

Edgar Filing: HEICO CORP - Form SC 13G/A

HEICO CORP
Form SC 13G/A
August 07, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)
Information statement pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934
(Amendment No.1)

HEICO Corporation
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

422806208
(CUSIP Number)

Date of Event Which Requires Filing of this Statement: July 31, 2006

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 422806208 13G

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Royce & Associates, LLC 52-2343049
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York
NUMBER OF 5 SOLE VOTING POWER
SHARES 1,501,037
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 1,501,037
PERSON 8 SHARED DISPOSITIVE POWER
WITH
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON 1,501,037
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES []
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.03%
12 TYPE OF REPORTING PERSON
IA

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CUSIP No. 422806208 13G
Item 1(a) Name of Issuer:
HEICO Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:
Office of the Secretary
3000 Taft Street
Hollywood, FL 33021

Item 2(a) Name of Persons Filing:
Royce & Associates, LLC

Item 2(b) Address of Principal Business Office, or, if None, Residence:
1414 Avenue of the Americas, New York, NY 10019

Item 2(c) Citizenship:
New York Corporation

Item 2(d) Title of Class of Securities:
Class A Common Stock

Item 2(e) CUSIP Number:
422806208

Item 3 If this statement is filed pursuant to rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund
- (g) Parent Holding Company, in accordance with Rule 13d-1 (b) (ii) (G)
- (h) Group

CUSIP No. 422806208 13G

Item 4 Ownership

(a) Amount Beneficially Owned:
1,501,037

(b) Percent of Class:
10.03%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote
1,501,037

(ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition
of 1,501,037

(iv) shared power to dispose or to direct the
disposition of _____

Item 5 Ownership of Five Percent or Less of a Class. []

Item 6 Ownership of More than Five Percent on Behalf of Another Person .
NOT APPLICABLE

Item 7 Identification and Classification of the Subsidiary Which Acquired
The Security Being Reported on by the Parent Holding
Company.
NOT APPLICABLE

Item 8 Identification and Classification of Members of the Group.
NOT APPLICABLE

Item 9 Notice of Dissolution of Group.
NOT APPLICABLE

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CUSIP No. 422806208 13G

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to it is true, complete and correct.

Date: August 07, 2006

By: W. Whitney George, Vice President

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ENPRO INDUSTRIES, INC.
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (UNAUDITED)
Three Months Ended March 31, 2018
(in millions)

	Parent	Guarantor Subsidiaries	Non-guarantor 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

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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)	(1.6)	0.5	—	(7.8)
Other income	—	0.6	—	—	0.6
Income (loss) before income taxes	(18.9)	21.0	22.7	—	24.8
Income tax benefit (expense)	6.4	(11.9)	(6.7)	—	(12.2)
Income (loss) before equity in earnings of subsidiaries	(12.5)	9.1	16.0	—	12.6
Equity in earnings of subsidiaries, net of tax	25.1	16.0	—	(41.1)	—
Net income	\$12.6	\$ 25.1	\$ 16.0	\$ (41.1)	\$ 12.6
Comprehensive income (loss)	\$ (2.4)	\$ 37.2	\$ 27.1	\$ (39.5)	\$ 22.4

ENPRO INDUSTRIES, INC.

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (UNAUDITED)

Three Months Ended March 31, 2017

(in millions)

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$—	\$ 204.4	\$ 112.1	\$ (20.7)	\$ 295.8
Cost of sales	—	143.5	71.3	(20.7)	194.1
Gross profit	—	60.9	40.8	—	101.7
Operating expenses:					
Selling, general and administrative	7.1	39.9	25.7	—	72.7
Other	0.4	0.3	0.6	—	1.3
Total operating expenses	7.5	40.2	26.3	—	74.0
Operating income (loss)	(7.5)	20.7	14.5	—	27.7
Interest expense, net	(4.8)	(9.7)	(0.3)	—	(14.8)
Other expense	—	(3.4)	(0.1)	—	(3.5)
Income (loss) before income taxes	(12.3)	7.6	14.1	—	9.4
Income tax benefit (expense)	4.5	(3.5)	(4.0)	—	(3.0)
Income (loss) before equity in earnings of subsidiaries	(7.8)	4.1	10.1	—	6.4
Equity in earnings of subsidiaries, net of tax	14.2	10.1	—	(24.3)	—
Net income	\$6.4	\$ 14.2	\$ 10.1	\$ (24.3)	\$ 6.4
Comprehensive income	\$11.1	\$ 18.9	\$ 13.7	\$ (32.6)	\$ 11.1

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

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$23.2	\$ 29.6	\$ 10.6	\$ (83.4)	\$ (20.0)
INVESTING ACTIVITIES					
Purchases of property, plant and equipment	—	(13.4)	(1.5)	—	(14.9)
Payments for capitalized internal-use software	—	(0.6)	(0.1)	—	(0.7)
Other	—	0.4	—	—	0.4
Net cash used in investing activities	—	(13.6)	(1.6)	—	(15.2)
FINANCING ACTIVITIES					
Net payments on loans between subsidiaries	1.7	(4.0)	2.3	—	—
Intercompany dividends	—	—	(83.4)	83.4	—
Proceeds from debt	—	256.1	—	—	256.1
Repayments of debt	—	(268.1)	—	—	(268.1)
Repurchase of common stock	(15.4)	—	—	—	(15.4)
Dividends paid	(5.3)	—	—	—	(5.3)
Other	(4.2)	—	—	—	(4.2)
Net cash used in financing activities	(23.2)	(16.0)	(81.1)	83.4	(36.9)
Effect of exchange rate changes on cash and cash equivalents	—	—	0.9	—	0.9
Net decrease in cash and cash equivalents	—	—	(71.2)	—	(71.2)
Cash and cash equivalents at beginning of period	—	—	189.3	—	189.3
Cash and cash equivalents at end of period	\$—	\$ —	\$ 118.1	\$ —	\$ 118.1

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

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Elimination	Consolidated
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$ (8.6)	\$ (13.9)	\$ 2.9	\$ —	—\$ (19.6)
INVESTING ACTIVITIES					
Purchases of property, plant and equipment	—	(8.1)	(3.0)	—	(11.1)
Payments for capitalized internal-use software	—	(0.9)	—	—	(0.9)
Deconsolidation of OldCo	—	(4.8)	—	—	(4.8)
Other	—	—	0.2	—	0.2
Net cash used in investing activities	—	(13.8)	(2.8)	—	(16.6)
FINANCING ACTIVITIES					
Net payments on loans between subsidiaries	(131.2)	132.2	(1.0)	—	—
Proceeds from debt	151.5	99.8	3.5	—	254.8
Repayments of debt	—	(205.1)	(0.5)	—	(205.6)
Repurchase of common stock	(3.6)	—	—	—	(3.6)
Dividends paid	(4.7)	—	—	—	(4.7)
Other	(3.4)	—	—	—	(3.4)
Net cash provided by financing activities	8.6	26.9	2.0	—	37.5
Effect of exchange rate changes on cash and cash equivalents	—	—	0.9	—	0.9
Net increase (decrease) in cash and cash equivalents	—	(0.8)	3.0	—	2.2
Cash and cash equivalents at beginning of period	—	0.8	110.7	—	111.5
Cash and cash equivalents at end of period	\$ —	\$ —	\$ 113.7	\$ —	—\$ 113.7

ENPRO INDUSTRIES, INC.

CONDENSED CONSOLIDATING BALANCE SHEETS (UNAUDITED)

As of March 31, 2018

(in millions)

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets					
Cash and cash equivalents	\$—	\$—	\$ 118.1	\$—	\$ 118.1
Accounts receivable, net	—	192.9	90.3	—	283.2
Intercompany receivables	—	27.1	10.2	(37.3)	—
Inventories	—	140.1	74.9	—	215.0
Income tax receivable	137.4	0.4	2.7	(6.9)	133.6
Prepaid expenses and other current assets	3.9	27.8	14.4	—	46.1
Total current assets	141.3	388.3	310.6	(44.2)	796.0
Property, plant and equipment, net	—	209.7	90.5	—	300.2
Goodwill	—	261.1	77.1	—	338.2
Other intangible assets, net	—	278.2	63.4	—	341.6
Intercompany receivables	—	26.9	0.8	(27.7)	—
Investment in subsidiaries	1,261.0	403.9	—	(1,664.9)	—
Other assets	11.8	57.4	13.3	(3.7)	78.8
Total assets	\$1,414.1	\$ 1,625.5	\$ 555.7	\$ (1,740.5)	\$ 1,854.8
LIABILITIES AND EQUITY					
Current liabilities					
Current maturities of long-term debt	\$—	\$ 0.2	\$ —	\$—	\$ 0.2
Accounts payable	3.2	81.8	35.4	—	120.4
Intercompany payables	—	10.2	27.1	(37.3)	—
Accrued expenses	22.6	43.8	50.3	(6.9)	109.8
Total current liabilities	25.8	136.0	112.8	(44.2)	230.4
Long-term debt	444.6	162.0	—	—	606.6
Intercompany payables	24.6	—	3.1	(27.7)	—
Other liabilities	18.0	66.5	35.9	(3.7)	116.7
Total liabilities	513.0	364.5	151.8	(75.6)	953.7
Shareholders' equity	901.1	1,261.0	403.9	(1,664.9)	901.1
Total liabilities and equity	\$1,414.1	\$ 1,625.5	\$ 555.7	\$ (1,740.5)	\$ 1,854.8

ENPRO INDUSTRIES, INC.

CONDENSED CONSOLIDATING BALANCE SHEETS (UNAUDITED)

As of December 31, 2017

(in millions)

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets					
Cash and cash equivalents	\$—	\$—	\$ 189.3	\$—	\$ 189.3
Accounts receivable, net	—	180.1	81.6	—	261.7
Intercompany receivables	—	24.0	6.7	(30.7)	—
Inventories	—	135.4	68.7	—	204.1
Income tax receivable	132.3	1.3	2.0	(22.4)	113.2
Prepaid expenses and other current assets	4.3	26.5	20.5	—	51.3
Total current assets	136.6	367.3	368.8	(53.1)	819.6
Property, plant and equipment, net	—	206.8	90.1	—	296.9
Goodwill	—	261.0	75.1	—	336.1
Other intangible assets, net	—	284.2	62.8	—	347.0
Intercompany receivables	—	22.9	—	(22.9)	—
Investment in subsidiaries	1,261.3	460.1	—	(1,721.4)	—
Other assets	12.8	59.3	14.4	—	86.5
Total assets	\$1,410.7	\$ 1,661.6	\$ 611.2	\$ (1,797.4)	\$ 1,886.1
LIABILITIES AND EQUITY					
Current liabilities					
Current maturities of long-term debt	—	0.2	—	—	0.2
Accounts payable	2.3	82.5	45.9	—	130.7
Intercompany payables	—	6.7	24.0	(30.7)	—
Accrued expenses	22.8	90.1	46.7	(22.4)	137.2
Total current liabilities	25.1	179.5	116.6	(53.1)	268.1
Long-term debt	444.2	174.1	—	—	618.3
Intercompany payables	22.9	—	—	(22.9)	—
Other liabilities	15.7	46.7	34.5	—	96.9
Total liabilities	507.9	400.3	151.1	(76.0)	983.3
Shareholders' equity	902.8	1,261.3	460.1	(1,721.4)	902.8
Total liabilities and equity	\$1,410.7	\$ 1,661.6	\$ 611.2	\$ (1,797.4)	\$ 1,886.1

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following is management's discussion and analysis of certain significant factors that have affected our financial condition, cash flows and operating results during the periods included in the accompanying unaudited consolidated financial statements and the related notes. You should read this in conjunction with those financial statements and the audited consolidated financial statements and related notes included in our annual report on Form 10-K for the fiscal year ended December 31, 2017.

Forward-Looking Information

This quarterly report on Form 10-Q includes statements that reflect projections or expectations of the future financial condition, results of operations and business of EnPro that are subject to risk and uncertainty. We believe those statements to be "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. When used in this report, the words "may," "hope," "will," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "potential," "continue," "likely," and other expressions identify forward-looking statements.

We cannot guarantee actual results or events will not differ materially from those projected, estimated, assigned or anticipated in any of the forward-looking statements contained in this report. Important factors that could result in those differences include those specifically noted in the forward-looking statements and those identified in Item 1A, "Risk Factors" of our annual report on Form 10-K for the year ended December 31, 2017, which include:

general economic conditions in the markets served by our businesses, some of which are cyclical and experience periodic downturns;

prices and availability of raw materials;

the impact of fluctuations in currency exchange rates; and

the amount of any payments required to satisfy contingent liabilities, including those related to discontinued operations of our predecessors, including liabilities for certain products, environmental matters, employee benefit obligations and other matters.

We caution our shareholders not to place undue reliance on these statements, which speak only as of the date on which such statements were made.

Whenever you read or hear any subsequent written or oral forward-looking statements attributed to us or any person acting on our behalf, you should keep in mind the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Overview and Outlook

Overview. We design, develop, manufacture, service and market proprietary engineered industrial products. We have 54 primary manufacturing facilities located in 12 countries, including the United States.

We manage our business as three segments: a Sealing Products segment, an Engineered Products segment, and a Power Systems segment.

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, 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, custom-engineered mechanical seals for applications in the aerospace industry and other markets, PTFE products, and heavy-duty commercial vehicle parts used in the wheel-end, braking, suspension, and tire and mileage optimization systems. These products are used in a variety of industries, including chemical and petrochemical processing, petroleum extraction and refining, pulp and paper processing, power generation, food and pharmaceutical processing, primary metal manufacturing, mining, water and waste treatment, heavy-duty trucking, aerospace, medical, filtration and semiconductor fabrication. In many of these industries, performance and durability are vital for safety and environmental protection. Many of our products are used in highly demanding applications, e.g., where extreme temperatures, extreme pressures, corrosive environments, strict

tolerances, and/or worn equipment make product performance difficult.

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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. These products are used in a wide range of applications, including the automotive, pharmaceutical, pulp and paper, natural gas, health, power generation, machine tools, air treatment, refining, petrochemical and general industrial markets.

Our Power Systems segment designs, manufactures, sells and services heavy-duty, medium-speed diesel, natural gas and dual fuel reciprocating engines. The United States government and the general markets for marine propulsion, power generation, and pump and compressor applications use these products and services.

The historical business operations of our subsidiaries, Garlock Sealing Technologies LLC (“GST LLC”) and The Anchor Packing Company (“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. 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 Litigation Management Group, Ltd. (“Garrison”). GST LLC, Anchor and Garrison are collectively referred to as “GST.”

On June 5, 2010 (the “GST Petition Date”), GST LLC, Anchor and Garrison (collectively referred to as “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”). GST LLC is one of the businesses in our broader Garlock group and it and its subsidiaries operate five manufacturing facilities, including operations in Palmyra, New York and Houston, Texas. The filings on the GST Petition Date did not include EnPro Industries, Inc. or any other EnPro Industries, Inc. operating subsidiary.

The filings were the initial step in a claims resolution process for an efficient and permanent resolution of 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, has been dissolved.

The reconsolidation of GST and OldCo was treated as a business acquisition in accordance with applicable accounting rules. The assets and liabilities of both GST and OldCo are reconsolidated into the EnPro balance sheet at their estimated fair value in accordance with authoritative guidance on business acquisitions. As a result, EnPro's consolidated financial statements include the sales, income, expenses and cash flows of both GST and OldCo beginning on July 31, 2017. Periods prior to that date are not restated to include GST and OldCo's results.

The primary businesses comprising GST are managed as part of the Garlock division within our Sealing Products segment. Smaller businesses also reconsolidated with GST are managed by the Technetics and Stemco divisions within this segment, by the Compressor Products International division within our Engineered Products segment, and by the Fairbanks Morse division, which comprises our Power Systems segment.

In May 2014, our Fairbanks Morse division and a consortium partner entered into a multi-year, Euro-denominated contractual arrangement with Electricite de France ("EDF") to supply 23 3.5 MWe opposed-piston, diesel engine-generator sets to EDF for emergency backup power at 20 of EDF's nuclear power plants in France. From the date the contract was signed until the end of the first quarter of 2015, the U.S. Dollar strengthened significantly against the Euro, resulting in total U.S. Dollar equivalent revenues, calculated at the exchange rate in effect at the end of the first quarter of 2015, falling below total projected U.S. Dollar costs for the EDF contract, and for the first quarter of 2015 we recorded a loss provision on the contract as a result of the effect of foreign exchange rates. This evaluation was based upon the 2015 first-quarter-end U.S. Dollar to Euro exchange rate of \$1.10 compared to an exchange rate of \$1.36 when the contract was signed. We have not entered into any transactions to hedge the impact of future foreign exchange rate changes on this contract. The evaluation of the impact of exchange rates on the contract is updated on a quarterly basis for the duration of the contract, with the amount of any change in a quarter in the impact of exchange rates on the loss provision affecting segment profit of the Power Systems segment for the quarter by the amount of such change.

For the three months ended March 31, 2018, we recognized a decrease in the loss provision of \$3.2 million, which included \$1.7 million of favorability related to the strengthening of the Euro versus the U.S. Dollar during the quarter and \$1.5 million increase in total contract revenues resulting from a favorable adjustment to future billing amounts as a result of a contractual cost indices adjustment. For the three months ended March 31, 2017, we recognized a decrease in the cumulative loss provision of \$0.5 million, which included \$1.6 million of favorability related to the strengthening of the Euro versus the U.S. Dollar during the quarter and a \$0.7 million increase in projected total contract revenues resulting from a favorable adjustment to future billing amounts as a result of contractual cost indices adjustment, partially offset by a \$1.8 million increase in total program costs. At March 31, 2018 and December 31, 2017, the cumulative program loss recognized was \$9.4 million and \$12.6 million, respectively.

The EDF contract also includes contractual penalties for late delivery and our profitability under the contract could be adversely affected if we are not timely in performing our obligations under the contract and the penalties apply. In addition, our profitability could be adversely affected if we do not realize certain internal efficiency gains that we anticipate achieving while performing under the contract.

Outlook

In the first quarter of 2018, we generated year-over-year sales growth in each of our divisions and segments in the first quarter. Despite select areas of profitability declines in heavy-duty trucking in our Sealing Products segment and in our Power Systems segment, we had a strong start to the year. We continued to experience favorable momentum in many of the markets that we serve. We experienced strong performance in the balance of the company aided by favorable market conditions that continue to show signs of strength. Backlog in heavy-duty trucking heading into the second quarter was several million dollars higher than at the same time last year. In line with our expectations for

Power Systems since the beginning of the year, we expect aftermarket parts and services to be higher in the second half of the year and margins on new engine sales to improve. We are also taking actions to mitigate the impact of rising commodity prices on our margins. Current and proposed tariffs recently announced by the United States government could further increase prices of raw materials or other supplies, which could adversely affect our results of operations to the extent we are not able to pass such price increases on to our customers.

We remain committed to our strategy to create shareholder value through earnings growth and balanced capital allocation. We continue to focus on disciplined investments for organic growth and innovation, strategic acquisitions, and returning capital to shareholders through dividends and share repurchases. In the first quarter, we invested approximately \$17.0

million in share repurchases for the three months ended March 31, 2018 and funded a \$0.24 per share dividend, which represented a 9.1% increase to our previous quarterly dividend.

Our effective tax rate is directly impacted by the relative proportions of revenue and income before taxes in the jurisdictions in which we operate. In addition, the rate can be magnified by pre-tax losses in high tax jurisdictions offset somewhat by pre-tax profits in low tax jurisdictions. Unusual or discrete tax events may cause our effective tax rate to fluctuate on a quarterly basis. Certain events, including, for example, acquisitions and other business changes, which are difficult to predict, may also cause this rate to fluctuate. We are subject to changing tax laws, regulations, and interpretations in multiple jurisdictions. Based on these factors and the expected geographical mix of earnings, we anticipate our annual effective tax rate for 2018 will range between 33% and 38%, taking into account the significant discrete item recorded in the first quarter of 2018 related to an adjustment to our 2017 provisional estimate resulting from interpretive guidance recently issued by the IRS.

In 2017, we recorded a provisional estimate of the impact of U.S. tax reform in the year of enactment. We continue to refine our estimate as we further analyze financial data and interpretive guidance during the one-year measurement period permitted by guidance issued by the U.S. Securities and Exchange Commission. We also incorporated the impact of additional provisions of U.S. tax reform that were issued in or became effective in 2018. Changes to our estimates of the impact of U.S. tax reform could have significant effects, positive and negative, on our effective tax rate, and on our deferred tax assets and liabilities.

We estimate pension expense for the full year of 2018 will be approximately \$2.6 million, which would be \$1.9 million less than in 2017. For the three months ended March 31, 2018, we contributed \$5.6 million to our U.S. defined benefit pension plan. 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.

In connection with our growth strategy, we will continue to evaluate making additional acquisitions; however, the effect of such acquisitions cannot be predicted and therefore is not reflected in this outlook.

Results of Operations

	Three Months Ended March 31, 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

The results of operations for the three months ended March 31, 2018 are prior to the reconsolidation of GST and OldCo, which was effective July 31, 2017. Third party sales of reconsolidated businesses were \$50.4 million for the three months ended March 31, 2018.

Segment profit is total segment sales reduced by operating expenses, restructuring and other expenses identifiable with the segment. Corporate expenses include general corporate administrative costs. Expenses not directly attributable to the segments, corporate expenses, net interest expense, gains and losses related to the sale of assets, impairments, 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.

Other expense, net in the table above contains all items included in other (operating) expense and other income (expense) (non-operating) on our Consolidated Statements of Operations for the three months ended March 31, 2018 and 2017 with the exception of \$0.3 million and \$0.8 million respectively, of restructuring costs. As noted previously, restructuring costs are considered to be a part of segment profit. Additionally, other expense, net in the table above for the three months ended March 31, 2018 and 2017 also includes \$0.7 million and \$0.6 million respectively, of miscellaneous expenses that are either not associated with a particular segment or not considered part of administering the corporate headquarters. These expenses are included in selling, general and administrative expense on our Consolidated Statements of Operations.

Three Months Ended March 31, 2018 Compared to the Three Months Ended March 31, 2017

Sales of \$368.8 million in the first three months of 2018 increased 24.7% from \$295.8 million in the first three months of 2017. The following table summarizes the impact of acquisitions and divestitures, including the reconsolidation of GST and OldCo, and foreign currency on sales by segment:

Sales increase/(decrease)	Percent Change Three Months Ended March 31, 2018 vs. Three Months Ended March 31, 2017					
	Reconsolidation of GST and OldCo		Foreign Currency		Organic	Total
EnPro Industries, Inc.	1.0%	17.1%	3.7%	2.9%	24.7%	
Sealing Products	1.7%	27.0%	2.2%	(1.6)%	29.3%	
Engineered Products	—%	0.6%	9.4%	4.4%	14.4%	
Power Systems	—%	3.5%	—%	19.4%	22.9%	

Following are the key effects of acquisitions (aside from the reconsolidation of GST and OldCo) on sales for the first three months of 2018 compared to the same period in 2017:

- Acquisition of Qualiseal Technology in the second quarter of 2017 in the Sealing Products segment; and
- Acquisition of Commercial Vehicle Components Co., Ltd. in the fourth quarter of 2017 in the Sealing Products segment

See below for additional discussion on segment sales and segment profits.

Corporate expenses for the first three months of 2018 increased \$1.2 million as compared to the same period in 2017. The increase was driven primarily by increased incentive compensation costs during the current quarter associated with higher projected attainment under our long-term incentive programs (\$0.9 million), and increased professional services costs (\$1.0 million) as compared to the first quarter of the prior year, offset in part by decreased share-based compensation expense (\$0.7 million) driven by the decreased fair value of certain awards accounted for as liabilities. Interest expense, net in the first three months of 2018 decreased by \$7.0 million as compared to the same period of 2017, primarily due to the elimination of interest expense on our notes payable to GST upon reconsolidation on July 31, 2017, offset partially by higher average outstanding indebtedness to unrelated parties in 2018.

Other expense, net in the first three months of 2018 decreased by \$3.7 million as compared to the same period of 2017, due mainly to a \$3.3 million increase in our reserve for environmental investigation and remediation costs in the first quarter of 2017 along with a \$0.8 million favorable year-over-year change in the components of pension and other postretirement benefits expense other than service cost.

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.

Net income was \$12.6 million, or \$0.58 per share, in the first three months of 2018 compared to net income of \$6.4 million, or \$0.30 per share, in the same period of 2017.

Following is a discussion of operating results for each segment during the first three months of 2018:

Sealing Products. Sales of \$231.9 million in the first three months of 2018 reflect a 29.3% increase compared to the \$179.3 million reported in the same period of 2017. Sales to third parties from the reconsolidated GST businesses were \$48.5 million. Excluding these sales, the benefit of acquisitions (\$3.1 million) and favorable foreign exchange translation (\$3.9 million), sales were down 1.6% or \$2.9 million. We experienced continued strength in semiconductor, aerospace, food & pharma, heavy-duty tractor and trailer builds, metals & mining, and general industrial. This positive momentum was partially offset by declines in nuclear demand and continued softness in industrial gas turbines.

Segment profit of \$23.7 million in the first three months of 2018 increased 16.2% from \$20.4 million reported in the same period of 2017. Operating margins for the segment decreased from 11.4% in the first three months of 2017 to 10.2% in the first three months of 2018. Segment profit from the reconsolidated GST businesses was \$7.5 million. Excluding this impact, the unfavorable year-over-year impact of acquisitions and acquisition-related costs (\$0.1 million), a year-over-year decrease in restructuring costs (\$0.3 million), and favorable foreign exchange translation (\$0.5 million), segment profit decreased \$5.0 million, or 24.3% compared to the prior year. Segment profit was negatively impacted by increased material procurement costs due to higher metals prices (\$1.6 million), unfavorable mix impact (\$1.1 million) driven mainly by a lower mix of aftermarket sales to total sales in the heavy-duty trucking market, and unusual charges associated with the heavy-duty trucking business including legal expenses, warranty expenses, and facility relocation costs.

Engineered Products. Sales in the first three months of 2018 increased 14.4% to \$85.9 million from \$75.1 million reported in the same period of 2017. Sales to third parties from the reconsolidated GST businesses were \$0.4 million. Excluding these sales and the impact of favorable foreign exchange translation (\$7.1 million), sales were up 4.4% or \$3.3 million primarily due to strength in the general industrial and European oil and gas markets, while sales in automotive and aerospace were relatively flat versus the prior year.

Segment profit in the first three months of 2018 was \$14.4 million compared to \$9.5 million in the same period of 2017, an increase of \$4.9 million, or 51.6%. Operating margins for the segment were 16.8%, which was up from the 12.6% reported in the first three months of 2017. Segment profit from the reconsolidated GST businesses was \$0.1 million. Excluding this impact, the impact of favorable foreign exchange translation (\$1.7 million), and increased restructuring costs (\$0.2 million), segment profit increased \$2.8 million, or 28.5%, driven mainly by the aforementioned sales volume increase.

Power Systems. Sales of \$52.1 million in the first three months of 2018 increased \$9.7 million, or 22.9%, from \$42.4 million in the same period of 2017. The increase includes sales to third parties from the reconsolidated GST businesses of \$1.5 million. The increase was driven by increased engine revenues (\$10.0 million), while aftermarket parts revenues increased slightly and services revenue decreased slightly. The increase in engine revenue was largely driven by higher production levels on the EDF program, engine sales for power generation in Puerto Rico, and increased activity on several naval programs.

The segment reported a profit of \$4.0 million in the first three months of 2018 compared to \$6.3 million in the first three months of 2017, a decrease of 36.5%. Operating margins for the segment were 7.7% in the first three months of 2018. Segment profit from the reconsolidated GST businesses was \$0.4 million. Segment profit was impacted by a higher proportion of lower margin engine revenue, including a \$3.9 million increase in zero margin revenue on the EDF contract over the prior year, versus higher margin aftermarket revenue. In the three months ended March 31, 2018, a \$3.2 million reduction in the loss reserve on the EDF contract was recognized compared to a \$0.5 million decrease to the total contract loss in the corresponding prior year period. The reduction of total EDF contract loss for the first three months of 2018 included \$1.7 million of favorability related to the strengthening of the Euro versus the U.S. Dollar during the quarter and \$1.5 million increase in total contract revenues resulting from a favorable

adjustment to future billing amounts as a result of a contractual cost indices adjustment. For the three months ended March 31, 2017, the decrease included \$1.6 million of favorability related to the strengthening of the Euro versus the U.S. Dollar during the quarter and a \$0.7 million increase in projected total contract revenues resulting from a favorable adjustment to future billing amounts as a result of contractual cost indices adjustment, partially offset by a \$1.8 million increase in total program costs.

Liquidity and Capital Resources

Cash requirements for, but not limited to, working capital, capital expenditures, acquisitions, and debt repayments have been funded from cash balances on hand, revolver borrowings and cash generated from operations. We are proactively pursuing acquisition opportunities. It is possible our cash requirements for one or more acquisition opportunities could exceed our cash balance at the time of closing. Should we need additional capital, we have resources available, which are discussed in this section under the heading “Capital Resources.”

As of March 31, 2018, we held all of our \$118.1 million of cash and cash equivalents outside of the United States. If the funds held outside the United States were needed for our operations in the U.S., we have several methods to repatriate without significant tax effects, including repayment of intercompany loans or distributions of previously taxed income. While our current plans do not demonstrate a need to repatriate cash to fund our U.S. operations and, as of March 31, 2018, we had current income tax receivables aggregating \$133.6 million due primarily to the planned carry back of our 2017 tax loss (driven by aggregate Trust funding of \$495.8 million) to prior years, the passage of the Tax Act has served as an incentive to repatriate accumulated foreign earnings, despite the foreign taxes that may result from such distributions.

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 \$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 February 2017, we received a private letter ruling from the Internal Revenue Service, in satisfaction of a condition of the Joint Plan, that the Trust established under the Joint Plan would be recognized as a “qualified settlement fund” under section 468B of the Internal Revenue Code, and any related regulations, and that amounts contributed to the Trust as contemplated by the Joint Plan would be deductible for federal income tax purposes in the year in which the contribution is made. Based on this ruling and section 162(a), we intend to deduct the total Trust funding of \$495.8 million on our 2017 federal income tax return.

The deduction for the Trust funding represents a substantial tax benefit. A portion of the benefit will offset 2017 taxable income and the balance, representing a net operating loss, will be carried back and offset against taxable income in the preceding ten years. This benefit will be realized through the filing of refund claims in conjunction with our 2017 federal tax return anticipated to be filed in the second quarter of 2018. We are currently finalizing our carryback claim and expect to receive an estimated federal refund of \$127.5 million by the end of 2018, subject to potential delay in the event of an IRS audit review. The carryback also generates foreign tax credits of \$30.8 million that will become available to offset our future federal income tax liabilities and are expected to be fully utilized by December 2020.

Cash Flows

Operating activities used \$20.0 million of cash in the first three months of 2018 compared to \$19.6 million in the same period last year. Lower net payments for interest and taxes in 2018 and contributions from higher segment profit, including from the reconsolidated GST businesses, were offset by pension contributions made this year, increased incentive compensation payouts in 2018 versus the prior year due to higher attainment levels for fiscal 2017 plans as compared to 2016, and by increased segment working capital requirements, also including from the reconsolidated GST businesses, in 2018.

Investing activities used \$15.2 million and \$16.6 million of cash during the first three months of 2018 and 2017, respectively, with increased capital expenditures (\$3.8 million) in 2018 offset by the \$4.8 million impact of the deconsolidation of OldCo in the first quarter of 2017.

Financing activities used \$36.9 million in cash in the first three months of 2018, primarily from \$15.4 million in cash used to repurchase shares, \$12.0 million in net repayments on our revolving credit facility, and \$5.3 million in dividends paid. Financing activities in the first three months of 2017 provided cash of \$37.5 million, primarily from

\$149.6 million in net proceeds from the offering of the Additional Notes, offset by \$105.2 million in net repayments on our revolving credit facility, \$3.6 million in cash used to repurchase shares, and \$4.7 million in dividends paid.

Capital Resources

Senior Secured Revolving Credit Facility. On August 28, 2014, we amended and restated the agreement governing our senior secured revolving credit facility (the “Credit Facility Amendment”). The Revolving Credit Facility expires in August 2019.

The Credit Facility Amendment provides for a five-year, \$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 and 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 at an annual rate of 0.25%, which rate is also subject to incremental increases and decreases based on a consolidated total leverage ratio.

The Credit Facility Amendment contains certain financial covenants and required financial ratios, including:

- a maximum consolidated total net leverage ratio of not more than 4.0 to 1.0 (with total debt, for the purposes of such ratio, to be net of up to \$75 million of unrestricted cash of EnPro Industries, Inc. and its domestic, consolidated subsidiaries); and
- a minimum consolidated interest coverage ratio of at least 2.5 to 1.0.

The Credit Facility Amendment contains affirmative and negative covenants (subject, in each case, to customary exceptions and qualifications), including covenants that limit our ability to, among other things:

- grant liens on our assets;
- incur additional indebtedness (including guarantees and other contingent obligations);
- make certain investments (including loans and advances);
- merge or make other fundamental changes;
- sell or otherwise dispose of property or assets;
- pay dividends and other distributions and prepay certain indebtedness;
- make changes in the nature of our business;
- enter into transactions with our affiliates;
- enter into burdensome contracts;
- make certain capital expenditures; and
- modify or terminate documents related to certain indebtedness.

We were in compliance with all covenants of the Credit Facility Amendment as of March 31, 2018.

The borrowing availability at March 31, 2018, under the Revolving Credit Facility was \$123.3 million, representing the full \$300 million amount of the Revolving Credit Facility less \$15.2 million reserved for outstanding letters of credit and \$161.5 million of outstanding borrowings.

Senior Notes. In September 2014, we issued \$300 million aggregate principal amount of our senior notes. A portion of the net proceeds of the offering of the senior notes was used to repay outstanding borrowings.

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 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.

As provided in the indenture governing the senior notes, we currently 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.

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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 Additional 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 for the senior notes. The debt premium is being amortized as a reduction to interest expense until the maturity date resulting in an effective interest rate of 5.660%.

Share Repurchase Program. 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 was \$17.5 million.

Critical Accounting Policies and Estimates

Revenue Recognition

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. 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, 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. We believe that this method is a faithful depiction of the transfer of goods pursuant to the new revenue recognition standard adopted in the first quarter of 2018 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.

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 may result in an increase or a decrease in operating income. Changes in estimates of net sales, cost of sales, and the related impact to operating income 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.

Please refer to our annual report on Form 10-K for the fiscal year ended December 31, 2017, for a complete list of our critical accounting policies and estimates.

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.

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 Coltec when Coltec sold a majority interest in Crucible Materials Corporation (the successor of Crucible) in 1985. EnPro Holdings, a direct subsidiary of EnPro, is the corporate successor to Coltec. 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.

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. 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. In addition, based on our prior ownership of Crucible, we may have additional contingent liabilities in one or more significant environmental matters, which are included in the 15 sites referred to above. Except with respect to specific Crucible environmental matters for which we have accrued a portion of the liability set forth above, we are unable to estimate a reasonably possible range of loss related to these contingent liabilities. See Note 16 to the Consolidated Financial Statements for additional information regarding our environmental contingencies and see the section titled "Crucible Steel Corporation a/k/a Crucible, Inc." in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

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, OldCo 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 quarter 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 the 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, related to Coltec's period of ownership of Crucible. Based on Coltec's prior ownership of Crucible, we may have certain other 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. See Note 16 to the Consolidated Financial Statements for information about certain liabilities relating to Coltec's ownership of Crucible.

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

Pursuant to the Joint Plan in the jointly administered GST Chapter 11 Case and the OldCo Chapter 11 Case described above in “—Overview and Outlook—Overview,” 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.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to certain market risks as part of our ongoing business operations, including risks from changes in foreign currency exchange rates and interest rates that could impact our financial condition, results of operations and cash flows. We manage our exposure to these and other market risks through regular operating and financing activities and through the use of derivative financial instruments. We intend to use derivative financial instruments as risk management tools and not for speculative investment purposes. For information about our interest rate risk, see “Quantitative and Qualitative Disclosures about Market Risk – Interest Rate Risk” in our annual report on Form 10-K for the year ended December 31, 2017.

Foreign Currency Risk

We are exposed to foreign currency risks that arise from normal business operations. These risks include the translation of local currency balances of our foreign subsidiaries, intercompany loans with foreign subsidiaries and transactions denominated in foreign currencies. Our objective is to control our exposure to these risks and limit the volatility in our reported earnings due to foreign currency fluctuations through our normal operating activities and, where appropriate, through foreign currency forward contracts and option contracts. The notional amount of foreign exchange contracts hedging foreign currency transactions was \$7.4 million and \$0.5 million at March 31, 2018 and December 31, 2017, respectively.

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-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 the same interest payment dates and maturity date as the senior notes. The cross currency swap agreements limit the impact of changes in the exchange rate on our cash flows.

At maturity, 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.

Commodity Risk

We source a wide variety of materials and components from a network of global suppliers. While such materials are typically available from numerous suppliers, commodity raw materials such as steel, engineered plastics, copper and polymers, are subject to price fluctuations, which could have a negative impact on our results. We strive to pass along such commodity price increases to customers to avoid profit margin erosion and utilize lean initiatives to further mitigate the impact of commodity raw material price fluctuations as we achieve improved efficiencies. We do not hedge commodity risk with any market risk sensitive instruments.

Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)). The purpose of our disclosure controls and procedures is to provide reasonable assurance that information required to be disclosed in our reports filed under the Exchange Act, including this report, is recorded, processed, summarized and reported within the time periods specified, and that such information is accumulated and communicated to our management to allow timely decisions regarding disclosure. Based on the controls evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified, and that management will be timely alerted to material information required to be included in our periodic reports filed with the Securities and Exchange Commission.

In addition, no change in our internal control over financial reporting has occurred during the quarter ended March 31, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II
OTHER INFORMATION

Item 1. Legal Proceedings.

A description of environmental and other legal matters is included in Note 16 to the Consolidated Financial Statements in this report, which is incorporated herein by reference. Those matters are also discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations. In addition to the matters noted and discussed in those sections of this report, 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 that 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.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table sets forth all purchases made by or on behalf of the Company or any "affiliated purchaser," as defined in Rule 10b-18(a)(3) under the Exchange Act, of shares of our common stock during each month in the first quarter of 2018.

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs
January 1 – January 31, 2018—	—	—	—	—
February 1 - February 28, 2018	—	—	—	—
March 1 – March 31, 2018	224,151	(1) \$75.96 (2)	(1) 223,574 (2)	(1) \$33,018,255 (1)
Total	224,151	(1) \$75.96 (2)	(1) 223,574 (2)	(1) \$33,018,255 (1)

On October 25, 2017, our board of directors authorized the repurchase of up to \$50.0 million of our outstanding common shares, and we announced the share repurchase authorization in a press release issued on October 30, 2017. Pursuant to this authorization, we purchased 223,574 shares at an average purchase price of \$75.96 per share during March 2018 (with \$33,018,255 remaining authority at quarter end).

In March 2018, a total of 577 shares were transferred to a rabbi trust that we established in connection with our Deferred Compensation Plan for Non-Employee Directors, pursuant to which non-employee directors may elect to defer directors' fees into common stock units. EnPro Holdings furnished these shares in exchange for management and other services provided by EnPro. Of these shares, 60 were valued at a price of \$79.10, the closing trading price of our common stock on March 21, 2018, and 517 of these shares were valued at a price of \$77.38 per share, the closing trading price of our common stock on March 31, 2018. Accordingly, the total 577 shares were valued at a weighted average price of \$77.56. We do not consider the transfer of shares from EnPro Holdings in this context to be pursuant to a publicly announced plan or program.

Item 6. Exhibits.

The exhibits to this report on Form 10-Q are listed in the accompanying Exhibit Index.

EXHIBIT INDEX

- 2.1 Modified Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Successor by Merger to Coltec Industries Inc dated May 20, 2016, as modified on June 21, 2016, July 29, 2016, December 2, 2016, April 3, 2017, May 14, 2017, May 19, 2017, June 8, 2017, and June 9, 2017, filed in the United States Bankruptcy Court for the Western District of North Carolina (Charlotte Division) (incorporated by reference to Exhibit 2.1 to the Form 8-K filed on July 31, 2017 by EnPro Industries, Inc. (File No. 001-31225))
- 31.1* Certification of Chief Executive Officer pursuant to Rule 13a – 14(a)/15d – 14(a)
- 31.2* Certification of Chief Financial Officer pursuant to Rule 13a – 14(a)/15d – 14(a)
- 32* Certification pursuant to Section 1350
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Taxonomy Extension Schema Document
- 101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* XBRL Taxonomy Extension Definitions Linkbase Document
- 101.LAB* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina on this 3rd day of May, 2018.

ENPRO INDUSTRIES, INC.

By: /s/ Robert S. McLean

Robert S. McLean
Executive Vice President, General Counsel
and Secretary

By: /s/ Steven R. Bower

Steven R. Bower
Senior Vice President, Chief Accounting Officer and
Controller