TELESP PARTICIPACOES SA
Form 6-K
May 02, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

For the month of April, 2005

Commission File Number: 001-14475

TELESP HOLDING COMPANY

(Translation of registrant s name into English)

Rua Martiniano de Carvalho, 851 21 andar

São Paulo, S.P.

Federative Republic of Brazil

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F x Form 40-F ¨

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ¨ No x

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ¨ No x

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes ¨ No x

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

TELESP HOLDING COMPANY

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the Original Previously Issued in Portuguese)

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Deloitte Touche Tohmatsu Auditores Independentes

(Convenience Translation into English from the Original Previously Issued in Portuguese)

INDEPENDENT AUDITORS REPORT

To the Shareholders and Management of

Telecomunicações de São Paulo S.A. - Telesp

São Paulo SP

1. We have audited the accompanying individual (Company) and consolidated balance sheets of Telecomunicações de São Paulo S.A. Telesp and subsidiaries as of December 31, 2004 and 2003, and the related statements of income, changes in shareholders equity, and changes in financial position for the years then ended, all expressed in Brazilian reais and prepared under the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements.

2. Our audits were conducted in accordance with auditing standards in Brazil and comprised: (a) planning of the work, taking into consideration the significance of the balances, volume of transactions, and the accounting and internal control systems of the Company and its subsidiaries, (b) checking, on a test basis, the evidence and records that support the amounts and accounting information disclosed, and (c) evaluating the significant accounting practices and estimates adopted by management, as well as the presentation of the financial statements taken as whole.

3. In our opinion, the financial statements referred to in paragraph 1 present fairly, in all material respects, the individual and consolidated financial positions of Telecomunicações de São Paulo S.A. Telesp and subsidiaries as of December 31, 2004 and 2003, and the results of their operations, the changes in shareholders equity, and the changes in their financial positions for the years then ended in conformity with accounting practices adopted in Brazil.

4. The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

São Paulo, February 2, 2005

DELOITTE TOUCHE TOHMATSU
Auditores Independentes

Maurício Pires de Andrade Resende
Engagement Partner

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

BALANCE SHEETS AS OF DECEMBER 31, 2004 AND 2003

(In thousands of Brazilian reais - R$)

	Company		Consolidated	
ASSETS	**2004**	**2003**	**2004**	**2003**
CURRENT ASSETS	4,098,160	4,053,622	4,161,865	4,121,165
Cash and cash equivalents	172,293	179,960	238,577	214,932
Trade accounts receivable, net	2,681,644	2,423,472	2,696,000	2,430,974
Deferred and recoverable taxes	897,546	1,103,085	907,819	1,130,367
Inventories	91,462	123,846	93,002	125,434
Other recoverable amounts	91,212	70,494	92,830	71,516
Other	164,003	152,765	133,637	147,942
NONCURRENT ASSETS	703,092	822,247	805,119	919,480
Deferred and recoverable taxes	325,560	429,333	354,382	441,099
Escrow deposits	333,407	280,226	333,893	280,853
Other	44,125	112,688	116,844	197,528
PERMANENT ASSETS	13,884,589	15,161,923	13,784,783	15,082,174
Investments	509,745	356,056	284,574	165,363
Property, plant and equipment, net	13,261,463	14,642,029	13,369,391	14,735,494
Deferred charges	113,381	163,838	130,818	181,317
TOTAL ASSETS	18,685,841	20,037,792	18,751,767	20,122,819

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

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

BALANCE SHEETS AS OF DECEMBER 31, 2004 AND 2003

(In thousands of Brazilian reais - R$)

	Company		Consolidated	
LIABILITIES AND SHAREHOLDERS EQUITY	**2004**	**2003**	**2004**	**2003**
CURRENT LIABILITIES	4,138,548	5,921,252	4,163,806	5,957,980
Loans and financing	526,132	1,966,248	529,930	1,982,062
Accounts payable	1,172,604	1,074,048	1,194,781	1,086,645
Taxes payable	1,155,720	709,262	1,165,734	712,565
Dividends/ interest on capital	506,116	1,276,663	506,116	1,276,663
Reserve for contingencies	52,806	49,390	52,847	49,408
Payroll and related charges	138,628	150,752	143,312	152,101
Temporary losses on derivatives	235,918	359,482	235,918	359,482
Other	350,624	335,407	335,168	339,054
LONG-TERM LIABILITIES	3,147,047	1,845,866	3,170,245	1,876,695
Loans and financing	2,205,762	979,547	2,226,313	995,087
Taxes payable	26,007	31,346	26,007	31,373
Reserve for contingencies	800,244	676,371	800,382	676,474
Other	115,034	158,602	117,543	173,761
DEFERRED INCOME			17,470	17,470
SHAREHOLDERS EQUITY	11,398,632	12,269,060	11,398,632	12,269,060
Capital	5,978,074	5,978,074	5,978,074	5,978,074
Capital reserves	2,745,272	2,744,031	2,745,272	2,744,031
Profit reserves	659,556	550,498	659,556	550,498
Retained earnings	2,015,730	2,996,457	2,015,730	2,996,457
FUNDS FOR CAPITALIZATION	1,614	1,614	1,614	1,614
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	18,685,841	20,037,792	18,751,767	20,122,819

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

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

STATEMENTS OF INCOME

FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

(In thousands of Brazilian reais - R$, except for per share data)

	Company		Consolidated	
	2004	2003	2004	2003
Telecommunication services	18,327,071	16,117,923	18,425,674	16,221,967
Revenue deductions	(5,102,017)	(4,409,359)	(5,117,044)	(4,417,208)
NET OPERATING REVENUE	13,225,054	11,708,564	13,308,630	11,804,759
Cost of services provided	(7,449,067)	(6,677,036)	(7,496,010)	(6,714,499)
GROSS PROFIT	5,775,987	5,031,528	5,812,620	5,090,260
OPERATING EXPENSES	(2,511,773)	(2,571,160)	(2,543,294)	(2,642,628)
Selling	(1,528,467)	(1,225,708)	(1,606,645)	(1,286,177)
General and administrative	(763,222)	(957,263)	(746,802)	(963,925)
Results from equity investments	(84,932)	(63,201)	(461)	(1,012)
Other, net	(135,152)	(324,988)	(189,386)	(391,514)
INCOME FROM OPERATIONS BEFORE FINANCIAL EXPENSES, NET	3,264,214	2,460,368	3,269,326	2,447,632
Financial expenses, net	(1,285,753)	(1,722,405)	(1,292,808)	(1,730,196)
INCOME FROM OPERATIONS	1,978,461	737,963	1,976,518	717,436
Nonoperating income, net	39,982	49,857	40,102	50,025
INCOME BEFORE TAXES	2,018,443	787,820	2,016,620	767,461
Income and social contribution taxes	(725,894)	(299,818)	(724,071)	(279,459)
Reversal of interest on capital	888,600	1,100,000	888,600	1,100,000
NET INCOME	2,181,149	1,588,002	2,181,149	1,588,002
NUMBER OF SHARES OUTSTANDING AT BALANCE SHEET DATE (IN THOUSANDS)	493,592,279	493,592,279		
EARNINGS PER THOUSAND SHARES - R$	**4.42**	**3.22**		

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

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2003 AND 2002

(In thousands of Brazilian reais - R$)

		Capital reserves			Profit reserves		
	Capital	**Share premium**	**Investment grants**	**Tax incentives**	**Legal reserve**	**Retained earnings**	**Total**
BALANCES DECEMBER 31, 2002	**5,978,074**	**2,737,087**	**5,454**	**188**	**471,098**	**5,290,736**	**14,482,637**
Investment grants			1,302				1,302
Expired dividends and interest on capital, net of taxes						24,732	24,732
Income tax on interest on capital, unclaimed in 2002						(27,613)	(27,613)
Net income						1,588,002	1,588,002
Proposed allocation of income:							
Legal reserve					79,400	(79,400)	
Dividends						(2,700,000)	(2,700,000)
Interest on capital						(935,000)	(935,000)
Income tax on interest on capital						(165,000)	(165,000)
BALANCES DECEMBER 31, 2003	**5,978,074**	**2,737,087**	**6,756**	**188**	**550,498**	**2,996,457**	**12,269,060**
Investment grants			1,241				1,241
Expired dividends and interest on capital, net of taxes						45,472	45,472
Net income						2,181,149	2,181,149
Proposed allocation of income:							
Legal reserve					109,058	(109,058)	
Dividends						(2,209,690)	(2,209,690)
Interest on capital							

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Other income (expense)				
Debt refinancing and redemption costs	(4.3)	(2.7)	(14.6)	(2.7)
Gain on settlement of capital lease	15.6	—	15.6	—
Other income (expense), net	5.6	(6.8)	0.2	(7.9)
Income before income taxes	153.3	68.7	260.7	154.6
Income tax expense	2.0	2.4	19.9	9.9

Net income	$ 151.3	$ 66.3	$ 240.8	$ 144.7
Net income attributable to noncontrolling interests	(0.2)	(0.1)	(0.3)	(0.1)
Net income attributable to AAM	$ 151.1	$ 66.2	$ 240.5	$ 144.6
Basic earnings per share	$ 1.31	$ 0.59	$ 2.09	$ 1.52
Diluted earnings per share	$ 1.30	$ 0.59	$ 2.08	$ 1.51

See accompanying notes to condensed consolidated financial statements.

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(in millions)			
Net income	$151.3	$66.3	$240.8	$144.7
Other comprehensive income (loss)				
Defined benefit plans, net of tax [(a)]	12.2	0.9	13.5	0.6
Foreign currency translation adjustments	(81.0)	24.6	(43.1)	36.5
Changes in cash flow hedges, net of tax [(b)]	(7.9)	4.9	7.2	20.4
Other comprehensive income (loss)	(76.7)	30.4	(22.4)	57.5
Comprehensive income	$74.6	$96.7	$218.4	$202.2
Net income attributable to noncontrolling interests	(0.2)	(0.1)	(0.3)	(0.1)
Comprehensive income attributable to AAM	$74.4	$96.6	$218.1	$202.1

(a) Amounts are net of tax of $(4.1) million and $(4.5) million for the three and six months ended June 30, 2018, and $(0.4) million and $(0.2) million for the three and six months ended June 30, 2017, respectively.

(b) Amounts are net of tax of $(0.1) million and $(1.2) million for the three and six months ended June 30, 2018, and $0.7 million for the three and six months ended June 30, 2017.

See accompanying notes to condensed consolidated financial statements.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2018	December 31, 2017
	(Unaudited)	
Assets	(in millions)	
Current assets		
Cash and cash equivalents	$353.2	$ 376.8
Accounts receivable, net	1,253.6	1,035.9
Inventories, net	426.4	392.0
Prepaid expenses and other	121.8	140.3
Total current assets	2,155.0	1,945.0
Property, plant and equipment, net	2,459.3	2,402.9
Deferred income taxes	30.6	37.1
Goodwill	1,631.7	1,654.3
Intangible assets, net	1,159.8	1,212.5
GM postretirement cost sharing asset	248.3	252.2
Other assets and deferred charges	405.7	378.8
Total assets	$8,090.4	$ 7,882.8
Liabilities and Stockholders' Equity		
Current liabilities		
Current portion of long-term debt	$33.2	$ 5.9
Accounts payable	930.9	799.0
Accrued compensation and benefits	161.5	200.0
Deferred revenue	38.1	34.1
Accrued expenses and other	168.0	177.4
Total current liabilities	1,331.7	1,216.4
Long-term debt, net	3,873.0	3,969.3
Deferred revenue	81.6	78.8
Deferred income taxes	143.0	101.7
Postretirement benefits and other long-term liabilities	894.9	976.6
Total liabilities	6,324.2	6,342.8
Stockholders' equity		
Common stock, par value $0.01 per share; 150.0 million shares authorized; 118.8 million shares issued as of June 30, 2018 and 118.2 million shares issued as of December 31, 2017	1.2	1.2
Paid-in capital	1,278.3	1,264.6
Retained earnings	1,001.5	761.0
Treasury stock at cost, 7.1 million shares as of June 30, 2018 and 6.9 million shares as of December 31, 2017	(201.7)	(198.1)
Accumulated other comprehensive income (loss)		
Defined benefit plans, net of tax	(238.5)	(252.0)
Foreign currency translation adjustments	(77.2)	(34.1)
Unrecognized income (loss) on cash flow hedges, net of tax	0.6	(6.6)

Total AAM stockholders' equity	1,764.2	1,536.0
Noncontrolling interests in subsidiaries	2.0	4.0
Total stockholders' equity	1,766.2	1,540.0
Total liabilities and stockholders' equity	$8,090.4	$ 7,882.8

See accompanying notes to condensed consolidated financial statements.

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2018	2017
	(in millions)	
Operating activities		
Net income	$240.8	$144.7
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	258.0	180.8
Impairment of long-lived assets	23.9	—
Deferred income taxes	38.0	(24.6)
Stock-based compensation	13.7	30.9
Pensions and other postretirement benefits, net of contributions	(0.6)	(0.5)
Gain on sale of business	(15.5)	—
Loss (Gain) on disposal of property, plant and equipment, net	(4.9)	1.1
Debt refinancing and redemption costs and (gain) on settlement of capital lease	(0.8)	2.7
Changes in operating assets and liabilities, net of amounts acquired or disposed		
Accounts receivable	(225.7)	(139.8)
Inventories	(47.4)	6.2
Accounts payable and accrued expenses	83.7	45.0
Deferred revenue	8.1	8.4
Other assets and liabilities	(81.9)	(41.7)
Net cash provided by operating activities	289.4	213.2
Investing activities		
Purchases of property, plant and equipment	(273.0)	(138.6)
Proceeds from sale of property, plant and equipment	0.9	1.5
Purchase buyouts of leased equipment	(0.5)	(8.4)
Proceeds from sale of business, net	47.1	5.9
Acquisition of business, net of cash acquired	(1.3)	(895.5)
Net cash used in investing activities	(226.8)	(1,035.1)
Financing activities		
Payments of long-term debt and capital lease obligations	(528.7)	(1,937.5)
Proceeds from issuance of long-term debt	461.9	2,857.9
Debt issuance costs	(6.8)	(90.5)
Purchase of noncontrolling interest	(2.2)	—
Purchase of treasury stock	(3.6)	(6.9)
Employee stock option exercises	—	0.9
Net cash provided by (used in) financing activities	(79.4)	823.9
Effect of exchange rate changes on cash	(4.3)	7.4
Net increase (decrease) in cash, cash equivalents and restricted cash	(21.1)	9.4
Cash, cash equivalents and restricted cash at beginning of period	376.8	481.2

Cash, cash equivalents and restricted cash at end of period	$355.7	$490.6
Supplemental cash flow information		
Interest paid	$104.4	$79.8
Income taxes paid, net of refunds	$19.6	$16.7
Non-cash investing activities: AAM common shares issued for acquisition of MPG	$—	$576.7

See accompanying notes to condensed consolidated financial statements.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2018
(Unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

Organization We are a global Tier 1 supplier to the automotive, commercial and industrial markets. We design, engineer, validate and manufacture driveline, metal forming, powertrain and casting products, employing over 25,000 associates, operating at more than 90 facilities in 17 countries, to support our customers on global and regional platforms with a continued focus on delivering operational excellence, technology leadership and quality.

Basis of Presentation We have prepared the accompanying interim condensed consolidated financial statements in accordance with the instructions to Form 10-Q under the Securities Exchange Act of 1934. These condensed consolidated financial statements are unaudited but include all normal recurring adjustments, which we consider necessary for a fair presentation of the information set forth herein. Results of operations for the periods presented are not necessarily indicative of the results for the full fiscal year.

The balance sheet at December 31, 2017 presented herein has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (GAAP) for complete consolidated financial statements.

In order to prepare the accompanying interim condensed consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts and disclosures in our interim condensed consolidated financial statements. Actual results could differ from those estimates.

For further information, refer to the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Sale of Powertrain Aftermarket Business In April 2018, we completed the sale of the aftermarket business associated with our Powertrain segment for approximately $50 million, of which we received net proceeds of approximately $47 million. The difference between the selling price and the net proceeds received was primarily attributable to $2.5 million of cash that was placed into an escrow account that we expect to be distributed to us 18 months subsequent to the date of the sale. We have recorded this amount as restricted cash in Other assets and deferred charges in our Condensed Consolidated Balance Sheet as of June 30, 2018. As a result of the sale, we recorded a $15.5 million pre-tax gain, which is disclosed in the Gain on sale of business line of our Condensed Consolidated Statements of Income for the three and six months ended June 30, 2018. The impact to our Condensed Consolidated Balance Sheet was immaterial.

Effect of New Accounting Standards

Accounting Standards Update 2018-02

On February 14, 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-02 - Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (Topic 220). ASU 2018-02 allows companies the option to reclassify disproportionate tax effects in accumulated other comprehensive income (AOCI) caused by the 2017 Tax Cuts and Jobs Act, also known as stranded tax effects, to retained earnings. ASU 2018-02 also requires expanded disclosures related to disproportionate income tax effects from AOCI, some of which are applicable to all companies regardless of whether the option to reclassify the stranded tax effects is exercised. This guidance becomes effective at the beginning of our 2019 fiscal year, however early adoption is permitted for financial statements which have not yet been issued. We are currently assessing the impact that this standard will have on our consolidated financial statements.

Accounting Standards Update 2017-04

On January 26, 2017, the FASB issued ASU 2017-04 - Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The amendments in this update modify the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. An entity no longer will determine goodwill impairment by calculating the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination, or what is referred to under existing guidance as "Step 2." Instead, under the

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

amendments in this update, 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. This guidance becomes effective at the beginning of our 2020 fiscal year and early adoption is permitted. The guidance requires a prospective transition method. We do not expect the adoption of this guidance to have a material effect on our consolidated financial statements, however, goodwill could be more susceptible to impairment in periods subsequent to adoption.

Accounting Standards Update 2016-02

On February 25, 2016, the FASB issued ASU 2016-02 - Leases (Topic 842), which supersedes the existing lease accounting guidance and establishes new criteria for recognizing lease assets and liabilities. The most significant impact of the update, to AAM, is that a lessee will be required to recognize a "right-of-use" asset and lease liability for operating lease agreements that were not previously included on the balance sheet under the existing lease guidance. A lessee will be permitted to make a policy election, excluding recognition of the right-of-use asset and associated liability for lease terms of 12 months or less. Expense recognition in the statement of income along with cash flow statement classification for both financing (capital) and operating leases under the new standard will not be significantly changed from existing lease guidance. This guidance becomes effective for AAM at the beginning of our 2019 fiscal year and requires transition under a modified retrospective method. We are currently assessing the impact that this standard will have on our consolidated financial statements.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. REVENUE FROM CONTRACTS WITH CUSTOMERS

On January 1, 2018, we adopted new accounting guidance under Accounting Standards Codification Topic 606 (ASC 606) Revenue from Contracts with Customers. ASC 606 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most existing revenue recognition guidance, including industry-specific guidance. The guidance is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. We have elected to adopt this guidance utilizing the modified retrospective transition method, which requires a one-time adjustment to opening retained earnings for the cumulative impact of adopting the new guidance. No adjustment to retained earnings was required as of January 1, 2018 as there was no impact to previously reported revenue or expenses associated with adopting ASC 606.

We are obligated under our contracts with customers to manufacture and supply products for use in our customers' operations. We satisfy these performance obligations at the point in time that the customer obtains control of the products, which is the point in time that the customer is able to direct the use of, and obtain substantially all of the remaining benefits from, the products. This typically occurs upon shipment to the customer in accordance with purchase orders and delivery releases issued by our customers. There is significant judgment involved in determining when the customer obtains control of the products and we have utilized the following indicators of control in our assessment:

- We have the present right to payment for the asset;
- The customer has legal title to the asset;
- We have transferred physical possession of the asset;
- The customer has the significant risks and rewards of ownership of the asset; and
- The customer has accepted the asset.

Our product offerings by segment are as follows:

- Driveline products consist primarily of axles, driveshafts, power transfer units, rear drive modules, transfer cases, and electric and hybrid driveline products and systems for light trucks, SUVs, crossover vehicles, passenger cars and commercial vehicles;
- Metal Forming products consist primarily of axle and transmission shafts, ring and pinion gears, differential gears, transmission gears, and suspension components for Original Equipment Manufacturers and Tier 1 automotive suppliers;
- The Powertrain segment products consist primarily of transmission module and differential assemblies, transmission valve bodies, connecting rod forging and assemblies, torsional vibration dampers, and variable valve timing products for Original Equipment Manufacturers and Tier I automotive suppliers; and
- The Casting segment produces both thin wall castings and high strength ductile iron castings, as well as differential cases, steering knuckles, control arms, brackets, and turbo charger housings for the global light vehicle, commercial and industrial markets.

Our contracts with customers generally state the terms of the sale, including the quantity and price of each product purchased. Trade accounts receivable from our customers are generally due approximately 50 days from the date our customers receive our product. Our contracts typically do not contain variable consideration as the contracts include stated prices. We provide our customers with assurance type warranties, which are not separate performance obligations and are outside the scope of ASC 606. Refer to Note 11 - Product Warranties for further information.

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Disaggregation of Net Sales

Net sales recognized from contracts with customers, disaggregated by segment and geographical location, are presented in the following table for the three and six months ended June 30, 2018 and 2017. Net sales are attributed to regions based on the location of production. Intersegment sales have been excluded from the table.

	Three Months Ended June 30, 2018				
	Driveline	Metal Forming	Powertrain	Casting	Total
North America	$899.0	$ 216.3	$ 197.2	$209.6	$1,522.1
Asia	159.3	1.2	29.9	—	190.4
Europe	30.7	70.3	54.9	—	155.9
South America	31.0	—	1.5	—	32.5
Total	$1,120.0	$ 287.8	$ 283.5	$209.6	$1,900.9

	Three Months Ended June 30, 2017				
	Driveline	Metal Forming	Powertrain	Casting	Total
North America	$862.0	$ 201.6	$ 204.2	$195.4	$1,463.2
Asia	103.9	0.7	32.5	—	137.1
Europe	21.2	57.6	44.6	—	123.4
South America	34.0	—	0.1	—	34.1
Total	$1,021.1	$ 259.9	$ 281.4	$195.4	$1,757.8

	Six Months Ended June 30, 2018				
	Driveline	Metal Forming	Powertrain	Casting	Total
North America	$1,784.3	$ 432.6	$ 396.4	$419.4	$3,032.7
Asia	282.1	2.6	61.0	—	345.7
Europe	59.7	143.7	110.8	—	314.2
South America	64.3	—	2.4	—	66.7
Total	$2,190.4	$ 578.9	$ 570.6	$419.4	$3,759.3

	Six Months Ended June 30, 2017				
	Driveline	Metal Forming	Powertrain	Casting	Total
North America	$1,727.2	$ 252.7	$ 204.2	$195.4	$2,379.5
Asia	189.4	0.7	32.5	—	222.6
Europe	41.9	57.6	44.6	—	144.1
South America	61.4	—	0.1	—	61.5
Total	$2,019.9	$ 311.0	$ 281.4	$195.4	$2,807.7

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Contract Assets and Liabilities

The following table summarizes our beginning and ending balances for accounts receivable and contract liabilities associated with our contracts with customers:

	Accounts Receivable, Net	Contract Liabilities (Current)	Contract Liabilities (Long-term)
December 31, 2017	$ 1,035.9	$ 34.1	$ 78.8
June 30, 2018	1,253.6	38.1	81.6
Increase/(decrease)	$ 217.7	$ 4.0	$ 2.8

Contract liabilities relate to deferred revenue associated with cash receipts from our customers for various settlements and commercial agreements for which we have a future performance obligation to the customer. We recognize this deferred revenue into revenue over the life of the associated program as we satisfy our performance obligations to the customer. We do not have contract assets as defined in ASC 606.

For the three and six months ended June 30, 2018, we recognized contract liabilities of $21.0 million and $27.7 million, respectively, all of which have been recorded in our Condensed Consolidated Balance Sheet as long-term deferred revenue. During the three and six months ended June 30, 2018, we also amortized $12.9 million and $20.9 million, respectively, of previously recorded contract liabilities into revenue as we satisfied performance obligations with our customers.

Sales and Other Taxes

ASC 606 provides a practical expedient that allows companies to exclude from the transaction price any amounts collected from customers for all sales (and other similar) taxes. We do not include sales and other taxes in our transaction price and thus do not recognize these amounts as revenue.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. RESTRUCTURING AND ACQUISITION-RELATED COSTS

In 2016, AAM initiated actions under a global restructuring program focused on creating a more streamlined organization in addition to reducing our cost structure and preparing for acquisition integration activities. Since the inception of our global restructuring program, we have incurred severance charges totaling $2.8 million and implementation costs totaling $29.6 million. We expect minimal restructuring charges in future periods related to this global restructuring plan.

A summary of our restructuring activity for the first six months of 2018 and 2017 is shown below:

	Severance Charges	Implementation Costs	Asset Impairment Charges	Total
	(in millions)			
Accrual as of December 31, 2016	$0.6	$ 9.2	$ —	$9.8
Charges	1.5	7.0	—	8.5
Cash utilization	(2.0)	(11.8)	—	(13.8)
Accrual as of June 30, 2017	$0.1	$ 4.4	$ —	$4.5
Accrual as of December 31, 2017	$0.3	$ —	$ —	$0.3
Charges	2.0	5.5	23.9	31.4
Cash utilization	(0.4)	(5.1)	—	(5.5)
Non-cash utilization	—	—	(23.9)	(23.9)
Accrual as of June 30, 2018	$1.9	$ 0.4	$ —	$2.3

As part of our restructuring actions, we incurred severance charges of approximately $2.0 million and $1.5 million, as well as implementation costs, including professional expenses, of approximately $5.5 million and $7.0 million, during the six months ended June 30, 2018 and 2017, respectively. We expect to incur up to $45 million of total restructuring charges in 2018. The increase in estimated restructuring charges, which was previously disclosed as a range of $10 to $20 million for the full year 2018, is the result of the non-cash impairment charges described below.

In the second quarter of 2018, we initiated actions to exit operations at manufacturing facilities in our Metal Forming and Powertrain segments. As a result of these actions, we were required to assess the associated long-lived assets for impairment. Based on our analysis, assets that were not to be redeployed to other AAM facilities were determined to be fully impaired resulting in a charge of $23.9 million in the second quarter of 2018. See Note 8 - Fair Value for further detail.

In 2017, we completed the acquisitions of Metaldyne Performance Group, Inc. (MPG) and USM Mexico Manufacturing LLC (USM Mexico). During the six months ended June 30, 2018, we incurred the following charges related to these acquisitions:

	Acquisition-Related Costs	Integration Expenses	Total
	(in millions)		
Charges	$ 1.1	$ 22.6	$ 23.7
Total restructuring and acquisition-related charges			$ 55.1

Acquisition-related costs primarily consist of advisory, legal, accounting, valuation and certain other professional or consulting fees incurred. Integration expenses reflect costs incurred for information technology systems, ongoing operational activities, and consulting fees incurred in conjunction with the acquisitions. Total restructuring charges and acquisition-related charges of $36.8 million and $55.1 million are shown on a separate line item titled

Restructuring and acquisition-related costs in our Condensed Consolidated Statements of Income for the three and six months ended June 30, 2018, respectively.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. BUSINESS COMBINATIONS

Acquisition of MPG

On April 6, 2017, AAM completed its acquisition of 100% of the equity interests of MPG for a total purchase price of approximately $1.5 billion plus the assumption of approximately $1.7 billion in net debt (comprised of approximately $1.9 billion in debt less approximately $0.2 billion of MPG cash and cash equivalents). Under the terms of the agreement and plan of merger (Merger Agreement), each share of MPG common stock (other than MPG excluded shares as defined in the Merger Agreement) was converted into the right to receive (a) $13.50 in cash, without interest, and (b) 0.5 of a share of AAM common stock (Merger Consideration). Further, MPG stock options outstanding immediately prior to the effective time of the merger were accelerated and holders of the stock options received the Merger Consideration less the per share exercise price of the MPG stock options. All MPG restricted shares and restricted stock unit awards outstanding under an MPG equity plan were also accelerated and each holder thereof received the Merger Consideration for each restricted share or restricted stock unit award of MPG common stock.

MPG provides highly-engineered components for use in powertrain and safety-critical platforms for the global light, commercial and industrial markets. MPG produces these components using complex metal-forming manufacturing technologies and processes for a global customer base of OEMs and Tier I suppliers, which help their customers meet fuel economy, performance and safety standards. Our acquisition of MPG contributes significantly to diversifying our global customer base and end markets, while also allowing us to expand our presence as a global Tier I supplier to the commercial and industrial markets, in addition to our existing presence as a global Tier I supplier to the automotive industry.

The aggregate cash consideration for the acquisition of MPG was financed using (i) net proceeds from the issuance in March 2017 by AAM of $1.2 billion of new senior notes consisting of $700.0 million aggregate principal amount of 6.25% senior notes due 2025, and $500.0 million aggregate principal amount of 6.50% senior notes due 2027, and on April 6, 2017: (ii) borrowings by AAM of $100.0 million under a term loan that matures in 2022, (iii) borrowings by AAM of $1.55 billion under a term loan that matures in 2024, and (iv) cash on hand.

The acquisition of MPG was accounted for under the acquisition method under ASC 805 with the purchase price allocated to the identifiable assets and liabilities of the acquired company based on the respective fair values of the assets and liabilities.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The following represents the fair values of the assets acquired and liabilities assumed resulting from the acquisition, as well as the calculation of goodwill:

(in millions)	April 6, 2017
Cash consideration	$953.5
Share consideration	576.7
Total consideration transferred	$1,530.2
Fair value of MPG noncontrolling interests	3.6
Total fair value of MPG	$1,533.8
Cash and cash equivalents	$202.1
Accounts receivable	403.1
Inventories	199.0
Prepaid expenses and other long-term assets	119.9
Property, plant and equipment	971.8
Intangible assets	1,223.1
Total assets acquired	$3,119.0
Accounts payable	287.8
Accrued expenses and other	137.7
Deferred income tax liabilities	580.2
Debt	1,918.7
Postretirement benefits and other long-term liabilities	54.1
Net assets acquired	$140.5
Goodwill	$1,393.3

Under the guidance in ASC 805, estimated amounts that are designated as provisional may be adjusted during a period referred to as the "measurement period." The measurement period is a period not to exceed one year from the acquisition date during which we may adjust estimated or provisional amounts recorded during purchase accounting if new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have resulted in revised estimated values of those assets or liabilities as of that date. Measurement period adjustments are recorded in the period identified with an offsetting entry to goodwill. Any adjustments to amounts recorded in purchase accounting that do not qualify as measurement period adjustments are included in earnings in the period identified.

We finalized the valuation of the assets and liabilities of MPG in the first quarter of 2018. In doing so, we made measurement period adjustments to reflect changes to facts and circumstances that existed as of the acquisition date, which resulted in a net increase in Goodwill of $0.9 million. These adjustments related to Property, plant and equipment, as well as the corresponding impact on Deferred income tax liabilities, as a result of customary post-closing reviews.

Goodwill resulting from the acquisition is primarily attributable to anticipated synergies and economies of scale from which we expect to benefit as a combined entity. None of the goodwill is deductible for tax purposes.

We recognized $1,223.1 million of amortizable intangible assets for customer platforms, customer relationships, developed technology and licensing agreements as a result of the acquisition of MPG. These intangible assets will be amortized over a period ranging from five to 17 years. The intangible assets were valued using primarily the relief from royalty method or the multi-period excess earnings method, both of which utilize significant unobservable inputs. These inputs are defined in the fair value hierarchy as Level 3 inputs, which require management to make estimates and assumptions regarding certain financial measures using forecasted or projected information.

AAM had an existing accounts payable balance of $12.4 million with MPG as of the date of acquisition. As a result of the acquisition, this pre-existing accounts payable balance was settled and AAM accounted for this settlement separately from the acquisition. This resulted in a $12.4 million reduction in the purchase price.

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For the six months ended June 30, 2018, net sales and net income attributable to AAM included approximately $1,470 million and $120 million, respectively, attributable to MPG. For the period April 6, 2017 through June 30, 2017, net sales and net income attributable to AAM included approximately $684 million and $28 million, respectively, attributable to MPG.

Unaudited Pro Forma Financial Information

Unaudited pro forma net sales for AAM, on a combined basis with MPG for the six months ended June 30, 2017 were approximately $3.5 billion, excluding MPG sales to AAM during this period. Unaudited pro forma net income for the six months ended June 30, 2017 was approximately $185 million. Unaudited pro forma earnings per share for the six months ended June 30, 2017 were approximately $1.94 per share.

The unaudited pro forma net income amount for the six months ended June 30, 2017 has been adjusted by approximately $45 million, net of tax, for acquisition-related costs reclassified from 2017 to 2016 as we are required to disclose the pro forma amounts as if our acquisition of MPG had been completed on January 1, 2016. The disclosure of unaudited pro forma net sales and earnings is for informational purposes only and does not purport to indicate the results that would actually have been obtained had the merger been completed on the assumed date for the periods presented, or which may be realized in the future.

Acquisition of USM Mexico

On March 1, 2017, AAM completed the acquisition of 100% of USM Mexico, a former subsidiary of U.S. Manufacturing Corporation (USM). The purchase price was funded with available cash and the acquisition was accounted for under the acquisition method.

USM Mexico includes USM's operations in Guanajuato, Mexico, which has historically been one of the largest suppliers to AAM's Guanajuato Manufacturing Complex. This acquisition allows AAM to vertically integrate the supply chain and helps ensure continuity of supply for certain parts to our largest manufacturing facility.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The following represents the fair value of the assets acquired and liabilities assumed resulting from the acquisition, as well as the calculation of goodwill:

(in millions)	March 1, 2017
Contractual purchase price	$162.5
Adjustment to contractual purchase price for working capital settlement	2.5
Adjustment to contractual purchase price for capital equipment	4.9
Adjustment to contractual purchase price for settlement of existing accounts payable balance	(22.8)
Cash acquired	(0.5)
Adjusted purchase price, net of cash acquired	$146.6
Accounts receivable	1.1
Inventories	4.8
Prepaid expenses and other	3.6
Property, plant and equipment	38.4
Intangible assets	31.7
Total assets acquired	$79.6
Accounts payable	10.8
Accrued expenses and other	2.7
Deferred income tax liabilities	1.2
Net assets acquired	$64.9
Goodwill	$81.7

The purchase agreement specified a period of time subsequent to the acquisition date for calculating the final working capital amount of USM Mexico as of the acquisition date, which was finalized in the first quarter of 2018. None of the goodwill is deductible for tax purposes.

AAM had an existing accounts payable balance of $22.8 million with USM Mexico as of the date of acquisition. As a result of the acquisition, this pre-existing accounts payable balance was settled and AAM accounted for this settlement separately from the acquisition. This resulted in a $22.8 million reduction in the purchase price.

The operating results of USM Mexico were insignificant to AAM's Condensed Consolidated Statements of Income for the six months ended June 30, 2018 and June 30, 2017. Further, we have not included pro forma revenue and earnings for the six months ended June 30, 2017 as the inclusion of USM Mexico would be insignificant to AAM's consolidated results for this period.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. GOODWILL AND INTANGIBLE ASSETS

Goodwill The following table provides a reconciliation of changes in goodwill for the six months ended June 30, 2018:

	Driveline	Metal Forming	Powertrain	Casting	Consolidated
	(in millions)				
Balance as of December 31, 2017	$211.1	$558.9	$478.8	$405.5	$1,654.3
Acquisition of MPG	—	0.9	—	—	0.9
Acquisition of USM Mexico	1.3	—	—	—	1.3
Sale of business	—	—	(15.1)	—	(15.1)
Foreign currency translation	(0.5)	(4.8)	(4.4)	—	(9.7)
Balance as of June 30, 2018	$211.9	$555.0	$459.3	$405.5	$1,631.7

In April 2018, we completed the sale of the aftermarket business associated with our Powertrain segment. We allocated $15.1 million of goodwill to the sold business, which represents the fair value of the business sold relative to the fair value of the associated reporting unit.

Intangible Assets The following table provides a reconciliation of the gross carrying amount and associated accumulated amortization for AAM's total intangible assets, which are all subject to amortization:

	June 30, 2018			December 31, 2017		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(in millions)					
Capitalized computer software	$37.4	$(17.2)	$20.2	$35.6	$(14.3)	$21.3
e-AAM in-process research and development	5.4	(0.4)	5.0	5.9	—	5.9
Customer platforms	952.2	(88.1)	864.1	952.2	(52.9)	899.3
Customer relationships	147.0	(12.0)	135.0	151.8	(7.3)	144.5
Technology and other	150.8	(15.3)	135.5	150.8	(9.3)	141.5
Total	$1,292.8	$(133.0)	$1,159.8	$1,296.3	$(83.8)	$1,212.5

As a result of the acquisition of MPG in 2017, we recorded intangible assets related to aftermarket customer relationships that were associated with the Powertrain aftermarket business that we sold in the second quarter of 2018. As such, we have reduced the gross carrying amount of our customer relationships by $4.8 million, and reduced the associated accumulated amortization by $0.3 million as of June 30, 2018.

Amortization expense for our intangible assets was $24.8 million and $49.7 million for the three and six months ended June 30, 2018 respectively, and $24.8 million and $26.4 million for the three and six months ended June 30, 2017, respectively. Estimated amortization expense for each of the years 2018 through 2022 is approximately $100 million.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. INVENTORIES

We state our inventories at the lower of cost or net realizable value. The cost of our inventories is determined using the first-in first-out method. When we determine that our gross inventories exceed usage requirements, or if inventories become obsolete or otherwise not saleable, we record a provision for such loss as a component of our inventory accounts.

Inventories consist of the following:

	June 30, 2018	December 31, 2017
	(in millions)	
Raw materials and work-in-progress	$366.1	$ 319.7
Finished goods	78.6	89.6
Gross inventories	444.7	409.3
Inventory valuation reserves	(18.3)	(17.3)
Inventories, net	$426.4	$ 392.0

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. LONG-TERM DEBT

Long-term debt consists of the following:

	June 30, 2018	December 31, 2017
	(in millions)	
Revolving Credit Facility	$—	$ —
Term Loan A Facility	92.5	92.5
Term Loan B Facility	1,526.8	1,526.8
7.75% Notes due 2019	200.0	200.0
6.625% Notes due 2022	450.0	550.0
6.50% Notes due 2027	500.0	500.0
6.25% Notes due 2026	400.0	—
6.25% Notes due 2025	700.0	700.0
6.25% Notes due 2021	—	400.0
Foreign credit facilities	94.8	53.2
Capital lease obligations	15.4	28.3
Total debt	3,979.5	4,050.8
Less: Current portion of long-term debt	33.2	5.9
Long-term debt	3,946.3	4,044.9
Less: Debt issuance costs	73.3	75.6
Long-term debt, net	$3,873.0	$ 3,969.3

Senior Secured Credit Facilities In 2017, Holdings and American Axle & Manufacturing, Inc. (AAM, Inc.) entered into a credit agreement (the Credit Agreement). In connection with the Credit Agreement, Holdings, AAM, Inc. and certain of their restricted subsidiaries entered into a Collateral Agreement and Guarantee Agreement with the financial institutions party thereto as collateral agent and administrative agent. The Credit Agreement includes a $100.0 million term loan A facility (the Term Loan A Facility), a $1.55 billion term loan B facility (the Term Loan B Facility) and a $932 million multi-currency revolving credit facility (the Revolving Credit Facility, and together with the Term Loan A Facility and the Term Loan B Facility, the Senior Secured Credit Facilities). The proceeds of the Revolving Credit Facility are used for general corporate purposes.

As of June 30, 2018 we have prepaid $2.5 million of the outstanding principal on our Term Loan A Facility and $7.8 million of the outstanding principal on our Term Loan B Facility. These payments satisfy our obligation for principal payments under the Term Loan A Facility and Term Loan B Facility for the next two quarters. Approximately $11.5 million related to the Term Loan A Facility and Term Loan B Facility is presented in the Current portion of long-term debt line item in our Condensed Consolidated Balance Sheet as of June 30, 2018.

At June 30, 2018, we had $896.5 million available under the Revolving Credit Facility. This availability reflects a reduction of $35.5 million for standby letters of credit issued against the facility.

The Senior Secured Credit Facilities provide back-up liquidity for our foreign credit facilities. We intend to use the availability of long-term financing under the Senior Secured Credit Facilities to refinance any current maturities related to such debt agreements that are not otherwise refinanced on a long-term basis in their local markets, except where otherwise reclassified to Current portion of long-term debt on our Condensed Consolidated Balance Sheet.

6.25% Notes due 2026 In March 2018, we issued $400.0 million in aggregate principal amount of 6.25% senior notes due 2026 (the 6.25% Notes due 2026). Proceeds from the 6.25% Notes due 2026 were used primarily to fund the tender offer for the 6.25% senior notes due 2021 (the 6.25% Notes due 2021) described below. We paid debt issuance costs of $6.6 million in the first six months of 2018 related to the 6.25% Notes due 2026.

Tender Offer of 6.25% Notes due 2021 Also in March 2018, we made a tender offer for our 6.25% Notes due 2021. Under this tender offer, we retired $383.1 million of the 6.25% Notes due 2021 in the first quarter of 2018. We redeemed the remaining $16.9 million of the 6.25% Notes due 2021 during the second quarter of 2018. During the six months ended

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

June 30, 2018, we expensed $2.5 million for the write-off of the remaining unamortized debt issuance costs that we had been amortizing over the expected life of the borrowing and $8.0 million in tender premiums.

Redemption of 6.625% Notes due 2022 In May 2018, we voluntarily redeemed a portion of our 6.625% Notes due 2022. This resulted in a principal payment of $100.0 million, and a payment of $0.8 million in accrued interest. During the six months ended June 30, 2018, we expensed $0.8 million for the write-off of a portion of the remaining unamortized debt issuance costs that we had been amortizing over the expected life of the borrowing and $3.3 million for an early redemption premium.

Settlement of Capital Lease Obligation In the second quarter of 2018, we reached a settlement agreement related to a capital lease obligation that we had recognized as a result of the acquisition of MPG. This settlement resulted in a gain of $15.6 million, including accrued interest. As of June 30, 2018, $11.4 million is presented in Current portion of long-term debt in our Condensed Consolidated Balance Sheet related to this capital lease obligation, which we expect to pay in the second half of 2018.

Foreign credit facilities We utilize local currency credit facilities to finance the operations of certain foreign subsidiaries. At June 30, 2018, $94.8 million was outstanding under our foreign credit facilities as compared to $53.2 million at December 31, 2017. The increase in outstanding borrowings under our foreign credit facilities primarily relate to our operations in China as we prepare for program launch activity. At June 30, 2018, an additional $94.8 million was available under our foreign credit facilities.

The weighted-average interest rate of our long-term debt outstanding was 5.9% at June 30, 2018 and 5.7% at December 31, 2017.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. FAIR VALUE

Accounting Standards Codification 820 - Fair Value Measurement defines fair value as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.” The definition is based on an exit price rather than an entry price, regardless of whether the entity plans to hold or sell the asset. This guidance also establishes a fair value hierarchy to prioritize inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Financial instruments The estimated fair value of our financial assets and liabilities that are recognized at fair value on a recurring basis, using available market information and other observable data, are as follows:

	June 30, 2018		December 31, 2017		
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Input
	(in millions)				
Balance Sheet Classification					
Cash equivalents	$108.4	$108.4	$72.8	$72.8	Level 1
Prepaid expenses and other					
Cash flow hedges - currency forward contracts	0.5	0.5	0.1	0.1	Level 2
Cash flow hedges - variable-to-fixed interest rate swap	0.4	0.4	1.3	1.3	Level 2
Nondesignated - currency forward contracts	0.1	0.1	—	—	Level 2
Other assets and deferred charges					
Cash flow hedges - currency forward contracts	0.2	0.2	0.2	0.2	Level 2
Cash flow hedges - variable-to-fixed interest rate swap	1.8	1.8	0.9	0.9	Level 2
Accrued expenses and other					
Cash flow hedges - currency forward contracts	3.3	3.3	6.0	6.0	Level 2
Nondesignated - currency forward contracts	1.5	1.5	2.8	2.8	Level 2
Postretirement benefits and other long-term liabilities					
Cash flow hedges - currency forward contracts	2.0	2.0	2.6	2.6	Level 2
Cash flow hedges - variable-to-fixed interest rate swap	1.0	1.0	0.3	0.3	Level 2

The carrying values of our cash, accounts receivable, accounts payable and accrued liabilities approximate their fair values due to the short-term maturities of these instruments. The carrying values of our borrowings under the foreign credit facilities approximate their fair value due to the frequent resetting of the interest rates.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We estimated the fair value of the amounts outstanding on our debt using available market information and other observable data, to be as follows:

	June 30, 2018		December 31, 2017		
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Input
	(in millions)				
Revolving Credit Facility	$ —	$ —	$ —	$ —	Level 2
Term Loan A Facility	92.5	91.9	92.5	92.5	Level 2
Term Loan B Facility	1,526.8	1,517.2	1,526.8	1,528.7	Level 2
7.75% Notes due 2019	200.0	209.5	200.0	217.5	Level 2
6.625% Notes due 2022	450.0	460.7	550.0	570.2	Level 2
6.50% Notes due 2027	500.0	494.4	500.0	527.5	Level 2
6.25% Notes due 2026	400.0	389.0	—	—	Level 2
6.25% Notes due 2025	700.0	683.9	700.0	736.8	Level 2
6.25% Notes due 2021	—	—	400.0	410.0	Level 2

Long-Lived Assets During the second quarter of 2018, we recorded asset impairment charges as a result of restructuring actions initiated during the quarter. See Note 3 - Restructuring and Acquisition-Related Costs for further detail.

The following table summarizes the impairments of long-lived assets measured at fair value on a nonrecurring basis subsequent to initial recognition:

Balance Sheet Classification	Fair Value at June 30, 2018	Asset Impairment for the Six Months Ended June 30, 2018
	(in millions)	
Property, plant and equipment, net	$ —	$ 23.6
Other assets and deferred charges	—	0.3

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. DERIVATIVES

Our business and financial results are affected by fluctuations in world financial markets, including interest rates and currency exchange rates. Our hedging policy has been developed to manage these risks to an acceptable level based on management's judgment of the appropriate trade-off between risk, opportunity and cost. We do not hold financial instruments for trading or speculative purposes.

On January 1, 2018, we early adopted new accounting guidance under Accounting Standards Update (ASU) 2017-12 - Targeted Improvements for Hedging Activities (Topic 815). ASU 2017-12 is intended to better align the risk management activities of a company with the company's financial reporting for hedging relationships. This guidance expands and refines several aspects of hedge accounting. The most applicable changes to AAM as a result of the new guidance are as follows: 1) the concept of risk component hedging is introduced in ASU 2017-12, which could allow us to hedge contractually specified components in a contract; 2) the guidance now allows entities to utilize a 31-day period in assessing whether the critical terms of a forecasted transaction match the maturity of the hedging derivative, which could allow for expanded use of hedging instruments for certain sales and purchases; and 3) we may now qualitatively assess hedge effectiveness on a quarterly basis when the facts and circumstances related to the hedging relationship have not changed significantly. The early adoption of this guidance did not have any impact on the measurement of our existing hedging relationships.

Currency derivative contracts From time to time, we use foreign currency forward and option contracts to reduce the effects of fluctuations in exchange rates relating to the Mexican Peso, Euro, Brazilian Real, British Pound Sterling, Thai Baht, Swedish Krona, Chinese Yuan, Polish Zloty and Indian Rupee. As of June 30, 2018, we have currency forward contracts outstanding with a notional amount of $213.8 million that hedge our exposure to changes in foreign currency exchange rates for certain payroll expenses into the second quarter of 2021 and other items into the fourth quarter of 2018.

Variable-to-fixed interest rate swap In the second quarter of 2017, we entered into a variable-to-fixed interest rate swap to reduce the variability of cash flows associated with interest payments on our variable rate debt. In the second quarter of 2018, we discontinued this variable-to-fixed interest rate swap, which was in an asset position of $5.6 million on the date that it was discontinued.

Also in the second quarter of 2018, we entered into a new variable-to-fixed interest rate swap to reduce the variability of cash flows associated with interest payments on our variable rate debt. We have the following notional amounts hedged in relation to our variable-to-fixed interest rate swap: $900.0 million through May 2019, $750.0 million through May 2020, $500.0 million through May 2021, $400.0 million through May 2022 and $400.0 million through May 2023.

The following table summarizes the reclassification of derivative gains and losses into net income from accumulated other comprehensive income (loss) for those derivative instruments designated as cash flow hedges under ASC 815 - Derivatives and Hedging:

Location	Gain (Loss) Reclassified During				Total of Financial	Gain (Loss) Expected
of Gain (Loss)	Three Months Ended		Six Months Ended		Statement	to be Reclassified
Reclassified into	June 30,		June 30,		Line Item	During the
Net Income	2018	2017	2018	2017	2018	Next 12 Months
	(in millions)					

Currency forward contracts	Cost of Goods Sold	$(0.8)	$(1.1)	$(2.8)	$(3.9)	$3,111.6	$ (2.8)
Variable-to-fixed interest rate swap	Interest Expense	0.9	—	1.3	—	107.6	2.5

See Note 14 - Reclassifications Out of Accumulated Other Comprehensive Income (Loss) (AOCI) for amounts recognized in other comprehensive income (loss) during the three and six months ended June 30, 2018 and 2017.

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The following table summarizes the amount and location of gains and losses recognized in the Condensed Consolidated Statements of Income for those derivative instruments not designated as hedging instruments under ASC 815:

	Location of Gain (Loss) Recognized in Net Income	Gain (Loss) Recognized During Three Months Ended June 30, 2018	2017	Six Months Ended June 30, 2018	2017	Total of Financial Statement Line Item 2018
		(in millions)				
Currency forward contracts	Cost of Goods Sold	$(3.5)	$2.2	$0.5	$5.7	$3,111.6
Currency forward contracts	Other Income (Expense), net	1.8	—	1.8	—	0.2
Currency option contracts	Cost of Goods Sold	—	1.1	—	1.1	3,111.6

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10. EMPLOYEE BENEFIT PLANS

In 2017, the FASB issued ASU 2017-07 - Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The amendments in this update require that an employer disaggregate the service cost component from the other components of defined benefit pension cost and postretirement benefit cost (net benefit cost). The amendments also provide explicit guidance on how to present the service cost component and the other components of net benefit cost in the income statement and allow only the service cost component of net benefit cost to be eligible for capitalization. This guidance became effective January 1, 2018 and requires a retrospective transition method for the income statement classification of the net benefit cost components and a prospective transition method for the capitalization of the service cost component in assets.

Upon adoption of this guidance, we now include the components of net benefit cost other than service cost in Other income (expense) in our Condensed Consolidated Statements of Income. We have not retrospectively restated the Condensed Consolidated Statement of Income for the three or six months ended June 30, 2017 as the total of the components of net benefit cost other than service cost were immaterial for these periods. For the three and six months ended June 30, 2018, the total of the components of net benefit cost other than service cost included in Other income (expense) was expense of $0.3 million and $0.5 million respectively, which excludes the curtailment shown in the table below. This curtailment was associated with a recent restructuring of certain benefit plans as a result of our integration of MPG and has been presented in the Restructuring and acquisition-related costs line item in our Condensed Consolidated Statement of Income for the six months ended June 30, 2018.

The components of net periodic benefit cost (credit) are as follows:

	Pension Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(in millions)			
Service cost	$1.0	$1.1	$2.1	$1.9
Interest cost	6.8	7.4	13.7	14.2
Expected asset return	(11.5)	(11.1)	(23.0)	(21.6)
Amortized loss	2.2	1.8	4.4	3.5
Amortized prior service cost	0.1	—	0.1	—
Curtailment	—	—	3.2	—
Net periodic benefit cost (credit)	$(1.4)	$(0.8)	$0.5	$(2.0)

	Other Postretirement Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(in millions)			
Service cost	$0.1	$0.1	$0.2	$0.2
Interest cost	3.1	3.3	6.2	6.6

Amortized loss	0.2	0.1	0.4	0.3
Amortized prior service credit	(0.6)	(0.6)	(1.3)	(1.3)
Net periodic benefit cost	$2.8	$2.9	$5.5	$5.8

The noncurrent liabilities associated with our pension and other postretirement benefit plans are classified as postretirement benefits and other long-term liabilities on our Condensed Consolidated Balance Sheets. As of June 30, 2018 and December 31, 2017, we have a noncurrent pension liability of $115.3 million and $134.7 million, respectively. In the second quarter of 2018, our AAM Supplemental Executive Retirement Plan (SERP) was amended and restated to freeze further benefit accruals and the vesting of benefits, as well as new eligibility to participate in the SERP. As a result, we recorded a reduction of our noncurrent pension liability, as well as a reduction of the accumulated other comprehensive loss associated with the SERP, of $11.6 million in the second quarter of 2018.

As of June 30, 2018 and December 31, 2017, we have a noncurrent other postretirement benefits liability of $579.9 million and $583.0 million, respectively.

Due to the availability of our pre-funded pension balances (previous contributions in excess of prior required pension contributions) related to certain of our U.S. pension plans, we expect our regulatory pension funding requirements in 2018 to be approximately $2 million. We expect our cash payments for other postretirement benefit obligations in 2018, net of GM cost sharing, to be approximately $17 million.

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11. PRODUCT WARRANTIES

We record a liability for estimated warranty obligations at the dates our products are sold. These estimates are established using sales volumes and internal and external warranty data where there is no payment history and historical information about the average cost of warranty claims for customers with prior claims. We estimate our costs based on the contractual arrangements with our customers, existing customer warranty terms and internal and external warranty data, which includes a determination of our warranty claims and actions taken to improve product quality and minimize warranty claims. We continuously evaluate these estimates and our customers' administration of their warranty programs. We closely monitor actual warranty claim data and adjust the liability, as necessary, on a quarterly basis.

The following table provides a reconciliation of changes in the product warranty liability:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(in millions)			
Beginning balance	$53.6	$47.5	$49.5	$42.9
Accruals	6.2	4.1	10.5	9.6
Payments	(0.6)	(1.5)	(1.1)	(2.4)
Adjustment to prior period accruals	(0.2)	(2.4)	(0.2)	(2.6)
Foreign currency translation	(0.6)	0.2	(0.3)	0.4
Ending balance	$58.4	$47.9	$58.4	$47.9

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. INCOME TAXES

Tax Provision for the Three and Six Months Ended June 30, 2018 and 2017

We are required to adjust our effective tax rate each quarter based on our estimated annual effective tax rate. We must also record the tax impact of certain discrete, unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, in the interim period in which they occur. In addition, jurisdictions with a projected loss for the year or a year-to-date loss where no tax benefit can be recognized are excluded from the estimated annual effective tax rate. The impact of such an exclusion could result in a higher or lower effective tax rate during a particular quarter, based upon the mix and timing of actual earnings versus annual projections.

Income tax expense was $2.0 million for the three months ended June 30, 2018 as compared to $2.4 million for the three months ended June 30, 2017. Our effective income tax rate was 1.3% in the second quarter of 2018 as compared to 3.6% in the second quarter of 2017. Income tax expense was $19.9 million for the six months ended June 30, 2018 as compared to $9.9 million for the six months ended June 30, 2017. Our effective income tax rate was 7.6% in the first six months of 2018 as compared to 6.4% in the first six months of 2017.

The changes in income tax expense and effective income tax rate for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017, reflect the reduction in the U.S. statutory tax rate as a result of the 2017 Act (defined below), as well as a $20.0 million discrete tax benefit associated with the reduction of our liability for unrecognized tax benefits as described below. Our income tax expense and effective income tax rate for the three and six months ended June 30, 2018 also reflect the benefit of additional U.S. tax credits and a discrete tax expense related to the sale of the aftermarket business associated with our Powertrain segment. Our effective income tax rates for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017, reflect a decreased benefit related to the proportionate share of income attributable to lower tax rate jurisdictions due primarily to the decrease in the U.S. statutory tax rate. The factors described above also impacted our effective income tax rate for the three and six months ended June 30, 2018 as compared to the U.S. statutory rate.

Based on the protocol of finalizing audits and advance pricing agreements with the relevant tax authorities, it is not possible to estimate the timing or impact of changes, if any, to previously recorded uncertain tax positions. As of June 30, 2018 and December 31, 2017, we have recorded a liability for unrecognized income tax benefits and related interest and penalties of $34.1 million and $55.2 million, respectively.

In the second quarter of 2018, we finalized an advance pricing agreement in a foreign jurisdiction, which resulted in a reduction of our liability for unrecognized tax benefits and related interest and penalties of $20.0 million. In the second half of 2018, we may finalize another advance pricing agreement in a foreign jurisdiction, which could result in a cash payment to the relevant tax authorities and a reduction of our liability for unrecognized tax benefits and related interest and penalties. We do not expect any potential settlement to be materially different from what we have recorded in unrecognized tax benefits. We will continue to monitor the progress and conclusions of current and future audits and other communications with tax authorities and will adjust our estimated liability as necessary.

Tax Cuts and Jobs Act

On December 22, 2017, the Tax Cuts and Jobs Act (the 2017 Act) was enacted in the United States. The following is a summary of the key provisions of the 2017 Act:

- Reduces the U.S. federal statutory income tax rate for corporations from 35% to 21%

- Requires companies to pay a one-time transition tax (Transition Tax) on certain foreign earnings for which U.S. income tax was previously deferred
- Generally eliminates U.S. federal income taxes on dividends from foreign subsidiaries
- Requires a current inclusion in U.S. federal taxable income of certain earnings of controlled foreign corporations (GILTI)
- Eliminates the corporate alternative minimum tax (AMT) and changes how existing AMT credits can be realized
- Creates a new limitation on deductible net interest expense incurred by U.S. corporations
- Allows for immediate expensing of certain capital investments in the U.S. for the period September 27, 2017 through December 31, 2022
- Creates a new base erosion anti-abuse minimum tax (BEAT)
- Allows for a current deduction for a portion of foreign derived intangible income (FDII)

Following the enactment of the 2017 Act, the Securities and Exchange Commission issued Staff Accounting Bulletin (SAB) 118 to provide guidance on the accounting and reporting impacts of the 2017 Act. For the impact of changes resulting from the 2017 Act, under the guidance in SAB 118, we either 1) recorded an estimated provisional amount when the impact of the change could be reasonably estimated; or 2) continued to apply the accounting guidance that was in effect immediately prior to the 2017 Act when the impact of the change could not be reasonably estimated. For estimated provisional amounts recorded, there is a measurement period of no longer than one year during which we should adjust those amounts as additional information becomes available.

In connection with our preliminary analysis of the impacts of the 2017 Act, we recorded estimates in 2017 related to the remeasurement of our net deferred tax liabilities as a result of the change in tax rate, a reduction of a previously recorded deferred tax liability on certain foreign earnings, and estimated expense related to the Transition Tax.

These estimates were based on information available at the time and, in accordance with the guidance in SAB 118, we designated these amounts as provisional. As such, these amounts are subject to adjustment as we obtain additional information and complete our analysis. The additional information required is as follows:

Reduction of U.S. federal corporate tax rate: While we were able to make a reasonable estimate in 2017 of the impact of the reduction in the corporate tax rate, the final impact may be affected by other elements related to the 2017 Act including, but not limited to, our calculation of deemed repatriation of deferred foreign income and the state tax effect of adjustments made to federal temporary differences.

Transition Tax: In order to finalize the impact of the Transition Tax, we must determine, in addition to other factors, the amount of earnings of certain foreign subsidiaries, as well as the amount of non-U.S. income taxes paid on these earnings. In 2017, we were able to make a reasonable estimate, however, we are continuing to gather information to more precisely calculate the Transition Tax.

For the three and six months ended June 30, 2018, we did not record any adjustments to these provisional amounts as we did not obtain sufficient information to adjust the estimates previously recorded.

GILTI Tax: Beginning in 2018, the effect of the global intangible low-taxed income (GILTI) provisions have been included in our annual effective income tax rate calculation. Under GAAP, we are required to make an accounting policy election to either 1) treat taxes due related to GILTI as a current period expense when incurred (the "period cost method") or 2) factor such amounts into our measurement of deferred taxes (the "deferred method"). We are continuing to evaluate the GILTI tax rules and have not yet adopted our policy to account for the related impacts.

We determine our provision for income taxes for interim periods using an estimate of our annual effective income tax rate. We record any changes affecting the estimated annual effective income tax rate in the interim period in which the change occurs, including discrete tax items. We have included in the estimated annual effective income tax rate the reduction in the U.S. statutory tax rate, GILTI, and the FDII deduction related to current year operations and have not provided additional GILTI on deferred items.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. EARNINGS PER SHARE (EPS)

We present earnings per share using the two-class method. This method allocates undistributed earnings between common shares and non-vested share based payment awards that entitle the holder to non-forfeitable dividend rights. Our participating securities include non-vested restricted stock units.

The following table sets forth the computation of our basic and diluted EPS available to shareholders of common stock (excluding participating securities):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(in millions, except per share data)			
Numerator				
Net income attributable to AAM	$151.1	$66.2	$240.5	$144.6
Less: Net income attributable to participating securities	(4.9)	(1.4)	(6.8)	(3.3)
Net income attributable to common shareholders - Basic and Dilutive	$146.2	$64.8	$233.7	$141.3
Denominators				
Basic common shares outstanding -				
Weighted-average shares outstanding	115.4	111.6	114.8	95.2
Less: Participating securities	(3.7)	(2.3)	(3.3)	(2.2)
Weighted-average common shares outstanding	111.7	109.3	111.5	93.0
Effect of dilutive securities -				
Dilutive stock-based compensation	0.6	0.4	0.6	0.4
Diluted shares outstanding -				
Adjusted weighted-average shares after assumed conversions	112.3	109.7	112.1	93.4
Basic EPS	$1.31	$0.59	$2.09	$1.52
Diluted EPS	$1.30	$0.59	$2.08	$1.51

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. RECLASSIFICATIONS OUT OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) (AOCI)

Reclassification adjustments and other activity impacting accumulated other comprehensive income (loss) during the three months ended June 30, 2018 and June 30, 2017 are as follows (in millions):

	Defined Benefit Plans	Foreign Currency Translation Adjustments	Unrecognized Gain (Loss) on Cash Flow Hedges	Total
Balance at March 31, 2018	$(250.7)	$ 3.8	$ 8.5	$(238.4)
Other comprehensive income (loss) before reclassifications	14.7	(81.2)	(7.7)	(74.2)
Income tax effect of other comprehensive income (loss) before reclassifications	(3.6)	—	(0.4)	(4.0)
Amounts reclassified from accumulated other comprehensive income (loss)	1.6 (a)	0.2	(0.1) (b)	1.7
Income taxes reclassified into net income	(0.5)	—	0.3	(0.2)
Net current period other comprehensive income (loss)	12.2	(81.0)	(7.9)	(76.7)
Balance at June 30, 2018	$(238.5)	$ (77.2)	$ 0.6	$(315.1)

Defined Benefit Plans	Foreign Currency Translation Adjustments	Unrecognized Gain (Loss) on Cash Flow Hedges	Total