

ENPRO INDUSTRIES, INC  
Form 10-Q  
May 06, 2016

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2016

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

Commission File Number 001-31225

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

North Carolina 01-0573945  
(State or other jurisdiction (I.R.S. Employer  
of incorporation) Identification No.)

5605 Carnegie Boulevard, Suite 500, Charlotte, 28209  
North Carolina  
(Address of principal executive offices) (Zip Code)  
(704) 731-1500  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

As of May 2, 2016, there were 21,724,417 shares of common stock of the registrant outstanding, which does not include 195,068 shares of common stock held by a subsidiary of the registrant and accordingly are not entitled to be voted. There is only one class of common stock.



## PART I

## FINANCIAL INFORMATION

## Item 1. Financial Statements

## ENPRO INDUSTRIES, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

Quarters and Three Months Ended March 31, 2016 and 2015

(in millions, except per share amounts)

	2016	2015
Net sales	\$294.9	\$277.5
Cost of sales	197.3	187.7
Gross profit	97.6	89.8
Operating expenses:		
Selling, general and administrative	85.6	77.3
Asbestos settlement	80.0	—
Other	4.4	1.1
Total operating expenses	170.0	78.4
Operating income (loss)	(72.4 )	11.4
Interest expense	(13.3 )	(13.0 )
Interest income	0.2	0.1
Other expense	(1.6 )	(4.1 )
Loss before income taxes	(87.1 )	(5.6 )
Income tax benefit	40.3	4.0
Net loss	\$(46.8 )	\$(1.6 )
Comprehensive loss	\$(39.9 )	\$(17.8 )
Basic loss per share	\$(2.15 )	\$(0.07 )
Diluted loss per share	\$(2.15 )	\$(0.07 )

See notes to consolidated financial statements (unaudited).

ENPRO INDUSTRIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
Three Months Ended March 31, 2016 and 2015  
(in millions)

	2016	2015
<b>OPERATING ACTIVITIES</b>		
Net loss	\$(46.8 )	\$(1.6 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	7.4	7.2
Amortization	6.5	6.9
Loss on exchange and repurchase of convertible debentures	—	2.8
Asbestos settlement	80.0	—
Deferred income taxes	(44.5 )	1.5
Stock-based compensation	1.6	1.3
Other non-cash adjustments	1.6	0.6
Change in assets and liabilities, net of effects of acquisitions of businesses:		
Accounts receivable, net	(0.9 )	(4.1 )
Inventories	(0.6 )	(11.5 )
Accounts payable	(15.8 )	(1.2 )
Other current assets and liabilities	(12.4 )	(21.0 )
Other non-current assets and liabilities	(4.5 )	(2.4 )
Net cash used in operating activities	(28.4 )	(21.5 )
<b>INVESTING ACTIVITIES</b>		
Purchases of property, plant and equipment	(6.1 )	(9.1 )
Payments for capitalized internal-use software	(1.0 )	(1.1 )
Acquisitions, net of cash acquired	—	(30.6 )
Other	0.2	—
Net cash used in investing activities	(6.9 )	(40.8 )
<b>FINANCING ACTIVITIES</b>		
Proceeds from debt	112.8	42.2
Repayments of debt	(52.2 )	(23.3 )
Repurchase of common stock	(8.5 )	(47.4 )
Dividends paid	(4.6 )	(4.8 )
Repurchase of convertible debentures conversion option	—	(21.6 )
Other	(3.1 )	(2.0 )
Net cash provided by (used in) financing activities	44.4	(56.9 )
Effect of exchange rate changes on cash and cash equivalents	(1.7 )	(2.8 )
Net increase (decrease) in cash and cash equivalents	7.4	(122.0)
Cash and cash equivalents at beginning of period	103.4	194.2
Cash and cash equivalents at end of period	\$110.8	\$72.2
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$27.9	\$27.0
Income taxes, net	\$3.7	\$2.2
Non-cash investing and financing activities:		
Non-cash acquisitions of property, plant, and equipment	\$1.6	\$3.7
See notes to consolidated financial statements (unaudited).		



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

	March 31, 2016	December 31, 2015
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 110.8	\$ 103.4
Accounts receivable, net	215.3	212.5
Inventories	180.5	178.4
Prepaid expenses and other current assets	24.4	23.6
Total current assets	531.0	517.9
Property, plant and equipment, net	212.7	211.5
Goodwill	196.4	195.9
Other intangible assets, net	185.4	190.4
Investment in GST	236.9	236.9
Deferred income taxes and income tax receivable	153.9	109.3
Other assets	37.7	36.9
Total assets	\$1,554.0	\$ 1,498.8
<b>LIABILITIES AND EQUITY</b>		
Current liabilities		
Short-term borrowings from GST	\$ 27.5	\$ 24.3
Notes payable to GST	295.9	12.2
Current maturities of long-term debt	0.1	0.1
Accounts payable	88.0	101.5
Accrued expenses	110.8	140.6
Total current liabilities	522.3	278.7
Long-term debt	414.1	356.2
Notes payable to GST	—	271.0
Asbestos liability	110.0	30.0
Other liabilities	101.2	103.1
Total liabilities	1,147.6	1,039.0
Commitments and contingencies		
Shareholders' equity		
Common stock – \$.01 par value; 100,000,000 shares authorized; issued, 21,950,735 shares in 2016 and 22,046,647 shares in 2015	0.2	0.2
Additional paid-in capital	363.6	372.5
Retained earnings	91.1	142.5
Accumulated other comprehensive loss	(47.2)	(54.1)
Common stock held in treasury, at cost – 195,499 shares in 2016 and 196,593 shares in 2015	(1.3)	(1.3)
Total shareholders' equity	406.4	459.8
Total liabilities and equity	\$1,554.0	\$ 1,498.8

See notes to consolidated financial statements (unaudited).

ENPRO INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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

Overview

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

Basis of Presentation

The accompanying interim consolidated financial statements are unaudited, and certain related information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been omitted in accordance with Rule 10-01 of Regulation S-X. They were prepared following the same policies and procedures used in the preparation of our annual financial statements and reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of results for the periods presented. The Consolidated Balance Sheet as of December 31, 2015 was derived from the audited financial statements included in our annual report on Form 10-K for the year ended December 31, 2015. The results of operations for the interim periods are not necessarily indicative of the results for the fiscal year. These consolidated financial statements should be read in conjunction with our annual consolidated financial statements for the year ended December 31, 2015 included within our annual report on Form 10-K.

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

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

In the first quarter of 2016, we adopted a standard that amends existing guidance to require the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability instead of a deferred charge. As a result of adopting this standard retrospectively, \$4.7 million of debt issuance costs previously presented in other assets on the Consolidated Balance Sheet as of December 31, 2015 were reclassified as a reduction of long-term debt. In addition, we have revised our December 31, 2015 Condensed Consolidating Balance Sheet that is presented in our supplemental guarantor financial information. Refer to Note 17, "Supplemental Guarantor Financial Information" for more details about this revision.

Recently Issued Authoritative Accounting Guidance

In March 2016, a standard was issued to modify and simplify several aspects of accounting for share-based payment transactions. Changes to the current guidance primarily pertain to the income tax consequences of share-based payment transactions. Under the standard, all excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) should be recognized as income tax expense or benefit in the income statement. The tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur, regardless of whether the benefit reduces taxes payable in the current period. The full amount of excess tax benefits should be classified along with other income tax cash flows as an operating activity. When awards are settled, cash paid to the taxing authorities by an employer when directly withholding shares for tax withholding purposes will be classified as a financing activity. Additionally, with respect to forfeitures of awards, an entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. The amendments in this standard are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption permitted. We are currently evaluating the new guidance to determine the impact it will have on our consolidated financial statements.

In February 2016, a standard was issued to establish principles to report transparent and economically neutral information about the assets and liabilities that arise from leases. The standard will require lessees to recognize the lease assets and lease liabilities that arise from all leases in the statement of financial position and to disclose qualitative and quantitative information about lease transactions, such as information about variable lease payments and options to renew and terminate

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leases. The standard retains a distinction between finance leases and operating leases. As a result, the effect of leases in the statement of comprehensive income and the statement of cash flows is largely unchanged. Additionally, the guidance provides clarification on the definition of a lease, including alignment of the concept of control of an asset with principles in other authoritative guidance around revenue recognition and consolidation. The amendments in this guidance are effective for financial statements issued for interim and annual periods beginning after December 15, 2018, with early adoption permitted. We are currently evaluating the new guidance to determine the impact it will have on our consolidated financial statements.

In January 2016, a standard was issued that amends existing guidance around classification and measurement of certain financial assets and liabilities. Changes to the current GAAP model primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. Under the new guidance, all equity investments in unconsolidated entities (other than those accounted for using the equity method of accounting) will generally be measured at fair value through earnings. For equity investments without readily determinable fair values, the cost method is also eliminated. However, most entities will be able to elect to record equity investments without readily determinable fair values at cost, less impairment, and plus or minus subsequent adjustments for observable price changes. The standard also requires that financial assets and liabilities be disclosed separately in the notes to the financial statements based on measurement principle and form of financial asset. The amendments in this guidance are effective for financial statements issued for interim and annual periods beginning after December 15, 2017. This standard is not expected to have a significant impact on our consolidated financial statements or disclosures.

In July 2015, a standard was issued that simplifies the measurement of inventory by requiring certain inventory to be measured at the lower of cost or net realizable value. This will not apply to the portion of our inventory that is measured using the last-in, first-out method. The amendments in this guidance are effective for fiscal years beginning after December 15, 2016 and for interim periods therein, but early application is permitted. This standard is not expected to have a significant impact on our consolidated financial statements or disclosures.

In May 2014, a comprehensive new revenue recognition standard was issued that will supersede nearly all existing revenue recognition guidance. The new guidance introduces a five-step model in which an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance also requires disclosures sufficient to enable users to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers, including qualitative and quantitative disclosures about contracts with customers, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. The new standard will become effective for us beginning with the first quarter 2018. We are currently evaluating the new guidance, including possible transition alternatives, to determine the impact it will have on our consolidated financial statements.

## 2. Income Taxes

Our income tax expense and resulting effective tax rate are based upon the estimated annual effective tax rates applicable for the respective periods adjusted for the effect of items required to be treated as discrete interim period items, including losses generated in countries where we are projecting annual losses for which a deferred tax asset is not anticipated to be recognized. This effective tax rate is generally lower than U.S. statutory tax rates primarily due to the earnings in lower rate foreign jurisdictions where a significant portion of our income is taxed, and fluctuates based on the portion of our profits earned in each jurisdiction. In addition, the rate can be magnified by the near break-even pre-tax loss affected by normal permanent book and tax differences.

We recorded income tax benefit of \$40.3 million on pre-tax loss of \$87.1 million in the first quarter of 2016, resulting in an effective tax rate for the quarter of 46.3%. This rate generally fluctuates based on the portion of our profits earned within the U.S. versus lower rate foreign jurisdictions. In the first quarter of 2016, significant pre-tax losses were benefited in the US at a higher effective tax rate. Pre-tax profits outside the US resulted in proportionally lower

tax expense, thus the overall rate becomes skewed. Additionally, because the year-to-date ordinary loss exceeds the anticipated ordinary loss for the full year, the tax benefit recognized for the year-to-date loss is limited to the amount that would be recognized if the year-to-date ordinary loss were the anticipated ordinary loss for the full year.

During the first quarter of 2015, our effective tax rate was 71.7% as we recorded an income tax benefit of \$4.0 million on pre-tax loss of \$5.6 million. The volatility in the 2015 tax rate is primarily the result of the near break-even pretax loss affected by normal permanent book and tax differences, plus a significant discrete item that was recorded during the period. We released a valuation allowance in France where an entity has demonstrated sustained earnings to overcome a history of negative evidence. Although realization is not assured, management determined it was more likely than not that all of the deferred tax

asset would be realized. The full \$3.2 million benefit of this valuation allowance release was recorded as a discrete item in the first quarter of 2015.

### 3. Loss Per Share

	Three Months Ended March 31, 2016 2015 (in millions, except per share amounts)	
Numerator (basic and diluted):		
Net loss	\$(46.8)	\$(1.6 )
Denominator:		
Weighted-average shares – basic and diluted	21.8	23.8
Loss per share:		
Basic	\$(2.15)	\$(0.07)
Diluted	\$(2.15)	\$(0.07)

In the three months ended March 31, 2016 and March 31, 2015, there was a loss attributable to common shares. There were 0.2 million and 1.6 million of potentially dilutive shares excluded from the calculation of diluted earnings per share during those periods since they were antidilutive.

### 4. Inventories

	March 31/December 31, 2016 2015 (in millions)	
Finished products	\$111.1	\$ 110.2
Work in process	26.1	25.6
Raw materials and supplies	48.7	49.0
	185.9	184.8
Reserve to reduce certain inventories to LIFO basis	(11.3 )	(11.3 )
Manufacturing inventories	174.6	173.5
Incurred costs relating to long-term contracts	12.7	10.9
Progress payments related to long-term contracts	(6.8 )	(6.0 )
Net balance associated with completed-contract inventories	5.9	4.9
Total inventories	\$180.5	\$ 178.4

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

We use the last-in, first-out (“LIFO”) method of valuing certain of our inventories. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management’s estimates of expected year-end inventory levels and costs, which are subject to change until the final year-end LIFO inventory valuation.

Refer to Note 5, “Long-Term Contracts” for additional information about incurred costs and progress payments related to long-term contracts.



### 5. Long-Term Contracts

Additional information regarding engine contracts accounted for under the percentage-of-completion (“POC”) method is as follows:

	March 31, 2016	December 31, 2015
	(in millions)	
Cumulative revenues recognized on uncompleted POC contracts	\$285.7	\$ 215.0
Cumulative billings on uncompleted POC contracts	257.5	198.2
	\$28.2	\$ 16.8

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

	March 31, 2016	December 31, 2015
	(in millions)	
Accounts receivable, net (POC revenue recognized in excess of billings)	\$32.0	\$ 23.5
Accrued expenses (billings in excess of POC revenue recognized)	(3.8 )	(6.7 )
	\$28.2	\$ 16.8

Additional information regarding engine contracts accounted for under the completed-contract method is as follows:

	March 31, 2016	December 31, 2015
	(in millions)	
Incurred costs relating to long-term contracts	\$0.1	\$ 0.1
Progress payments related to long-term contracts	(1.0 )	(1.0 )
Net balance associated with completed-contract inventories	\$(0.9)	\$(0.9 )

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

Progress payments related to long-term contracts in the table above are either advanced billings or milestone billings to the customer on contracts accounted for under the completed-contract method. Upon shipment of the completed engine, revenue associated with the engine is recognized, and the incurred inventoried costs and progress payments are relieved.

At March 31, 2016 and December 31, 2015, progress payments related to long-term contracts shown above were in excess of incurred costs resulting in net liability balances. As such, the net liability balances are reflected in accrued expenses on the accompanying Consolidated Balance Sheets. Refer to Note 4, “Inventories” for additional information about incurred costs and progress payments related to long-term contracts for which the incurred costs exceeded the progress payments.

In addition to inventoried costs, we also make deposits and progress payments to certain vendors for long lead time manufactured components associated with engine projects. At March 31, 2016 and December 31, 2015, deposits and progress payments for long lead time components totaled \$1.9 million and \$1.8 million, respectively. These deposits and progress payments are classified in prepaid expenses and other current assets in the accompanying Consolidated Balance Sheets.

### 6. Goodwill and Other Intangible Assets

The changes in the net carrying value of goodwill by reportable segment for the three months ended March 31, 2016, are as follows:

	Sealing Products	Engineered Products	Power Systems	Total
	(in millions)			
Goodwill as of December 31, 2015	\$179.7	\$ 9.1	\$ 7.1	\$195.9
Change due to foreign currency translation	0.5	—	—	0.5
Goodwill as of March 31, 2016	\$180.2	\$ 9.1	\$ 7.1	\$196.4

The goodwill balances reflected above are net of accumulated impairment losses of \$27.8 million for the Sealing Products segment and \$154.8 million for the Engineered Products segment as of March 31, 2016 and December 31, 2015.

Identifiable intangible assets are as follows:

	As of March 31, 2016		As of December 31, 2015	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(in millions)			
Amortized:				
Customer relationships	\$213.3	\$ 116.1	\$212.5	\$ 112.0
Existing technology	62.9	28.0	63.0	26.9
Trademarks	35.8	19.1	35.3	18.4
Other	24.1	22.1	24.1	21.9
	336.1	185.3	334.9	179.2
Indefinite-Lived:				
Trademarks	34.6	—	34.7	—
Total	\$370.7	\$ 185.3	\$369.6	\$ 179.2

Amortization expense for the three months ended March 31, 2016 and 2015 was \$5.2 million and \$5.3 million, respectively.

#### 7. Accrued Expenses

	March 31, 2016		December 31, 2015	
	(in millions)			
Salaries, wages and employee benefits	\$33.6	\$ 42.8		
Interest	9.3	36.7		
Customer advances	6.0	8.9		
Income and other taxes	18.4	10.3		
Other	43.5	41.9		
	\$110.8	\$ 140.6		

#### 8. Related Party Transactions

The historical business operations of 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 is an inactive and insolvent indirect subsidiary of Coltec Industries Inc (“Coltec”), our direct subsidiary. Our subsidiaries’ exposure to asbestos litigation and their relationships with insurance carriers have been managed through another Coltec subsidiary, Garrison Litigation Management Group, Ltd. (“Garrison”). GST LLC, Anchor and Garrison are collectively referred to as “GST.”

On June 5, 2010 (the "Petition Date"), GST commenced an asbestos claims resolution process under Chapter 11 of the United States Bankruptcy Code, which is ongoing. The resulting deconsolidation of GST from our financial results,

discussed more fully in Note 15, "Garlock Sealing Technologies LLC and Garrison Litigation Management Group, Ltd." required certain intercompany indebtedness described below to be reflected on our Consolidated Balance Sheets.

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As of March 31, 2016 and December 31, 2015, Coltec Finance Company Ltd., a wholly-owned subsidiary of Coltec, had aggregate, short-term borrowings of \$27.5 million and \$24.3 million, respectively, from GST's subsidiaries in Mexico and Australia. These unsecured obligations were denominated in the currency of the lending party, and bear interest based on the applicable one-month interbank offered rate for each foreign currency involved.

Effective as of January 1, 2010, Coltec entered into an original issue amount \$73.4 million Amended and Restated Promissory Note due January 1, 2017 (the "Coltec Note") in favor of GST LLC, and our subsidiary Stemco LP entered into an original issue amount \$153.8 million Amended and Restated Promissory Note due January 1, 2017, in favor of GST LLC (the "Stemco Note", and together with the Coltec Note, the "Notes Payable to GST"). The Notes Payable to GST amended and replaced promissory notes in the same principal amounts which were initially issued in March 2005, and which matured on January 1, 2010. We are currently in the process of attempting to extend the maturity of the notes.

The Notes Payable to GST bear interest at 11% per annum, of which 6.5% is payable in cash and 4.5% is added to the principal amount of the Notes Payable to GST as payment-in-kind ("PIK") interest, with interest due on January 31 of each year. In conjunction with the interest payments in 2016 and 2015, \$18.4 million and \$17.6 million, respectively, was paid in cash and PIK interest of \$12.7 million and \$12.2 million, respectively, was added to the principal balance of the Notes Payable to GST. If GST LLC is unable to pay ordinary course operating expenses, under certain conditions, they can require Coltec and Stemco to pay in cash the accrued PIK interest necessary to meet such ordinary course operating expenses, subject to certain caps. The interest due under the Notes Payable to GST may be satisfied through offsets of amounts due under intercompany services agreements pursuant to which we provide certain corporate services, make available access to group insurance coverage to GST, make advances to third party providers related to payroll and certain benefit plans sponsored by GST, and permit employees of GST to participate in certain of our benefit plans.

The Coltec Note is secured by Coltec's pledge of certain of its equity ownership in specified U.S. subsidiaries. The Stemco Note is guaranteed by Coltec and secured by Coltec's pledge of its interest in Stemco. The Notes Payable to GST are subordinated to any obligations under our senior secured revolving credit facility described in Note 9, "Long-Term Debt - Revolving Credit Facility" under existing subordination agreements which subordinate GST LLC's right to receive payment of principal on the Notes Payable to GST to the prior payment in full of all obligations under such senior secured revolving credit facility.

We regularly transact business with GST through the purchase and sale of products. We also provide services for GST including information technology, supply chain, treasury, accounting and tax administration, legal, and human resources under a support services agreement. GST is included in our consolidated U.S. federal income tax return and certain state combined income tax returns. As the parent of these consolidated tax groups, we are liable for, and pay, income taxes owed by the entire group. We have agreed with GST to allocate group taxes to GST based on the U.S. consolidated tax return regulations and current income tax accounting guidance. This method generally allocates taxes to GST as if it were a separate taxpayer. As a result, we carry an income tax receivable from GST related to this allocation.

Amounts included in our consolidated financial statements arising from transactions with GST include the following:

Description	Consolidated Statements of Operations Caption	Three Months Ended	
		March 31, 2016	2015
		(in millions)	
Sales to GST	Net sales	\$6.7	\$6.1
Purchases from GST	Cost of sales	\$4.6	\$5.3
Interest expense to GST	Interest expense	\$8.3	\$7.8

Description Consolidated Balance Sheets Caption



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		March 31,	December 31,
		2016	2015
		(in millions)	
Due from GST	Accounts receivable, net	\$9.2	\$ 16.5
Income tax receivable from GST	Deferred income taxes and income tax receivable	\$106.3	\$ 100.6
Due from GST	Other assets	\$1.3	\$ 1.3
Due to GST	Accounts payable	\$7.7	\$ 8.0
Accrued interest to GST	Accrued expenses	\$8.1	\$ 31.2

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## 9. Long-Term Debt

### Senior Notes

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

The Senior Notes are unsecured, unsubordinated obligations of EnPro and mature on September 15, 2022. Interest on the Senior Notes accrues at a rate of 5.875% per annum and is payable semi-annually in cash in arrears on March 15 and September 15 of each year. The debt discount is being amortized through interest expense until the maturity date resulting in an effective interest rate of 6.0%. 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.

On or after September 15, 2017, we may, on any one or more occasions, redeem all or a part of the Senior Notes at specified redemption prices plus accrued and unpaid interest. In addition, we may redeem a portion of the aggregate principal amount of the Senior Notes before September 15, 2017 with the net cash proceeds from certain equity offerings at a specified redemption price plus accrued and unpaid interest, if any. We may also redeem some or all of the Senior Notes before September 15, 2017 at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, plus a “make whole” premium.

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.

### Revolving Credit Facility

We have a \$300 million senior secured revolving credit facility (the “Revolving Credit Facility”). Borrowings under the Revolving Credit Facility bear interest at an annual rate of LIBOR plus 2.00% or base rate plus 1.00%, although the interest rates under the Revolving Credit Facility are subject to incremental increases or decreases based on a consolidated total leverage ratio. In addition, a commitment fee accrues with respect to the unused amount of the Revolving Credit Facility.

EnPro and Coltec are the permitted borrowers under the Revolving Credit Facility. Each of our domestic, consolidated subsidiaries (other than GST and their respective subsidiaries, until they become consolidated subsidiaries in the future) are required to guarantee the obligations of the borrowers under the Revolving Credit Facility, and each of our existing domestic, consolidated subsidiaries (which does not include the domestic entities of GST) has provided such a guarantee.

Borrowings under the Revolving Credit Facility are secured by a first priority pledge of certain of our assets. The Revolving Credit Facility contains financial covenants and required financial ratios, including a maximum consolidated total net leverage and a minimum consolidated interest coverage as defined in the agreement. It also contains affirmative and negative covenants which are subject to customary exceptions and qualifications.

The borrowing availability under our Revolving Credit Facility at March 31, 2016 was \$170.4 million after giving consideration to \$9.8 million of outstanding letters of credit and \$119.8 million of outstanding revolver borrowings.

## 10. Pensions and Postretirement Benefits

The components of net periodic benefit cost for the Company’s U.S. and foreign defined benefit pension and other postretirement plans for the three months ended March 31, 2016 and 2015, are as follows:

	Pension Benefits		Other Benefits	
	2016	2015	2016	2015
	(in millions)			
Service cost	\$1.3	\$1.6	\$0.1	\$0.1
Interest cost	3.1	3.0	0.1	0.1
Expected return on plan assets	(4.4 )	(4.7 )	—	—
Amortization of net loss	1.7	1.9	—	—
Deconsolidation of GST	(0.1 )	(0.2 )	—	—
Net periodic benefit cost	\$1.6	\$1.6	\$0.2	\$0.2

We do not anticipate making any contributions to our U.S. defined benefit pension plans in the year ending December 31, 2016.

#### 11. Shareholders' Equity

In 2015, we adopted a policy under which we intend to declare regular quarterly cash dividends on our common stock, as determined by our board of directors, after taking into account our cash flows, earnings, financial position and other relevant matters. In accordance with this policy, total dividend payments of \$4.6 million were made during the three months ended March 31, 2016. Cash dividends declared per common share were \$0.21 for the three months ended March 31, 2016.

On May 3, 2016, our board of directors authorized a dividend of \$0.21 per share, payable on June 15, 2016 to all shareholders of record as of June 1, 2016.

In October 2015, 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, 2016, we repurchased 0.2 million shares for \$8.8 million. \$8.5 million of share repurchases settled during the quarter.

Subsequent to March 31, 2016, the remaining purchases above settled and we repurchased additional shares for \$2.5 million through May 5, 2016.

#### 12. Business Segment Information

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

Our Sealing Products segment designs, manufactures and sells sealing products, including: metallic, non-metallic and composite material gaskets, dynamic seals, compression packing, resilient metal seals, elastomeric seals, hydraulic components, expansion joints, flange sealing and isolation products, pipeline casing spacers/isolators, casing end seals, modular sealing systems for sealing pipeline penetrations, hole forming products, manhole infiltration sealing systems, bellows and bellows assemblies, pedestals for semiconductor manufacturing, PTFE products, and heavy duty truck parts used in the wheel-end, braking, suspension, and tire & mileage optimization systems.

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

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

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

assets, and income

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taxes are not included in the computation of segment profit. The accounting policies of the reportable segments are the same as those for EnPro.

Segment operating results and other financial data for three months ended March 31, 2016 and 2015 were as follows:

	2016	2015
	(in millions)	
Sales		
Sealing Products	\$ 172.2	\$ 160.9
Engineered Products	73.7	77.2
Power Systems	50.0	40.2
	295.9	278.3
Intersegment sales	(1.0 )	(0.8 )
Net sales	\$ 294.9	\$ 277.5
Segment Profit		
Sealing Products	\$ 14.7	\$ 18.0
Engineered Products	2.1	3.4
Power Systems	1.2	0.6
Total segment profit	18.0	22.0
Corporate expenses	(9.0 )	(9.8 )
Asbestos settlement	(80.0 )	—
Interest expense, net	(13.1 )	(12.9 )
Other expense, net	(3.0 )	(4.9 )
Loss before income taxes	\$(87.1 )	\$(5.6 )

Segment assets are as follows:

	March 31,	December 31,
	2016	2015
	(in millions)	
Sealing Products	\$ 637.2	\$ 631.7
Engineered Products	239.8	231.5
Power Systems	161.0	162.2
Corporate	516.0	473.4
	\$ 1,554.0	\$ 1,498.8

### 13. Fair Value Measurements

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

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

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

Level 3: Unobservable inputs that reflect our own assumptions.

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

	Fair Value Measurements as of	
	March 31, 2016	December 31, 2015
	(in millions)	
Assets		
Cash equivalents:		
Time deposits	27.3	24.2
Deferred compensation assets	6.0	5.4
	\$ 33.3	\$ 29.6

Liabilities

Deferred compensation liabilities \$ 7.2 \$ 6.6

Our cash equivalents and deferred compensation assets and liabilities are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices.

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

	March 31, 2016		December 31, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(in millions)			
Long-term debt	\$414.2	\$430.9	\$356.3	\$360.3
Notes payable to GST	\$295.9	\$296.8	\$283.2	\$281.7

The fair values for long-term debt are based on quoted market prices for identical liabilities, but these would be considered Level 2 computations because the market is not active. The notes payable to GST computations would be considered Level 2 since they are based on rates available to us for debt with similar terms and maturities.

14. Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss by component (after tax) for the three months ended March 31, 2016 are as follows:

(in millions)	Unrealized Translation Adjustments	Pension and Other Postretirement Plans	Total
Beginning balance	\$ (4.9 )	\$ (49.2 )	\$(54.1)
Other comprehensive income before reclassifications	5.9	—	5.9
Amounts reclassified from accumulated other comprehensive loss	—	1.0	1.0
Net current-period other comprehensive income	5.9	1.0	6.9
Ending balance	\$ 1.0	\$ (48.2 )	\$(47.2)

Changes in accumulated other comprehensive loss by component (after tax) for the three months ended March 31, 2015 are as follows:

(in millions)	Unrealized Translation Adjustments	Pension and Other Postretirement Plans	Total
Beginning balance	\$ 17.0	\$ (51.1 )	\$(34.1)

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Other comprehensive loss before reclassifications	(17.5	)	—	(17.5	)
Amounts reclassified from accumulated other comprehensive loss	—		1.3	1.3	
Net current-period other comprehensive income (loss)	(17.5	)	1.3	(16.2	)
Ending balance	\$ (0.5	)	\$ (49.8	)	\$ (50.3)

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Reclassifications out of accumulated other comprehensive loss for the three months ended March 31, 2016 and 2015 are as follows:

Details about Accumulated Other Comprehensive Income Components (in millions)	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Statement of Operations Caption
	2016	2015	
Amortization of pension and other postretirement plans:			
Actuarial losses	\$ 1.7	\$ 1.9	(1)
Tax benefit	(0.7 )	(0.6 )	Income tax expense
Net of tax	\$ 1.0	\$ 1.3	

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

#### 15. Garlock Sealing Technologies LLC and Garrison Litigation Management Group, Ltd.

On the Petition Date, GST LLC, Anchor and Garrison filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court (the "Bankruptcy Court"). The filings were the initial step in a claims resolution process, which is ongoing. The goal of the process is an efficient and permanent resolution of all pending and future asbestos claims through court approval of a plan of reorganization that will establish a facility to resolve and pay all GST asbestos claims. As described below, on March 17, 2016, we announced that we had reached a comprehensive consensual settlement to resolve current and future asbestos claims.

In November 2011, GST filed an initial proposed plan of reorganization with the Bankruptcy Court. GST's initial plan called for a trust to be formed, to which GST and affiliates would contribute \$200 million and which would be the exclusive remedy for future asbestos personal injury claimants – those whose claims arise after confirmation of the plan. The initial proposed plan provided that each present asbestos personal injury claim (any pending claim or one that arises between the Petition Date and plan confirmation) would be assumed by reorganized GST and resolved either by settlement, pursuant to a matrix contained in the proposed plan or as otherwise agreed, or by payment in full of any final judgment entered after trial in federal court. The initial proposed plan was revised and replaced by GST's first amended proposed plan of reorganization filed in May 2014.

On April 13, 2012, the Bankruptcy Court granted a motion by GST for the Bankruptcy Court to estimate the allowed amount of present and future asbestos claims against GST for mesothelioma, a rare cancer attributed to asbestos exposure, for purposes of determining the feasibility of a proposed plan of reorganization. The estimation trial began on July 22, 2013 and concluded on August 22, 2013.

On January 10, 2014, Bankruptcy Judge George Hodges announced his estimation decision in a 65-page order. Citing with approval the methodology put forth by GST at trial, the judge determined that \$125 million is the amount sufficient to satisfy GST's liability for present and future mesothelioma claims. Judge Hodges adopted GST's "legal liability" approach to estimation, focused on the merits of claims, and rejected asbestos claimant representatives' approach, which focused solely on GST's historical settlement history. The judge's liability determination is for mesothelioma claims only. The court has not yet determined amounts for GST's liability for other asbestos claims and for administrative costs that would be required to review and process claims and payments, which will add to the amount.

In his opinion, Judge Hodges wrote, "The best evidence of Garlock's aggregate responsibility is the projection of its legal liability that takes into consideration causation, limited exposure and the contribution of exposures to other products."

The decision validated the positions that GST had been asserting for the more than four years it had been in the Chapter 11 process. Following are several important findings in the opinion:

- Garlock's products resulted in a relatively low exposure to asbestos to a limited population, and its legal responsibility for causing mesothelioma is relatively de minimis.
- Chrysotile, the asbestos fiber type used in almost all of Garlock's asbestos products, is far less toxic than other forms of asbestos. The court found reliable and persuasive Garlock's expert epidemiologist, who testified that there is no statistically significant association between low dose chrysotile exposure and mesothelioma.





- The population that was exposed to Garlock's products was necessarily exposed to far greater quantities of higher potency asbestos from the products of others.
- The estimates of Garlock's aggregate liability that are based on its historic settlement values are not reliable because those values are infected with the impropriety of some law firms and inflated by the cost of defense.

In June 2014, the official committee representing current asbestos claimants (the "Current Asbestos Claimants' Committee") in GST's Chapter 11 proceedings filed a motion with the Bankruptcy Court asking the court to re-open the estimation process for further discovery and alleging that GST misled the court in various respects during the estimation trial. On December 4, 2014, the Bankruptcy Court denied the Current Asbestos Claimants' Committee's motion to re-open.

In May 2014, GST filed its first amended proposed plan of reorganization. The first amended plan provided \$275 million in total funding for (a) present and future asbestos claims against GST that have not been resolved by settlement or verdict prior to the Petition Date, and (b) administrative and litigation costs.

On January 14, 2015, we announced that GST and we had reached agreement with the court-appointed representative of future asbestos claimants (the "Future Claimants' Representative") in GST's Chapter 11 proceedings that included a second amended plan of reorganization. The second amended plan was filed with the Bankruptcy Court on January 14, 2015 and superseded the prior plans filed by GST. The Future Claimants' Representative agreed to support, recommend and vote in favor of the second amended plan.

The second amended plan would provide for the establishment of two facilities – a settlement facility (which would receive \$220 million from GST and \$30 million from Coltec, as part of the "Parent Settlement" described below, upon consummation of the second amended plan and additional contributions from GST aggregating \$77.5 million over the seven years) and a litigation fund (which would receive \$30 million from GST) to fund the defense and payment of claims of claimants who elect to pursue litigation under the second amended plan rather than accept the settlement option under the second amended plan. Funds contained in the settlement facility and the litigation fund would provide the exclusive remedies for current and future GST asbestos claimants other than claimants whose claims had been resolved by settlement or verdict prior to the Petition Date and were not paid prior to the Petition Date. The second amended plan would provide that GST would pay in full claims that had been resolved by settlement or verdict prior to the Petition Date that were not paid prior to the Petition Date (with respect to claims resolved by verdict, such payment will be made only to the extent the verdict becomes final). The second amended plan would provide that if the actual amount of claims that had been resolved by settlement or verdict prior to the Petition Date that were not paid prior to the Petition Date is less than \$17.0 million GST would contribute the difference to the settlement facility. In addition, the second amended plan would provide that, during the 40-year period following confirmation of the second amended plan, GST would, if necessary, make supplementary annual contributions, subject to specified maximum annual amounts that decline over the period, to maintain a specified balance at specified dates of the litigation fund. Under the second amended plan, the maximum aggregate amount of all such contingent supplementary contributions over that period would be \$132 million. GST and we believe that initial contributions to the litigation fund under the second amended plan would likely be sufficient to permit the balance of that facility to exceed the specified thresholds over the 40-year period and, accordingly, that the low end of a range of reasonably possible loss associated with these contingent supplementary contributions would be \$0. The second amended plan includes provisions referred to as the "Parent Settlement" for the resolution and extinguishment of any and all alleged derivative claims against us based on GST asbestos products and entry of an injunction that would permanently protect us from the assertion of such claims. As consideration for the Parent Settlement, (a) Coltec would contribute \$30 million of the amount proposed to be paid into the settlement facility to pay future claimants, (b) Coltec will fund Anchor's costs of dissolution (up to \$500,000), (c) EnPro would guarantee all contributions to the settlement facility and litigation fund by GST after the effective date of consummation of the second amended plan, and (d) Coltec and its affiliates would subordinate their interests in certain insurance coverage to GST's obligations to make payments to the settlement facility and litigation fund after the effective date of consummation of the second amended plan. Under the terms of the second amended plan, we would retain 100% of the equity interests of GST LLC. The second amended plan would also provide for the extinguishment of any derivative claims against us based on GST asbestos products and operations, but would not protect us or our other subsidiaries, including Coltec, from non-derivative

asbestos claims. The Current Asbestos Claimants Committee and their law firms opposed the second amended plan of reorganization.

While the Future Claimants' Representative has agreed to support the second amended plan of reorganization, GST continued to seek a consensual resolution that would also be acceptable to representatives of current asbestos claimants. On March 17, 2016, we announced that we had reached a comprehensive consensual settlement to resolve current and future asbestos claims. The settlement was reached with both the Future Claimants' Representative and the Current Asbestos Claimants' Committee, as well as with ad-hoc representatives for current and future asbestos claimants (the "Coltec Representatives") against Coltec. The terms of the settlement are set forth in the Term Sheet for Permanent Resolution of All

Present and Future GST Asbestos Claims and Coltec Asbestos Claims dated March 17, 2016 among EnPro, Coltec, GST, the Current Asbestos Claimants' Committee, the Future Claimants' Representative and the Coltec Representatives included as Exhibit 99.2 to our Form 8-K furnished to the Securities and Exchange Commission on March 18, 2016. Under the settlement, the Current Asbestos Claimants' Committee, the Future Claimants' Representative and the Coltec Representatives agreed to join GST and Coltec in proposing a joint plan of reorganization (the "Joint Plan") that incorporates the settlement and to ask asbestos claimants and the court to approve the plan. The Joint Plan, which when filed with the Bankruptcy Court will be subject to approval by a vote of at least 75% of asbestos claimants in favor of the plan and by the Bankruptcy Court and the U.S. District Court for the Western District of North Carolina (the "District Court"), would permanently resolve all current and future asbestos claims against GST and Coltec, and would protect all of EnPro and its subsidiaries from those claims, under Section 524(g) of the U.S. Bankruptcy Code. We anticipate that the Joint Plan will be filed with the Bankruptcy Court during the second quarter of 2016. When filed, the Joint Plan will supersede GST's second amended plan of reorganization.

If the Joint Plan is approved by asbestos claimants, the settlement contemplates that, as an appropriate and necessary step to facilitate the implementation of the settlement and not to delay or hinder creditors or the resolution of claims, Coltec will, subject to the receipt of necessary consents, undergo a corporate restructuring in which all of its significant operating assets and subsidiaries, which include each of our major business units, would be transferred into a new direct EnPro subsidiary ("New Coltec"), which would also assume all of Coltec's non-asbestos liabilities. The restructured Coltec ("OldCo") would retain responsibility for all asbestos claims and rights to certain insurance assets. Upon completion of the restructuring, the settlement contemplates that OldCo will file a pre-packaged Chapter 11 bankruptcy petition, which we expect will be administered with GST's Chapter 11 proceedings. While no current EnPro subsidiary other than GST LLC and Anchor has ever made indemnity payments to asbestos claimants, thousands of claims have been made in the past against Coltec and its present and former businesses based on alleged exposure to asbestos-containing gaskets and other components in equipment sold by those businesses. Coltec and its insurers have spent several million dollars defending those claims, and several thousand cases currently pending have been stayed during the pendency of GST's Chapter 11 proceedings.

The Joint Plan contemplated by the settlement will provide for the establishment of a trust (the "Trust") to be fully funded within a year of consummation of the Joint Plan. The Trust is to be funded (i) with aggregate cash contributions by GST LLC and Garrison of \$370 million made at the effective date of the Joint Plan and (ii) by the contribution made by OldCo at the effective date of consummation of the Joint Plan of \$30 million in cash and an option, exercisable one-year after the effective date of consummation of the Joint Plan, 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 effective date and 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 effective date and (iii) by the obligation under the Joint Plan of New Coltec (which would be the parent of OldCo immediately prior to the effective date and is to be the survivor of a merger of OldCo into New Coltec contemplated by the Joint Plan to be effective on the effective date) to make a deferred contribution of \$60 million in cash no later than one year after the effective date of the Joint Plan. This deferred contribution is to be guaranteed by EnPro and secured by a pledge of 50.1% of the outstanding voting equity interests of GST LLC and Garrison. It is contemplated that the Joint Plan will permit, at our election, any of these contributions to be funded by EnPro or any affiliate of EnPro. Under the Joint Plan, the Trust would assume responsibility for all present and future asbestos claims arising from the operations or products of GST or Coltec/OldCo. Under the Joint Plan, all non-asbestos creditors would be paid in full and EnPro would retain ownership of OldCo, GST LLC and Garrison. The settlement includes a number of conditions to the consummation of the Joint Plan, including that the plan documents (including the Joint Plan) are approved by EnPro, Coltec, GST, Current Asbestos Claimants' Committee, the Future Claimants' Representative and the Coltec Representatives, that 75% of the holders of asbestos claims vote in favor of the Joint Plan, and that the Joint Plan be approved by the Bankruptcy Court and the District Court. In addition, EnPro, Coltec and GST's obligations to proceed with the settlement are conditioned upon:

• receipt of amendments, consents and waivers (the "Restructuring Consents") as may be necessary under any binding agreements to permit the transactions and actions, including the restructuring of Coltec, outlined in an attachment to

the settlement;

entry by EnPro, Coltec, GST and Garlock of Canada Ltd (an indirect subsidiary of GST LLC) into a written agreement, to be consummated concurrently with the effective date of consummation of the Joint Plan, with the Canadian provincial workers' compensation boards (the "Provincial Boards") resolving all remedies the Provincial Boards may possess under Canadian law or in the United States under U.S. law against Garlock of Canada Ltd, GST, Coltec or any of their affiliates, including releases and covenants not to sue, for any present or future asbestos-related claim, which agreement is approved by the Bankruptcy Court following notice to interested parties (or the Bankruptcy Court concludes that its approval is not required); and

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receipt of a private letter ruling from the IRS that the Trust will be recognized as a “designated settlement fund” or “qualified settlement fund” under section 468B of the Internal Revenue Code, and any related regulations (or, if such a ruling is not available, a legal opinion satisfactory in form and substance to us that the IRS will so recognize the Trust).

The confirmation and consummation of the Joint Plan, and accordingly the final resolution of asbestos claims against GST and Coltec in accordance with the Joint Plan, are subject to a number of risks and uncertainties, which could have the effect of delaying or preventing the confirmation and consummation of the Joint Plan, increasing our costs in connection with effecting the settlement and the consummation of the Joint Plan or reducing the benefit to us related to the consummation of the Joint Plan. In light of these risks and uncertainties, we cannot assure you that the Joint Plan, as contemplated by the settlement, will be consummated on the time schedule that we anticipate or at all, or if consummated that we will recognize all benefits from the consummation of the Joint Plan that we anticipate.

#### Financial Results

Condensed combined financial information for GST is set forth below, presented on a historical cost basis.

GST

(Debtor-in-Possession)

Condensed Combined Statements of Operations (Unaudited)

(in millions)

	Three Months Ended March 31,	
	2016	2015
Net sales	\$51.1	\$54.2
Cost of sales	32.5	33.8
Gross profit	18.6	20.4
Operating expenses:		
Selling, general and administrative	10.7	10.7
Asbestos-related	49.8	(0.2 )
Other	—	0.1
Total operating expenses	60.5	10.6
Operating income (loss)	(41.9 )	9.8
Interest income, net	8.4	8.0
Income before reorganization expenses and income taxes	(33.5 )	17.8
Reorganization expenses	(6.1 )	(3.5 )
Income (loss) before income taxes	(39.6 )	14.3
Income tax benefit (expense)	14.2	(4.8 )
Net income (loss)	\$(25.4)	\$9.5
Comprehensive income (loss)	\$(22.3)	\$6.5

GST  
(Debtor-in-Possession)  
Condensed Combined Statements of Cash Flows (Unaudited)  
Three Months Ended March 31, 2016 and 2015  
(in millions)

	2016	2015
Net cash provided by operating activities	\$10.5	\$11.1
Investing activities		
Purchases of property, plant and equipment	(2.0 )	(1.0 )
Net payments on loans to affiliates	(2.9 )	(0.8 )
Other	(0.1 )	0.1
Net cash used in investing activities	(5.0 )	(1.7 )
Effect of exchange rate changes on cash and cash equivalents	1.4	(1.4 )
Net increase in cash and cash equivalents	6.9	8.0
Cash and cash equivalents at beginning of period	71.9	66.0
Cash and cash equivalents at end of period	\$78.8	\$74.0

GST  
(Debtor-in-Possession)  
Condensed Combined Balance Sheets (Unaudited)  
(in millions)

	March 31, 2016	December 31, 2015
Assets:		
Current assets	\$ 679.2	\$ 406.1
Asbestos insurance receivable	62.0	62.0
Deferred income taxes	127.4	105.6
Notes receivable from affiliate	—	271.0
Other assets	68.0	67.8
Total assets	\$ 936.6	\$ 912.5
Liabilities and Shareholder's Equity:		
Current liabilities	\$ 31.5	\$ 40.5
Other liabilities	120.2	114.4
Liabilities subject to compromise (A)	388.6	339.1
Total liabilities	540.3	494.0
Shareholder's equity	396.3	418.5
Total liabilities and shareholder's equity	\$ 936.6	\$ 912.5

(A) Liabilities subject to compromise include pre-petition unsecured claims which may be resolved at amounts different from those recorded in the condensed combined balance sheets. Liabilities subject to compromise consist principally of asbestos-related claims. Per the terms of the comprehensive settlement agreement with the appointed committee representing current asbestos claimants and the court-appointed representative of future claimants in the GST asbestos claims resolution process pending before the Bankruptcy Court, GST has accrued \$387.0 million as of March 31, 2016 for asbestos related claims. The accrual consists of (a) \$370 million to be contributed to the trust for present and future asbestos claims against GST plus litigation and administrative expenses, and (b) an estimate of \$17.0 million for the resolution of all current and future Canadian asbestos claims alleging disease resulting in whole or in part from exposure to GST asbestos-containing products. See Note 16, "Commitments and Contingencies - Asbestos - Liability Estimate."





## 16. Commitments and Contingencies

### General

A description of environmental, asbestos 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 14 sites where the future cost per site for us or our subsidiary is expected to exceed \$100,000. Investigations have been completed for 10 sites and are in progress at the other 4 sites. Our costs at a majority of these sites relate to remediation projects at former operating facilities that were sold or closed and primarily deal with soil and groundwater contamination.

Our policy is to accrue environmental investigation and remediation costs when it is probable that a liability has been incurred and the amount can be reasonably estimated. The measurement of the liability is based on an evaluation of currently available facts with respect to each individual situation and takes into consideration factors such as existing technology, presently enacted laws and regulations and prior experience in remediation of contaminated sites.

Liabilities are established for all sites based on these factors. As assessments and remediation progress at individual sites, these liabilities are reviewed periodically and adjusted to reflect additional technical data and legal information. As of March 31, 2016 and December 31, 2015, we had accrued liabilities of \$18.0 million and \$16.8 million, respectively, for estimated future expenditures relating to environmental contingencies. These amounts have been recorded on an undiscounted basis in the Consolidated Balance Sheets. Given the uncertainties regarding the status of laws, regulations, enforcement policies, the impact of other parties potentially being liable, technology and information related to individual sites, we do not believe it is possible to develop an estimate of the range of reasonably possible environmental loss in excess of our recorded liabilities.

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

Based on our prior ownership of Crucible Steel Corporation a/k/a Crucible, Inc. (“Crucible”), we may have additional contingent liabilities in one or more significant environmental matters. One such matter, which is included in the 14 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. The United States Environmental Protection Agency (the “EPA”) has notified Coltec 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 8 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.

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 the fourth quarter of 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 notified the Company 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 the Company that it had claims against Coltec related to investigation and remediation at the Onondaga Site, and on May 4, 2016, we received from Honeywell a summary of its claims. In addition, the Company has 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. We have entered into tolling agreements with NYSDEC, the EPA and Honeywell. 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.

Except with respect to specific Crucible environmental matters for which we have accrued a portion of the liability set forth above, including the Lower Passaic River Study Area, we are unable to estimate a reasonably possible range of loss related to any other contingent environmental liability based on our prior ownership of Crucible.

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

In addition to the Crucible environmental matters discussed above, Coltec has received a notice from the EPA asserting that Coltec is a potentially responsible party under 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. At this time, we have limited information regarding the sites, including whether any potential remediation may be required. As such, we cannot estimate a reasonably possible range of loss associated with cleanup at these sites, however, during the year ended December 31, 2015, we reserved \$1.1 million for the minimum amount of probable loss associated with the first two sites identified by the EPA, including the cost of the investigative work to be conducted at such sites.

In connection with the former operation of a division of Colt Industries Inc., located in Water Valley, Mississippi, which Coltec divested to Borg Warner in 1996, Coltec has been managing trichloroethylene soil and groundwater contamination at the site, which is included in the 14 sites referred to above. In February 2016, the Mississippi Department of Environmental Quality (MDEQ) issued an order against EnPro requiring evaluation of potential vapor intrusion into residential homes and commercial facilities located over the groundwater plume as well as requiring additional groundwater investigation and remediation. MDEQ performed the initial vapor intrusion investigations, with the findings all being below the applicable screening level. The parties have since entered into a new order stating that MDEQ will perform a second round of seasonable vapor intrusion testing in the summer of 2016 and including negotiated time frames for groundwater remediation. As a result of these recent developments, we reserved an additional \$1.3 million to account for the investigation, additional remediation and long-term active monitoring necessary to comply with the orders. In addition, it is our understanding that area homeowners, owners of commercial facilities and the local county government have engaged legal counsel to separately evaluate potential vapor intrusion

and possible legal action.

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

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and cash flows. Coltec also has ongoing obligations, which are included in other liabilities in our Consolidated Balance Sheets, with regard to workers' compensation, retiree medical and other retiree benefit matters that relate to Coltec's periods of ownership of these operations.

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.

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 additional contingent liabilities, including liabilities in one or more significant environmental matters included in the matters discussed in "Environmental" above. We are investigating these matters. Except with respect to those matters for which we have an accrued liability as discussed in "Environmental" above, we are unable to estimate a reasonably possible range of loss related to these contingent liabilities.

#### Warranties

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

Changes in the carrying amount of the product warranty liability for the three months ended March 31, 2016 and 2015 are as follows:

	2016	2015
	(in millions)	
Balance at beginning of year	\$4.8	\$3.5
Net charges to expense	1.3	1.1
Settlements made	(1.6)	(0.4)
Balance at end of period	\$4.5	\$4.2

#### BorgWarner

A subsidiary of BorgWarner Inc. ("BorgWarner") has asserted claims against GGB France E.U.R.L. ("GGB France") with respect to certain bearings supplied by GGB France to BorgWarner and used by BorgWarner in manufacturing hydraulic control units included in motor vehicle automatic transmission units. BorgWarner and GGB France are participating in a technical review before a panel of experts to determine, among other things, whether there were any defects in the bearings and whether any defect caused the damages claimed by BorgWarner, which technical review is a required predicate to the commencement of a legal proceeding for damages. On October 14, 2014, BorgWarner filed a writ of claims with the Commercial Court of Brive-la-Gaillarde in France seeking monetary damages. On December 19, 2014, BorgWarner initiated "fast track" proceedings, which is a French legal process typically used for uncontested claims. On January 30, 2015, GGB France filed a writ of response challenging BorgWarner's attempt to use the "fast track" process and, on February 4, 2015, GGB France filed a writ of response seeking to stay the proceedings on the merits pending the completion of the technical review. On April 2, 2015, the Commercial Court at Brive-la-Gaillarde rejected BorgWarner's request for "fast track" proceedings. The final report of the expert panel is anticipated to be issued in or around the third quarter of 2016. We believe that GGB France has valid factual and legal defenses to these claims and we are vigorously defending these claims. At this point in the technical review process we are unable to estimate a reasonably possible range of loss related to these claims.

#### AVL

On December 17, 2014, AVL Powertrain Engineering, Inc. ("AVL") filed a lawsuit against Fairbanks Morse alleging damages in connection with a contract dated August 28, 2008 between AVL and Fairbanks Morse pursuant to which AVL conducted engine testing services for certain AVL customers at certain of Fairbanks Morse's facilities in Beloit,

Wisconsin during the 2010 to 2012 time period. AVL claimed that it was unable to conduct its desired level of engine testing and asserted alternative damages theories based on rescission and lost profits. On April 21, 2016, Fairbanks Morse agreed to pay AVL \$2.7 million to settle the lawsuit, in advance of a jury trial scheduled to begin on April 25, 2016 in the United States District Court for the Western District of Wisconsin. Our settlement decision followed certain negative developments that occurred in the

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weeks prior to the scheduled trial, including adverse pre-trial rulings and information obtained during the latter stages of discovery. The effect of this settlement is reflected in selling, general and administrative expense on the accompanying Consolidated Statements of Operations.

#### Asbestos

**Background on Asbestos-Related Litigation.** The historical business operations of GST LLC and Anchor resulted in a substantial volume of asbestos litigation in which plaintiffs alleged personal injury or death as a result of exposure to asbestos fibers in products produced or sold by GST LLC or Anchor, together with products produced and sold by numerous other companies. GST LLC and Anchor manufactured and/or sold industrial sealing products that contained encapsulated asbestos fibers. Other of our subsidiaries that manufactured or sold equipment that may have at various times in the past contained asbestos-containing components have also been named in a number of asbestos lawsuits, but neither we nor any of our subsidiaries other than GST LLC and Anchor have ever paid an asbestos claim.

Since the first asbestos-related lawsuits were filed against GST LLC in 1975, GST LLC and Anchor have processed more than 900,000 claims to conclusion, and, together with insurers, have paid over \$1.4 billion in settlements and judgments and over \$400 million in fees and expenses. Our subsidiaries' exposure to asbestos litigation and their relationships with insurance carriers have been managed through Garrison.

**Subsidiary Chapter 11 Filing and Effect.** On the Petition Date, GST LLC, Garrison and Anchor filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the Bankruptcy Court. The filings were the initial step in a claims resolution process, which is ongoing. See Note 15, "Garlock Sealing Technologies LLC and Garrison Litigation Management Group, Ltd." for additional information about this process and its impact on us.

During the pendency of the Chapter 11 proceedings, certain actions proposed to be taken by GST not in the ordinary course of business are subject to approval by the Bankruptcy Court. As a result, during the pendency of these proceedings, we do not have exclusive control over these companies. Accordingly, as required by GAAP, GST was deconsolidated beginning on the Petition Date.

As a result of the initiation of the Chapter 11 proceedings, the resolution of asbestos claims is subject to the jurisdiction of the Bankruptcy Court. The filing of the Chapter 11 cases automatically stayed the prosecution of pending asbestos bodily injury and wrongful death lawsuits, and initiation of new such lawsuits, against GST. Further, the Bankruptcy Court issued an order enjoining plaintiffs from bringing or further prosecuting asbestos products liability actions against affiliates of GST, including EnPro, Coltec and all their subsidiaries, during the pendency of the Chapter 11 proceedings, subject to further order. As a result, except as a result of the resolution of appeals from verdicts rendered prior to the Petition Date and the elimination of claims as a result of information obtained in the Chapter 11 proceedings, the numbers of asbestos claims pending against our subsidiaries have not changed since the Petition Date, and those numbers continue to be as reported in our 2009 Form 10-K and our quarterly reports for the first and second quarters of 2010.

**Pending Claims.** On the Petition Date, according to Garrison's claim records, there were more than 90,000 total claims pending against GST LLC, of which approximately 5,800 were claims alleging the disease mesothelioma.

Mesothelioma is a rare cancer of the protective lining of many of the body's internal organs, principally the lungs. One cause of mesothelioma is believed to be exposure to asbestos. As a result of asbestos tort reform during the 2000s, most active asbestos-related lawsuits, and a large majority of the amount of payments made by our subsidiaries in the years immediately preceding the Petition Date, have been of claims alleging mesothelioma. In total, GST LLC has paid \$563.2 million to resolve a total of 15,300 mesothelioma claims, and another 5,700 mesothelioma claims have been dismissed without payment.

In order to estimate the allowed amount for mesothelioma claims against GST, the Bankruptcy Court approved a process whereby all current GST LLC mesothelioma claimants were required to respond to a questionnaire about their claims. Questionnaires were distributed to the mesothelioma claimants identified in Garrison's claims database. Many of the 5,800 claimants (over 500) did not respond to the questionnaire at all; many others (more than 1,900) clarified that: claimants do not have mesothelioma, claimants cannot establish exposure to GST products, claims were dismissed, settled or withdrawn, claims were duplicates of other filed claims, or claims were closed or inactive. Still others responded to the questionnaire but their responses were deficient in some material respect. As a result of this

process, less than 3,300 claimants presented questionnaires asserting mesothelioma claims against GST LLC as of the Petition Date and many of them either did not establish exposure to GST products or had claims that are otherwise deficient.

Since the Petition Date, many asbestos-related lawsuits have been filed by claimants against other companies in state and federal courts, and many of those claimants might also have included GST LLC as a defendant but for the bankruptcy injunction.



Claims Filed in GST Chapter 11. Proofs of claim involving approximately 180,000 claims were filed on or prior to October 6, 2015, the claims bar date established in connection with the second amended plan of reorganization in GST's Chapter 11 proceedings. Many of the more than 90,000 pre-petition claims are likely among the approximately 180,000 claims filed in GST's Chapter 11 proceedings. Approximately 10,000 of the claims filed in GST's Chapter 11 proceedings allege mesothelioma, many of the pre-petition mesothelioma claims likely among those claims.

Based on its preliminary analysis, GST believes that a significant number of such claims were resolved and paid by GST prior to the Petition Date, had been dismissed with prejudice prior to the Petition Date or are time-barred under applicable statutes of limitations. The Joint Plan will provide for a new claims bar date by which proofs of claims for asbestos-related diseases allegedly caused by Coltec must be filed with the Bankruptcy Court or be subject to being forever barred by order of the Bankruptcy Court.

Product Defenses. We believe that the asbestos-containing products manufactured or sold by GST could not have been a substantial contributing cause of any asbestos-related disease. The asbestos in the products was encapsulated, which means the asbestos fibers incorporated into the products during the manufacturing process were sealed in binders. The products were also nonfriable, which means they could not be crumbled by hand pressure. The U.S. Occupational Safety and Health Administration, which began generally requiring warnings on asbestos-containing products in 1972, has never required that a warning be placed on products such as GST LLC's gaskets. Even though no warning label was required, GST LLC included one on all of its asbestos-containing products beginning in 1978. Further, gaskets such as those previously manufactured and sold by GST LLC are one of the few asbestos-containing products still permitted to be manufactured under regulations of the U.S. Environmental Protection Agency. Nevertheless, GST LLC discontinued all manufacture and distribution of asbestos-containing products in the U.S. during 2000 and worldwide in mid-2001.

Appeals. GST LLC has a record of success in trials of asbestos cases, especially before the bankruptcies of many of the historically significant asbestos defendants that manufactured raw asbestos, asbestos insulation, refractory products or other dangerous friable asbestos products. However, it has on occasion lost jury verdicts at trial. GST has consistently appealed when it has received an adverse verdict and has had success in a majority of those appeals. GST LLC won a reversal of an adverse verdict in one of three recent appellate decisions. In September 2011, the United States Court of Appeals for the Sixth Circuit overturned a \$500,000 verdict against GST LLC that was handed down in 2009 by a Kentucky federal court jury. The federal appellate court found that GST LLC's motion for judgment as a matter of law should have been granted because the evidence was not sufficient to support a determination of liability. The Sixth Circuit's chief judge wrote that, "On the basis of this record, saying that exposure to Garlock gaskets was a substantial cause of [claimant's] mesothelioma would be akin to saying that one who pours a bucket of water into the ocean has substantially contributed to the ocean's volume." In May 2011, a three-judge panel of the Kentucky Court of Appeals upheld GST LLC's \$700,000 share of a 2009 jury verdict, which included punitive damages, in a lung cancer case against GST LLC in Kentucky state court. This verdict, which was secured by a bond pending the appeal, was paid in June 2012. In a Kentucky appeal from a 2006 verdict against GST LLC, another Kentucky Court of Appeals panel upheld, in August 2014, GST LLC's share of the verdict and a \$600,000 punitive damage award. The verdict against GST LLC totaled \$874,000. This verdict and post-judgment interest were secured by a bond in the amount of \$1.1 million. The plaintiff in the case agreed to resolve the case, including claims for post-judgment interest, for the amount of the bond and to forego additional accrued interest on the verdict, and GST LLC agreed to discontinue further appeals. Because we were responsible to the bonding company for the bond amount, our Coltec subsidiary purchased the verdict from the plaintiff in September 2014 for the amount of the \$1.1 million bond. As a result, Coltec has a claim against GST LLC for the amount of the judgment, including post-judgment interest.

Insurance Coverage. At March 31, 2016 we had \$80.0 million of insurance coverage we believe is available to cover current and future GST asbestos claims payments and certain expense payments. GST has collected insurance payments totaling \$116.6 million since the Petition Date. There were no insurance collections during the first quarter of 2016. We consider the \$80.0 million of available insurance coverage remaining 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 the \$80.0 million, \$43.9 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 remainder is allocated to pending and estimated future claims. There are specific agreements in place with carriers covering \$46.2 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 \$80.0 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 \$38.0 million will become collectible at the conclusion of GST's Chapter 11 proceeding and, assuming the insurers pay according to the agreements and policies, that the following amounts should be collected in the years set out below regardless of when the case concludes:

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2016 – \$18 million

2017 – \$13 million

2018 – \$11 million

GST LLC has received \$8.6 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 \$80.0 million of anticipated collections. The insurance available to cover current and future asbestos claims is from comprehensive general liability policies that cover 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.

**Liability Estimate.** Our recorded asbestos liability as of the Petition Date was \$472.1 million. We based that recorded liability on an estimate of probable and estimable expenditures to resolve asbestos personal injury claims under generally accepted accounting principles, made with the assistance of Garrison and an estimation expert, Bates White, retained by GST LLC's counsel. The estimate developed was an estimate of the most likely point in a broad range of potential amounts that GST LLC might pay to resolve asbestos claims (by settlement in the majority of the cases except those dismissed or tried) over the ten-year period following the date of the estimate in the state court system, plus accrued but unpaid legal fees. The estimate, which was not discounted to present value, did not reflect GST LLC's views of its actual legal liability. GST LLC has continuously maintained that its products could not have been a substantial contributing cause of any asbestos disease. Instead, the liability estimate reflected GST LLC's recognition that most claims would be resolved more efficiently and at a significantly lower total cost through settlements without any actual liability determination.

From the Petition Date through the first quarter of 2014, neither we nor GST endeavored to update the accrual except as necessary to reflect payments of accrued fees and the disposition of cases on appeal. In each asbestos-driven Chapter 11 case that has been resolved previously, the amount of the debtor's liability has been determined as part of a consensual plan of reorganization agreed to by the debtor, its asbestos claimants and a legal representative for its potential future claimants. GST did not believe that there was a reliable process by which an estimate of such a consensual resolution could be made and therefore believed that there was no basis upon which it could revise the estimate last updated prior to the Petition Date.

Given the Bankruptcy Court's January 2014 decision estimating GST's liability for present and future mesothelioma claims at \$125 million and GST's filing in May 2014 of its first amended proposed plan of reorganization setting out its intention to fund a plan with total consideration of \$275 million, GST undertook to revise its estimate of its ultimate expenditures to resolve all present and future asbestos claims against it to be no less than the amounts required under its amended proposed plan. Similarly, while GST believed it to be an unlikely worst case scenario, GST believed its ultimate expenditures to resolve all asbestos claims against it could be no more than the total value of GST. As a result, GST believed that its ultimate asbestos expenditures would be somewhere in that range between those two values and therefore revised its estimate to the low end of the range. Accordingly, at June 30, 2014, GST revised its estimate of its ultimate expenditures to resolve all present and future asbestos claims to \$280.5 million, the amount of expenditures necessary to resolve all asbestos claims under that amended plan.

In light of the filing of the second amended proposed plan of reorganization by GST on January 14, 2015, GST undertook to further revise its estimate of the ultimate costs to resolve all asbestos claims against it. Under the second amended plan, not less than \$367.5 million would be required to fund the resolution of all GST asbestos claims, \$30 million of which will be funded by Coltec. As a result, GST believed the low end of the range of values that would be necessary for it to resolve all present and future claims to be \$337.5 million. Accordingly, GST revised its estimate of its ultimate asbestos expenditures to \$337.5 million and had accrued its liability at December 31, 2015 at that amount and Coltec had accrued a liability of \$30 million at December 31, 2015 in connection with its contribution to be made pursuant to the Parent Settlement included in the second amended plan. GST's estimate of this \$337.5 million amount did not include any amount with respect to the contingent supplementary contributions to the litigation fund contemplated by the second amended plan because GST believed that initial contributions to the litigation fund would likely be sufficient to fund the litigation and, accordingly, that the low end of a range of reasonably possible loss associated with these contingent supplementary contributions would be \$0.

In light of the consensual settlement announced on March 17, 2016, GST further revised its estimate of the ultimate costs to resolve all asbestos claims against it. Under the Joint Plan contemplated by the settlement, \$480 million will be required to fund the resolution of all asbestos claims against GST and Coltec, \$370 million of which will be funded by GST LLC and Garrison and \$110 million of which will be funded by Coltec (an aggregate of \$50 million of value by OldCo upon the effective date of consummation of the Joint Plan and \$60 million by New Coltec (the survivor of a merger with OldCo to be effective on the effective date) one year after the effective date. In addition, GST has estimated the amount necessary to resolve all current and future Canadian asbestos claims alleging disease resulting in whole or in part from exposure to GST asbestos-containing products to be \$17.0 million. As a result, GST believes the low end of the range of values that will be necessary for it to resolve all present and future asbestos claims is now \$387.0 million. GST has revised its estimate of its ultimate asbestos

expenditures to \$387.0 million and has accrued its liability at March 31, 2016 at that amount and Coltec has accrued a liability of \$110.0 million at March 31, 2016 in connection with its contributions to be made pursuant to the Joint Plan.

Proposed Plans of Reorganization. See Note 15, "Garlock Sealing Technologies LLC and Garrison Litigation Management Group, Ltd." for a description of the plans of reorganization filed and proposed to be filed in GST's Chapter 11 proceedings, including the proposed Joint Plan contemplated by the comprehensive consensual settlement reached with the Future Claimants' Representative, the Current Asbestos Claimants' Committee and the Coltec Representatives. The terms of the settlement are set forth in the Term Sheet for Permanent Resolution of All Present and Future GST Asbestos Claims and Coltec Asbestos Claims dated March 17, 2016 among EnPro, Coltec, GST, the Current Asbestos Claimants' Committee, the Future Claimants' Representative and the Coltec Representatives included as Exhibit 99.2 to our Form 8-K furnished to the Securities and Exchange Commission on March 18, 2016. Under the settlement, the Current Asbestos Claimants' Committee, the Future Claimants' Representative and the Coltec Representatives agreed to join GST and Coltec in proposing a Joint Plan for reorganization that incorporates the settlement and to ask asbestos claimants and the court to approve the plan. The Joint Plan, which when filed with the Bankruptcy Court will be subject to approval by a vote of at least 75% of asbestos claimants in favor of the plan and by the Bankruptcy Court and the District Court, would permanently resolve all current and future asbestos claims against GST and Coltec, and would protect all of EnPro and its subsidiaries from those claims, under Section 524(g) of the U.S. Bankruptcy Code. We anticipate that the Joint Plan will be filed with the Bankruptcy Court during the second quarter of 2016. When filed, the Joint Plan will supersede all prior plans of reorganization filed by GST in its Chapter 11 proceedings.

The confirmation and consummation of the Joint Plan, and accordingly the final resolution of asbestos claims against GST and Coltec in accordance with the Joint Plan, are subject to a number of risks and uncertainties, which could have the effect of delaying or preventing the confirmation and consummation of the Joint Plan, increasing our costs in connection with effecting the settlement and the consummation of the Joint Plan or reducing the benefit to us related to the consummation of the Joint Plan. In light of these risks and uncertainties, we cannot assure you that the Joint Plan, as contemplated by the settlement, will be consummated on the time schedule that we anticipate or at all, or if consummated that we will recognize all benefits from the consummation of the Joint Plan that we anticipate.

#### 17. Supplemental Guarantor Financial Information

In September 2014, we completed the offering of our Senior Notes. The Senior Notes are fully and unconditionally guaranteed on an unsecured, unsubordinated, joint and several basis by our existing and future 100% owned direct and indirect domestic subsidiaries, which does not include GST and the domestic subsidiaries of GST, that are each guarantors of our Revolving Credit Facility (collectively, the "Guarantor Subsidiaries"). Our subsidiaries organized outside of the United States, (collectively, the "Non-Guarantor Subsidiaries") do not guarantee the Senior Notes. A Guarantor Subsidiary's guarantee is subject to release in certain circumstances, including (i) the sale, disposition, exchange or other transfer (including through merger, consolidation, amalgamation or otherwise) of the capital stock of the subsidiary made in a manner not in violation of the indenture governing the Senior Notes; (ii) the designation of the subsidiary as an "Unrestricted Subsidiary" under the indenture governing the Senior Notes; (iii) the legal defeasance or covenant defeasance of the Senior Notes in accordance with the terms of the indenture; or (iv) the subsidiary ceasing to be a subsidiary of the Company as a result of any foreclosure of any pledge or security interest securing our Revolving Credit Facility or other exercise of remedies in respect thereof.

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

Our December 31, 2015 Condensed Consolidating Balance Sheet that was presented in our Supplemental Guarantor Financial Information footnote in the SEC Form 10-K for the year ended December 31, 2015 reflects the retrospective adoption of a standard in the first quarter of 2016 that amends existing guidance to require the presentation of debt

issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability instead of a deferred charge. The impact on the Parent's and the Consolidated column's previously issued financial information is a decrease of \$4.7 million to Other assets and Long-term debt. The adjustments had no impact on the Condensed Consolidating Statement of Operations or Condensed Consolidating Statement of Cash Flows for the three months ended March 31, 2015. Refer to Note 1, "Overview, Basis of Presentation, and Recently Issued Authoritative Accounting Guidance" for more information about this revision.

ENPRO INDUSTRIES, INC.  
 CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (UNAUDITED)  
 Three Months Ended March 31, 2016  
 (in millions)

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$—	\$ 205.0	\$ 112.2	\$ (22.3 )	\$ 294.9
Cost of sales	—	144.6	75.0	(22.3 )	197.3
Gross profit	—	60.4	37.2	—	97.6
Operating expenses:					
Selling, general and administrative	8.9	46.1	30.6	—	85.6
Asbestos settlement	—	80.0	—	—	80.0
Other	0.1	1.3	3.0	—	4.4
Total operating expenses	9.0	127.4	33.6	—	170.0
Operating income (loss)	(9.0 )	(67.0 )	3.6	—	(72.4 )
Interest expense, net	(4.6 )	(8.5 )	—	—	(13.1 )
Other expense	—	(1.6 )	—	—	(1.6 )
Income (loss) before income taxes	(13.6 )	(77.1 )	3.6	—	(87.1 )
Income tax benefit (expense)	4.5	39.3	(3.5 )	—	40.3
Income (loss) before equity in earnings of subsidiaries	(9.1 )	(37.8 )	0.1	—	(46.8 )
Equity in earnings of subsidiaries, net of tax	(37.7 )	0.1	—	37.6	—
Net income (loss)	\$(46.8 )	\$(37.7 )	\$ 0.1	\$ 37.6	\$(46.8 )
Comprehensive income (loss)	\$(39.9 )	\$(30.8 )	\$ 5.9	\$ 24.9	\$(39.9 )

ENPRO INDUSTRIES, INC.  
 CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (UNAUDITED)  
 Three Months Ended March 31, 2015  
 (in millions)

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$—	\$ 189.0	\$ 99.2	\$ (10.7 )	\$ 277.5
Cost of sales	—	135.4	63.0	(10.7 )	187.7
Gross profit	—	53.6	36.2	—	89.8
Operating expenses:					
Selling, general and administrative	9.3	37.0	31.0	—	77.3
Other	0.1	0.2	0.8	—	1.1
Total operating expenses	9.4	37.2	31.8	—	78.4
Operating income (loss)	(9.4 )	16.4	4.4	—	11.4
Interest income (expense), net	0.1	(12.9 )	(0.1 )	—	(12.9 )
Other expense	(2.8 )	(1.3 )	—	—	(4.1 )
Income (loss) before income taxes	(12.1 )	2.2	4.3	—	(5.6 )
Income tax benefit (expense)	3.7	(0.7 )	1.0	—	4.0
Income (loss) before equity in earnings of subsidiaries	(8.4 )	1.5	5.3	—	(1.6 )
Equity in earnings of subsidiaries, net of tax	6.8	5.3	—	(12.1 )	—
Net income (loss)	\$(1.6 )	\$ 6.8	\$ 5.3	\$ (12.1 )	\$(1.6 )
Comprehensive loss	\$(17.8 )	\$(9.4 )	\$(12.0 )	\$ 21.4	\$(17.8 )





ENPRO INDUSTRIES, INC.  
 CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS (UNAUDITED)  
 Three Months Ended March 31, 2016  
 (in millions)

	Guarantor Parent	Non-guarantor Subsidiaries	Elimination	Consolidated	
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$ (9.8)	\$ (25.5 )	\$ 6.9	\$ —	\$ (28.4 )
INVESTING ACTIVITIES					
Purchases of property, plant and equipment	—	(5.3 )	(0.8 )	—	(6.1 )
Payments for capitalized internal-use software	—	(1.0 )	—	—	(1.0 )
Other	—	—	0.2	—	0.2
Net cash used in investing activities	—	(6.3 )	(0.6 )	—	(6.9 )
FINANCING ACTIVITIES					
Net payments on loans between subsidiaries	26.0	(26.6 )	0.6	—	—
Proceeds from debt	—	109.8	3.0	—	112.8
Repayments of debt	—	(52.1 )	(0.1 )	—	(52.2 )
Repurchase of common stock	(8.5 )	—	—	—	(8.5 )
Dividends paid	(4.6 )	—	—	—	(4.6 )
Other	(3.1 )	—	—	—	(3.1 )
Net cash provided by financing activities	9.8	31.1	3.5	—	44.4
Effect of exchange rate changes on cash and cash equivalents	—	—	(1.7 )	—	(1.7 )
Net increase (decrease) in cash and cash equivalents	—	(0.7 )	8.1	—	7.4
Cash and cash equivalents at beginning of period	—	0.7	102.7	—	103.4
Cash and cash equivalents at end of period	\$ —	\$ —	\$ 110.8	\$ —	\$ —



ENPRO INDUSTRIES, INC.  
 CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS (UNAUDITED)  
 Three Months Ended March 31, 2015  
 (in millions)

	Guarantor		Non-guarantor			
	Parent	Subsidiaries	Subsidiaries	Eliminations	Consolidated	
NET CASH USED IN OPERATING ACTIVITIES	\$(7.8)	\$ (4.6 )	\$ (9.1 )	\$	—	—\$ (21.5 )
INVESTING ACTIVITIES						
Purchases of property, plant and equipment	(0.1 )	(4.9 )	(4.1 )	—		(9.1 )
Payments for capitalized internal-use software	—	(0.9 )	(0.2 )	—		(1.1 )
Acquisitions, net of cash acquired	—	(30.6 )	—	—		(30.6 )
Net cash used in investing activities	(0.1 )	(36.4 )	(4.3 )	—		(40.8 )
FINANCING ACTIVITIES						
Net payments on loans between subsidiaries	107.0	(115.3 )				