws as they relate to our manufacturing operations and in proposing and implementing any remedial plans that may be necessary. We also regularly conduct comprehensive environmental, health and safety audits at our facilities to maintain compliance and improve operational efficiency.

Although we believe past operations were in substantial compliance with the then applicable regulations, we or one or more of our subsidiaries are involved with various remediation activities at 15 sites where the future cost per site for us or our subsidiary is expected to exceed \$100,000. Investigations have been completed for 11 sites and are in progress at the other 4 sites. Our costs at 14 of the 15 sites relate to remediation projects for soil and/or groundwater contamination at or near former operating facilities that were sold or closed.

Our policy is to accrue environmental investigation and remediation costs when it is probable that a liability has been incurred and the amount can be reasonably estimated. The measurement of the liability is based on an evaluation of currently available facts with respect to each individual situation and takes into consideration factors such as existing technology, presently enacted laws and regulations and prior experience in the remediation of similar contaminated sites. Liabilities are established for all sites based on these factors. As assessments and remediation progress at individual sites, these liabilities are reviewed periodically and adjusted to reflect additional technical data and legal information. As of March 31, 2018 and December 31, 2017, we had accrued liabilities aggregating \$26.1 million and \$27.3 million, respectively, for estimated future expenditures relating to environmental contingencies. These amounts

have been recorded on an undiscounted basis in the

16

---

Consolidated Balance Sheets. Given the uncertainties regarding the status of laws, regulations, enforcement policies, the impact of other parties potentially being fully or partially liable, technology and information related to individual sites, we do not believe it is possible to develop an estimate of the range of reasonably possible environmental loss in excess of our recorded liabilities.

Except as described below, we believe that our accruals for specific environmental liabilities are adequate for those liabilities based on currently available information. Actual costs to be incurred in future periods may vary from estimates because of the inherent uncertainties in evaluating environmental exposures due to unknown and changing conditions, changing government regulations and legal standards regarding liability.

Based on our prior ownership of Crucible Steel Corporation a/k/a Crucible, Inc. ("Crucible"), we may have additional contingent liabilities in one or more significant environmental matters. One such matter, which is included in the 15 sites referred to above, is the Lower Passaic River Study Area of the Diamond Alkali Superfund Site in New Jersey. Crucible operated a steel mill abutting the Passaic River in Harrison, New Jersey from the 1930s until 1974, which was one of many industrial operations on the river dating back to the 1800s. Certain contingent environmental liabilities related to this site were retained by a corporate predecessor ("Coltec") of our primary direct subsidiary when Coltec sold a majority interest in Crucible Materials Corporation (the successor of Crucible) in 1985. The United States Environmental Protection Agency (the "EPA") notified Coltec in September 2003 that it is a potentially responsible party ("PRP") for Superfund response actions in the lower 17-mile stretch of the Passaic River known as the Lower Passaic River Study Area. Coltec and approximately 70 of the numerous other PRPs, known as the Cooperating Parties Group, are parties to a May 2007 Administrative Order on Consent with the EPA to perform a Remedial Investigation/Feasibility Study ("RI/FS") of the contaminants in the Lower Passaic River Study Area. The RI/FS was completed and submitted to the EPA at the end of April 2015. The RI/FS recommends a targeted dredge and cap remedy with monitored natural recovery and adaptive management for the Lower Passaic River Study Area. The cost of such remedy is estimated to be \$726 million. Previously, on April 11, 2014, the EPA released its Focused Feasibility Study (the "FFS") with its proposed plan for remediating the lower eight miles of the Lower Passaic River Study Area. The FFS calls for bank-to-bank dredging and capping of the riverbed of that portion of the river and estimates a range of the present value of aggregate remediation costs of approximately \$953 million to approximately \$1.73 billion, although estimates of the costs and the timing of costs are inherently imprecise. On March 3, 2016, the EPA issued the final Record of Decision (ROD) as to the remedy for the lower eight miles of the Lower Passaic River Study Area, with the maximum estimated cost being reduced by the EPA from \$1.73 billion to \$1.38 billion, primarily due to a reduction in the amount of cubic yards of material that will be dredged. In October 2016, Occidental Chemical Corporation, the successor to the entity that operated the Diamond Alkali chemical manufacturing facility, reached an agreement with the EPA to develop the design for this proposed remedy at an estimated cost of \$165 million. The EPA has estimated that it will take approximately four years to develop this design.

No final allocations of responsibility have been made among the numerous PRPs that have received notices from the EPA, there are numerous identified PRPs that have not yet received PRP notices from the EPA, and there are likely many PRPs that have not yet been identified. Based on our evaluation of the site, during 2014 we accrued a liability of \$3.5 million related to environmental remediation costs associated with the lower eight miles of the Lower Passaic River Study Area, which is our estimate of the low end of a range of reasonably possible costs, with no estimate within the range being a better estimate than the minimum. Our actual remediation costs could be significantly greater than the \$3.5 million we accrued. With respect to the upper nine miles of the Lower Passaic River Study Area, we are unable to estimate a range of reasonably possible costs.

Another such matter involves the Onondaga Lake Superfund Site (the "Onondaga Site") located near Syracuse, New York. Crucible operated a steel mill facility adjacent to Onondaga Lake from 1911 to 1983. The New York State Department of Environmental Conservation ("NYSDEC") has contacted us and Coltec, as well as other parties, demanding reimbursement of unquantified environmental response costs incurred by NYSDEC and the EPA at the Onondaga Site. NYSDEC and EPA have alleged that contamination from the Crucible facility contributed to the need for environmental response actions at the Onondaga Site. In addition, Honeywell International Inc. ("Honeywell"), which has undertaken certain remediation activities at the Onondaga Site under the supervision of NYSDEC and the EPA, has informed us that it has claims against Coltec related to investigation and remediation at the Onondaga Site.



We have entered into tolling agreements with NYSDEC, the EPA and Honeywell. On May 4, 2016, we received from Honeywell a summary of its claims. We have corresponded with Honeywell and have begun discussions with them regarding their claims. In addition, we have received notice from the Natural Resource Trustees for the Onondaga Lake Superfund Site (which are the U.S. Department of Interior, NYSDEC, and the Onondaga Nation) alleging that Coltec is considered to be a potentially responsible party for natural resource damages at the Onondaga Site. At this time, based on limited information we have with respect to estimated remediation costs and the respective allocation of responsibility for remediation among potentially responsible parties, we cannot estimate a reasonably possible range of loss associated with Crucible's activities that may have affected the Onondaga Site. During 2016, we reserved \$1.5 million for reimbursement of EPA response costs and certain estimated costs associated with the remedial investigation.

See the section entitled "Crucible Steel Corporation a/k/a Crucible, Inc." in this footnote for additional information.

In addition to the Crucible environmental matters discussed above, Coltec received a notice from the EPA dated February 19, 2014 asserting that Coltec is a potentially responsible party under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") as the successor to a former operator in 1954 and 1955 of two uranium mines in Arizona. On October 15, 2015, Coltec received another notice from the EPA asserting that Coltec is a potentially responsible party as the successor to the former operator of six additional uranium mines in Arizona. In 2015, we reserved \$1.1 million for the minimum amount of probable loss associated with the first two mines identified by the EPA, including the cost of the investigative work to be conducted at such mines. During 2016, we reserved an additional \$1.1 million for the minimum amount of probable loss associated with the six additional mines, which includes estimated costs of investigative work to be conducted at the eight mines. We entered into an Administrative Settlement Agreement and Order on Consent for Interim Removal Action with the EPA effective November 7, 2017. In the third quarter of 2017, we increased the reserve by \$1.9 million to perform investigations required by the Settlement Agreement to determine the nature and extent of contamination at each site with the investigations to be completed by the end of 2019. The balance in the reserve as of March 31, 2018 is \$3.6 million. We cannot at this time estimate a reasonably possible range of loss associated with remediation or other incremental costs related to these mines.

In connection with the former operation of a division of Colt Industries Inc, located in Water Valley, Mississippi, which Coltec divested to BorgWarner, Inc. ("BorgWarner") in 1996, Coltec and its corporate successors have been managing trichloroethylene soil and groundwater contamination at the site. In February 2016, the Mississippi Department of Environmental Quality (MDEQ) issued an order against EnPro requiring evaluation of potential vapor intrusion into residential properties and commercial facilities located over the groundwater plume as well as requiring additional groundwater investigation and remediation. MDEQ performed the initial vapor intrusion investigations at certain residential and commercial sites, with the findings all being below the applicable screening level. In April 2016, the parties entered into a new order including negotiated time frames for groundwater remediation. Pursuant to that order, MDEQ performed a second round of vapor intrusion sampling beginning in August 2016. Results from sampling outside of three residences were above screening levels. Follow-up sampling directly underneath those residences (either sub-slab or in crawl spaces) were all below applicable screening levels. Two separate sampling events at another residence were also below applicable screening levels. Due to an increasing trend in vapor concentrations, MDEQ requested that we develop and implement initial corrective action measures to address vapor intrusion resulting from groundwater contamination in this residential area. These measures were developed and approved by MDEQ. Due to an inability to obtain access to private properties where the corrective action system was to be located, we have developed an alternate remedial approach which is under review by MDEQ. In addition, vapor intrusion sampling at the manufacturing facility owned by BorgWarner was conducted during the first quarter of 2017. The results showed exceedances of screening levels at various areas in the plant and exceedances of levels requiring responsive actions in a limited area of the plant. Implementation of the immediate responsive actions has been completed and corrective action consisting of a permanent vapor intrusion remediation system became operational in May 2017. We are also continuing soil and groundwater investigation work in the area inside the plant where the vapor intrusion remediation system is located and around the outside of the plant and developing corrective action plans for both the contamination remaining at the plant as well as contamination that has migrated off-site. All of the work to be performed at the residential area, the plant and off-site is set forth in an agreed Order that we and MDEQ entered into on September 11, 2017. During 2016, we established an additional \$1.3 million reserve with respect to this matter. During the year ended December 31, 2017, we reserved an additional \$5.7 million for further investigation, additional remediation, long-term monitoring costs, and legal fees to support regulatory compliance for the above noted actions. The remaining reserve at March 31, 2018 is \$3.2 million. As the corrective actions are implemented and their performance monitored, further modifications to the remediation system at the site may be required which may result in additional costs beyond the current reserve.

On April 7, 2017, the State of Mississippi through its Attorney General filed suit against EnPro, our subsidiary that is a corporate successor to Coltec, and Goodrich Corporation in Mississippi Circuit Court in Yalobusha County seeking recovery of all costs and expenses to be incurred by the State in remediating the groundwater contamination, punitive damages and attorney's fees. We plan to aggressively defend this case. The additional reserve established in the year

ended December 31, 2017, noted above, does not include any estimate of contingent loss associated with this lawsuit other than due to remediation and other actions with respect to this site based on existing MDEQ orders described above. In addition, it is our understanding that area homeowners, owners of commercial facilities and the local county government and possibly other private parties and individuals have engaged or may engage legal counsel to separately evaluate possible legal action relating to potential vapor intrusion and groundwater contamination. We have been further advised that certain of these parties intend to file legal action based on these claims. Based upon limited information regarding any further remediation or other actions that may be required at the site, we cannot estimate a minimum loss estimate or a reasonably possible range of loss for remediation costs.

### Colt Firearms and Central Moloney

We may have contingent liabilities related to divested businesses for which certain of our subsidiaries retained liability or are obligated under indemnity agreements. These contingent liabilities include, but are not limited to, potential product liability and associated claims related to firearms manufactured prior to March 1990 by Colt Firearms, a former operation of Coltec, and for electrical transformers manufactured prior to May 1994 by Central Moloney, another former Coltec operation. We believe that these potential contingent liabilities are not material to our financial condition, results of operation and cash flows. Ongoing obligations with regard to workers' compensation, retiree medical and other retiree benefit matters that relate to Coltec's periods of ownership of these operations are included in other liabilities in our Consolidated Balance Sheets.

### Crucible Steel Corporation a/k/a Crucible, Inc.

Crucible, which was engaged primarily in the manufacture and distribution of high technology specialty metal products, was a wholly owned subsidiary of Coltec until 1983 when its assets and liabilities were distributed to a new Coltec subsidiary, Crucible Materials Corporation. Coltec sold a majority of the outstanding shares of Crucible Materials Corporation in 1985 and divested its remaining minority interest in 2004. Crucible Materials Corporation filed for Chapter 11 bankruptcy protection in May 2009 and is no longer conducting operations.

We have certain ongoing obligations, which are included in other liabilities in our Consolidated Balance Sheets, including workers' compensation, retiree medical and other retiree benefit matters, in addition to those mentioned previously related to Coltec's period of ownership of Crucible. Based on Coltec's prior ownership of Crucible, we may have certain additional contingent liabilities, including liabilities in one or more significant environmental matters included in the matters discussed in "Environmental" above. We are investigating these matters. Except with respect to those matters for which we have an accrued liability as discussed in "Environmental" above, we are unable to estimate a reasonably possible range of loss related to these contingent liabilities.

### Warranties

We provide warranties on many of our products. The specific terms and conditions of these warranties vary depending on the product and the market in which the product is sold. We record a liability based upon estimates of the costs we may incur under our warranties after a review of historical warranty experience and information about specific warranty claims. Adjustments are made to the liability as claims data and historical experience necessitate.

Changes in the carrying amount of the product warranty liability for the three months ended March 31, 2018 and 2017 are as follows:

	2018	2017
	(in millions)	
Balance at beginning of year	\$5.3	\$5.0
Net charges to expense	1.0	0.3
Settlements made	(1.1)	(0.6)
Balance at end of period	\$5.2	\$4.7

### BorgWarner

A subsidiary of BorgWarner has asserted claims against our subsidiary, GGB France E.U.R.L. ("GGB France"), regarding certain bearings supplied by GGB France to BorgWarner and used by BorgWarner in manufacturing hydraulic control units included in motor vehicle automatic transmission units, mainly that the bearings caused performance problems with and/or damage to the transmission units, leading to associated repairs and replacements. BorgWarner and GGB France participated in a technical review before a panel of experts to determine, among other things, whether there were any defects in such bearings that were a cause of the damages claimed by BorgWarner, including whether GGB France was required to notify BorgWarner of a change in the source of a raw material used in the manufacture of such bearings. This technical review was a required predicate to the commencement of a legal proceeding for damages. The expert panel issued a final report on technical and financial matters on April 6, 2017. In the final report, the expert panel concluded that GGB France had a duty to notify BorgWarner regarding the change of source of raw material used in the bearings, but that the failure of the hydraulic control units was attributable to both the raw material supplier change and the insufficient design of the units by BorgWarner. The expert panel provided detail on a possible allocation of damages alleged to have been incurred by BorgWarner and its customer. Although

the language of the report is not clear, the report appears to note a potential allocation of recoverable damages 35% to BorgWarner and 65% to GGB France. It also indicates that, though it is for a court to ultimately determine, the aggregate damages to BorgWarner and its customer was in the range of 7.9 million EUR to 10.2 million EUR, with 1.8 million EUR to

2.1 million EUR of this range being for damages to BorgWarner and the remainder being for damages to its customer. The experts noted the lower end of the range as being more likely and noted a lack of sufficient evidence provided substantiating the customer's damages. Applying a 65% liability allocation to GGB to the total aggregate range yields a range of 5.1 million EUR to 6.6 million EUR. In the final report, the expert panel deferred to a court the determination of whether GGB France had breached its contractual obligations to BorgWarner. On October 25, 2017, BorgWarner initiated a legal proceeding against GGB with respect to this matter by filing a writ of claim with the Commercial Court of Brive, France. The parties have begun briefing their legal positions, and we expect court hearings to begin in the summer of 2018.

We continue to believe that GGB France has valid factual and legal defenses to these claims and we are vigorously defending these claims. Among GGB France's legal defenses are a contractual disclaimer of consequential damages, which, if controlling, would limit liability for consequential damages and provide for the replacement of the bearings at issue, at an aggregate replacement value we estimate to be approximately 0.4 million EUR; that the determination of any duty to notify of the change in the source of the raw material is a legal matter to be determined by the presiding court; and the insufficiency of evidence of damage to BorgWarner's customer provided to the expert panel. Based on the final report from the expert panel and GGB France's legal defenses described above, we estimate GGB France's reasonably possible range of loss associated with this matter to be approximately 0.4 million EUR to 6.6 million EUR plus a potential undetermined amount of apportioned proceeding expenses, with no amount within the range being a better estimate than the minimum of the range. Accordingly, GGB France has retained the accrual of 0.4 million EUR associated with this matter, which was established in 2016.

#### Asbestos Insurance Matters

The historical business operations of GST LLC and Anchor resulted in a substantial volume of asbestos litigation in which plaintiffs alleged personal injury or death as a result of exposure to asbestos fibers. Those subsidiaries manufactured and/or sold industrial sealing products, predominately gaskets and packing, that contained encapsulated asbestos fibers. Other of our subsidiaries that manufactured or sold equipment that may have at various times in the past contained asbestos-containing components have also been named in a number of asbestos lawsuits, but neither we nor any of our subsidiaries other than GST LLC and Anchor had ever paid an asbestos claim. Anchor was an inactive and insolvent indirect subsidiary of EnPro's then-direct subsidiary, Coltec Industries Inc ("Coltec"). Our subsidiaries' exposure to asbestos litigation and their relationships with insurance carriers had been managed through another subsidiary, Garrison.

On the GST Petition Date, GST LLC, Anchor and Garrison filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the Bankruptcy Court. The filings were the initial step in a claims resolution process for an efficient and permanent resolution of all pending and future asbestos claims through court approval of a plan of reorganization to establish a facility to resolve and pay all GST asbestos claims. On March 17, 2016, we announced that we had reached a comprehensive consensual settlement (the "Consensual Settlement") to resolve current and future asbestos claims which contemplated the joint plan of reorganization (the "Joint Plan") which was filed with the Bankruptcy Court. The Joint Plan and Consensual Settlement contemplated that, as an appropriate and necessary step to facilitate the implementation of the Consensual Settlement and not to delay or hinder creditors or the resolution of claims, Coltec would, subject to the receipt of necessary consents, undergo a restructuring (the "Coltec Restructuring") in which all of its significant operating assets and subsidiaries, which included each of our major business units, would be distributed to a new direct EnPro subsidiary, EnPro Holdings, Inc. ("EnPro Holdings"). EnPro Holdings would also assume all of Coltec's non-asbestos liabilities. The Coltec Restructuring was completed on December 31, 2016, and included the merger of Coltec with and into OldCo, LLC ("OldCo"), which was a direct subsidiary of EnPro Holdings. OldCo, as the restructured entity, retained responsibility for all asbestos claims and rights to certain insurance assets of Coltec, as well as the business operated by our EnPro Learning System, LLC subsidiary ("EnPro Learning System"), which provides occupational safety training and consulting services to third parties. EnPro Learning System was also merged into OldCo.

As contemplated by the Joint Plan, on January 30, 2017 (the "OldCo Petition Date"), OldCo, as the successor by merger to Coltec, filed a Chapter 11 bankruptcy petition with the Bankruptcy Court (the "OldCo Chapter 11 Case"). On February 3, 2017, the Bankruptcy Court issued an order for the joint administration of the OldCo Chapter 11 Case

with the GST Chapter 11 Case.

During the pendency of the GST Chapter 11 Case and the OldCo Chapter 11 Case, certain actions proposed to be taken by GST or OldCo not in the ordinary course of business were subject to approval by the Bankruptcy Court. As a result, during the pendency of the GST Chapter 11 Case and the OldCo Chapter 11 Case, we did not have exclusive control over these companies. Accordingly, as required by GAAP, GST was deconsolidated beginning on the GST Petition Date and OldCo was deconsolidated beginning on the OldCo Petition Date. Accordingly the financial results of GST and its subsidiaries were included in our consolidated results through June 4, 2010, the day prior to the GST Petition Date, and the financial results of OldCo and its subsidiaries were included in our consolidated results through January 29, 2017, the day prior to the OldCo

Petition Date. GST and OldCo were reconsolidated effective upon the effective date of the consummation of the Joint Plan, which effective date was 12:01 a.m. on July 31, 2017 (the “Joint Plan Effective Date”).

The Joint Plan permanently resolves current and future asbestos claims against GST LLC, Garrison and OldCo, as the successor by merger to Coltec, and injunctions issued under the Joint Plan protect all of EnPro and its subsidiaries from those claims, which claims are enjoined under Section 524(g) of the U.S. Bankruptcy Code. Under the Joint Plan, the trust established pursuant to the Joint Plan (the “Trust”) has assumed responsibility for all present and future asbestos claims arising from the operations or products of GST LLC, Garrison or Coltec/OldCo. Under the Joint Plan, EnPro, through its subsidiaries, retained ownership of OldCo, GST LLC and Garrison. Anchor, which had not conducted business operations for many years and had nominal assets, had been dissolved.

Pursuant to the Joint Plan, the Trust was funded (i) with aggregate cash contributions by GST LLC and Garrison of \$350 million made immediately prior to the Joint Plan Effective Date, (ii) by the contribution made by OldCo immediately prior to the Joint Plan Effective Date of \$50 million in cash and an option (the “Option”), exercisable one year after the Joint Plan Effective Date, permitting the Trust to purchase for \$1 shares of EnPro common stock having a value of \$20 million (with OldCo having the right to call the option for payment of \$20 million in cash at any time prior to the first anniversary of the Joint Plan Effective Date, with the Trust having the right to put the option to OldCo for payment by OldCo of \$20 million on the day prior to the first anniversary of the Joint Plan Effective Date and with the option terminating on the second anniversary of the Joint Plan Effective Date in return for payment to the Trust of \$20 million), and (iii) by the obligations under the Joint Plan of OldCo to make a deferred contribution of \$40 million in cash and of GST LLC and Garrison to make an aggregate deferred contribution of \$20 million in cash no later than one year after the Joint Plan Effective Date.

On November 29, 2017, GST LLC, EnPro Holdings and EnPro entered into an agreement with the Trust to provide for the early settlement of the deferred contributions to the Trust under the Joint Plan and for the call of the Option by EnPro Holdings, as the successor by merger to OldCo. Under that agreement, in full satisfaction of the \$60 million of aggregate deferred contribution obligations under the Joint Plan and payment of the \$20 million call payment under the Option, on December 1, 2017 GST LLC, EnPro Holdings and EnPro paid \$78.8 million (the “Early Cash Settlement Amount”) to the Trust and agreed to make a further payment to the Trust to the extent that total interest earned through July 31, 2018, with respect to a fixed income account in which the Early Cash Settlement Amount was invested by the Trust is less than \$1.2 million.

Under the Consensual Settlement and Joint Plan, GST and OldCo retained their rights to seek reimbursement under insurance policies for any amounts they have paid in the past to resolve asbestos claims, including contributions made to the Trust under the Joint Plan. These policies include a number of primary and excess general liability insurance policies that were purchased by Coltec and were in effect prior to January 1, 1976 (the “Pre-Garlock Coverage Block”). The policies provide coverage for “occurrences” happening during the policy periods and cover losses associated with product liability claims against Coltec and certain of its subsidiaries. Asbestos claims against GST are not covered under these policies because GST was not a Coltec subsidiary prior to 1976. The Joint Plan provides that OldCo may retain the first \$25 million of any settlements and judgments related to insurance policies in the Pre-Garlock Coverage Block and OldCo and the Trust will share equally in any settlements and judgments OldCo may collect in excess of \$25 million.

As of March 31, 2018, approximately \$43.1 million of available products hazard limits or insurance receivables existed under primary and excess general liability insurance policies other than the Pre-Garlock Coverage Block (the “Garlock Coverage Block”) from solvent carriers with investment grade ratings, which we believe is available to cover GST asbestos claims payments and certain expense payments, including contributions to the Trust. We consider such amount of available insurance coverage under the Garlock Coverage Block to be of high quality because the insurance policies are written or guaranteed by U.S.-based carriers whose credit rating by S&P is investment grade (BBB-) or better, and whose AM Best rating is excellent (A-) or better. Of such amount of remaining solvent insurance coverage under the Garlock Coverage Block, \$17.8 million is allocated to claims that were paid by GST LLC prior to the initiation of the Chapter 11 proceedings and submitted to insurance companies for reimbursement, and the remaining \$25.3 million is available to pending and estimated future claims. There are specific agreements in place with carriers covering \$28.1 million of the remaining available coverage. Based on those agreements and the



terms of the policies in place and prior decisions concerning coverage, we believe that all of the \$43.1 million of insurance proceeds will ultimately be collected, although there can be no assurance that the insurance companies will make the payments as and when due. Based on those agreements and policies, some of which define specific annual amounts to be paid and others of which limit the amount that can be recovered in any one year, we anticipate that \$15.0 million will be received either through settlements or in reimbursements of GST's plan funding as payments are made by the asbestos trust. Assuming the insurers pay according to the agreements and policies, we anticipate that the following amounts should be collected in the years set out below:

2018 – \$15.5 million

2019 – \$5.9 million

2020 – \$2.5 million

We are a party to legal proceedings initiated in August 2017 in the District Court with two insurers that collectively provide \$15 million of coverage under the Garlock Coverage Block. The legal proceedings were initiated by one of the insurers seeking to compel arbitration of issues under its policy and, alternatively, a determination that its policy does not cover asbestos claims. We have counterclaimed, seeking a determination that the policy covers asbestos claims and that the insurer breached the terms of its policy by failing to provide coverage for these claims. We joined the second insurer in this action and are seeking similar relief against it. On October 12, 2017, the magistrate judge issued a decision denying the petitioning insurer's motion to compel arbitration and holding that the arbitration clause in the policy was deleted by an endorsement. The insurer filed an objection to the magistrate judge's decision with the District Court. The District Court has not yet issued a ruling on the objection.

GST LLC has received \$8.8 million of insurance recoveries from insolvent carriers since 2007, and may receive additional payments from insolvent carriers in the future. No anticipated insolvent carrier collections are included in the \$43.1 million of anticipated collections. The insurance available to cover current and future asbestos claims is from comprehensive general liability policies that cover OldCo, as the successor to Coltec, and certain of its other subsidiaries in addition to GST LLC for periods prior to 1985 and therefore could be subject to potential competing claims of other covered subsidiaries and their assignees.

#### 17. Supplemental Guarantor Financial Information

In September 2014, we completed the offering of the Senior Notes and in March 2017 we completed the offering of the Additional Notes. The Senior Notes and the Additional Notes are fully and unconditionally guaranteed on an unsecured, unsubordinated, joint and several basis by our existing and future wholly owned direct and indirect domestic subsidiaries, that are each guarantors of our Revolving Credit Facility (collectively, the "Guarantor Subsidiaries"). Our subsidiaries organized outside of the United States, (collectively, the "Non-Guarantor Subsidiaries") do not guarantee the Senior Notes or the Additional Notes. A Guarantor Subsidiary's guarantee is subject to release in certain circumstances, including (i) the sale, disposition, exchange or other transfer (including through merger, consolidation, amalgamation or otherwise) of the capital stock of the subsidiary made in a manner not in violation of the indenture governing the Senior Notes and the Additional Notes; (ii) the designation of the subsidiary as an "Unrestricted Subsidiary" under the indenture governing the Senior Notes and the Additional Notes; (iii) the legal defeasance or covenant defeasance of the Senior Notes and the Additional Notes in accordance with the terms of the indenture; or (iv) the subsidiary ceasing to be our subsidiary as a result of any foreclosure of any pledge or security interest securing our Revolving Credit Facility or other exercise of remedies in respect thereof.

The following tables present condensed consolidating financial information for EnPro Industries, Inc. (the "Parent"), the Guarantor Subsidiaries on a combined basis, the Non-Guarantor Subsidiaries on a combined basis and the eliminations necessary to arrive at our consolidated results. The consolidating financial information reflects our investments in subsidiaries using the equity method of accounting. These tables are not intended to present our results of operations, cash flows or financial condition for any purpose other than to comply with the specific requirements for subsidiary guarantor reporting.

ENPRO INDUSTRIES, INC.

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (UNAUDITED)

Three Months Ended March 31, 2018

(in millions)

		Guarantor	Non-guarantor		
	Parent	Subsidiaries	Subsidiaries	Eliminations	Consolidated
Net sales	\$ —	\$ 257.3	\$ 150.9	\$ (39.4 )	\$ 368.8
Cost of sales	—	185.5	97.6	(39.4 )	243.7
Gross profit	—	71.8	53.3	—	125.1
Operating expenses:					
Selling, general and administrative	12.1	49.2	30.8	—	92.1
Other	0.1	0.6	0.3	—	1.0
Total operating expenses	12.2	49.8	31.1	—	93.1
Operating income (loss)	(12.2)	22.0	22.2	—	32.0
Interest income (expense), net	(6.7)				