TRIUMPH GROUP INC
Form 10-Q
February 07, 2018
Table of Contents

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-Q

ý Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended December 31, 2017

or

¨ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period From _________ to ________

Commission File Number: 1-12235

TRIUMPH GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	51-0347963
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

899 Cassatt Road, Suite 210, Berwyn, PA	19312
(Address of principal executive offices)	(Zip Code)

(610) 251-1000
(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 such 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 S No £

Indicate by check mark whether the registrant has submitted electronically and has posted on its corporate website, 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 S No £

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one)

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, par value $0.001 per share, 49,672,041 shares outstanding as of February 6, 2018.

Table of Contents

TRIUMPH GROUP, INC.
INDEX

Table of Contents

Part I. Financial Information

Item 1. Financial Statements.

Triumph Group, Inc.
Condensed Consolidated Balance Sheets
(dollars in thousands, except per share data)

	December 31, 2017 (unaudited)	March 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$ 64,388	$ 69,633
Trade and other receivables, less allowance for doubtful accounts of $4,028 and $4,559	320,999	311,792
Inventories, net of unliquidated progress payments of $409,040 and $222,485	1,462,724	1,340,175
Prepaid and other current assets	43,500	30,064
Assets held for sale	—	21,255
Total current assets	1,891,611	1,772,919
Property and equipment, net	749,922	805,030
Goodwill	934,500	1,142,605
Intangible assets, net	520,820	592,364
Other, net	89,079	101,682
Total assets	$ 4,185,932	$ 4,414,600
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 15,135	$ 160,630
Accounts payable	387,081	481,243
Accrued expenses	627,411	674,379
Liabilities related to assets held for sale	—	18,008
Total current liabilities	1,029,627	1,334,260
Long-term debt, less current portion	1,359,476	1,035,670
Accrued pension and other postretirement benefits	509,641	592,134
Deferred income taxes	41,969	68,107
Other noncurrent liabilities	496,705	537,956
Stockholders' equity:		
Common stock, $.001 par value, 100,000,000 shares authorized, 52,460,920 and 52,460,920 shares issued; 49,662,507 and 49,573,029 shares outstanding	51	51
Capital in excess of par value	849,806	846,807
Treasury stock, at cost, 2,798,413 and 2,887,891 shares	(179,692)	(183,696)
Accumulated other comprehensive loss	(374,624)	(396,178)
Retained earnings	452,973	579,489
Total stockholders' equity	748,514	846,473
Total liabilities and stockholders' equity	$ 4,185,932	$ 4,414,600

SEE ACCOMPANYING NOTES.

1

Table of Contents

Triumph Group, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
Net sales	$775,246	$844,863	$2,302,091	$2,612,885
Operating costs and expenses:				
Cost of sales (exclusive of depreciation and amortization shown separately below)	612,206	653,199	1,821,513	2,052,900
Selling, general and administrative	62,147	66,750	213,934	205,222
Depreciation and amortization	39,320	44,331	119,318	135,080
Impairment of intangible assets	190,227	—	190,227	—
Restructuring costs	6,149	11,067	33,751	28,180
Loss on divestitures	—	14,350	20,371	19,124
Curtailment and settlement gain, net	(15,099)	—	(14,576)	—
	894,950	789,697	2,384,538	2,440,506
Operating (loss) income	(119,704)	55,166	(82,447)	172,379
Interest expense and other	25,836	19,698	72,229	55,721
(Loss) income before income taxes	(145,540)	35,468	(154,676)	116,658
Income tax (benefit) expense	(32,288)	6,136	(34,115)	32,786
Net (loss) income	$(113,252)	$29,332	$(120,561)	$83,872
(Loss) earnings per share—basic:	$(2.29)	$0.59	$(2.44)	$1.70
Weighted-average common shares outstanding—basic	49,459	49,329	49,425	49,294
(Loss) earnings per share—diluted:	$(2.29)	$0.59	$(2.44)	$1.70
Weighted-average common shares outstanding—diluted	49,459	49,440	49,425	49,421
Dividends declared and paid per common share	$0.04	$0.04	$0.12	$0.12

SEE ACCOMPANYING NOTES.

Table of Contents

Triumph Group, Inc.
Condensed Consolidated Statements of Comprehensive Income
(dollars in thousands)
(unaudited)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
Net (loss) income	$(113,252)	$29,332	$(120,561)	$83,872
Other comprehensive income (loss):				
Foreign currency translation adjustment	(1,824)	(15,066)	19,502	(36,684)
Defined benefit pension plans and other postretirement benefits:				
Amounts arising during the period - gains (losses), net of tax (expense) benefit:				
Prior service loss	—	—	523	—
Actuarial gain, net of taxes of $0	23,378	—	23,378	—
Reclassifications from accumulated other comprehensive income - losses (gains), net of tax expense (benefits):				
Amortization of net loss, net of taxes of $0 and ($489) for the three months ended and $0 and ($1,466) for the nine months ended, respectively	1,690	834	5,080	2,507
Recognized prior service credits, net of taxes of $0 and $1,408 for the three months ended and $0 and $4,225 for the nine months ended, respectively	(17,833)	(2,407)	(23,917)	(7,226)
Total defined benefit pension plans and other postretirement benefits, net of taxes	7,235	(1,573)	5,064	(4,719)
Cash flow hedges:				
Unrealized (loss) gain arising during period, net of tax of $0 and ($1,047) for the three months ended and $9 and ($1,285) for the nine months ended, respectively	(816)	1,726	(835)	2,100
Reclassification of (loss) gain included in net earnings, net of tax of $0 and ($3) for the three months ended and $21 and $2 for the nine months ended, respectively	203	5	(2,177)	(6)
Net unrealized (loss) gain on cash flow hedges, net of tax	(613)	1,731	(3,012)	2,094
Total other comprehensive income (loss)	4,798	(14,908)	21,554	(39,309)
Total comprehensive (loss) income	$(108,454)	$14,424	$(99,007)	$44,563

SEE ACCOMPANYING NOTES.

Table of Contents

Triumph Group, Inc.
Condensed Consolidated Statements of Cash Flows
(dollars in thousands) (unaudited)

	Nine Months Ended December 31, 2017	2016
Operating Activities		
Net (loss) income	$(120,561)	$83,872
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	119,318	135,080
Impairment intangible assets	190,227	—
Amortization of acquired contract liabilities	(91,862)	(89,031)
Loss on divestiture	20,371	19,124
Curtailment and settlement gain, net	(14,576)	—
Other amortization included in interest expense	9,791	4,070
Provision for doubtful accounts receivable	(365)	14
(Benefit) provision for deferred income taxes	(24,432)	18,703
Employee stock-based compensation	6,137	6,140
Changes in assets and liabilities, excluding the effects of acquisitions and dispositions of businesses:		
Trade and other receivables	(10,554)	102,915
Inventories	(154,090)	(323,389)
Prepaid expenses and other current assets	(1,376)	15,876
Accounts payable and accrued expenses	(53,208)	(71,232)
Accrued pension and other postretirement benefits	(67,368)	(72,813)
Other	(5,731)	(1,980)
Net cash used in operating activities	(198,279)	(172,651)
Investing Activities		
Capital expenditures	(31,932)	(33,123)
Proceeds from sale of assets	68,412	23,185
Acquisitions, net of cash acquired	—	9
Net cash provided by (used in) investing activities	36,480	(9,929)
Financing Activities		
Net increase in revolving credit facility	20,000	316,121
Proceeds from issuance of long-term debt and capital leases	531,500	12,901
Repayment of debt and capital lease obligations	(369,261)	(95,744)
Payment of deferred financing costs	(17,729)	(14,012)
Dividends paid	(5,956)	(5,944)
Repayment of government grant	—	(14,570)
Repurchase of restricted shares for minimum tax obligation	(369)	(182)
Net cash provided by financing activities	158,185	198,570
Effect of exchange rate changes on cash	(1,631)	(1,513)
Net change in cash	(5,245)	14,477
Cash and cash equivalents at beginning of period	69,633	20,984
Cash and cash equivalents at end of period	$64,388	$35,461

SEE ACCOMPANYING NOTES.

4

Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

1. BASIS OF PRESENTATION AND ORGANIZATION

The accompanying unaudited condensed consolidated financial statements of Triumph Group, Inc. (the "Company") have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, the interim financial information includes all adjustments of a normal recurring nature necessary for a fair presentation of the results of operations, financial position and cash flows. The results of operations for the three and nine months ended December 31, 2017 are not necessarily indicative of results that may be expected for the year ending March 31, 2018. The accompanying condensed consolidated financial statements are unaudited and should be read in conjunction with the fiscal 2017 audited condensed consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended March 31, 2017 filed with the Securities and Exchange Commission (the "SEC") on May 24, 2017.

The Company designs, engineers, manufactures, repairs and overhauls a broad portfolio of aerostructures, aircraft components, accessories, subassemblies and systems. The Company serves a broad, worldwide spectrum of the aviation industry, including original equipment manufacturers of commercial, regional, business and military aircraft and aircraft components, as well as commercial and regional airlines and air cargo carriers.

Effective January 1, 2018, the Company combined its Aerospace Structures and Precision Components reporting segments into one reporting segment, Aerospace Structures. Aerospace Structures and Precision Components share many of the same customers and suppliers and have substantial inter-company work on common programs. As a single operating segment, the Company believes it will be able to leverage their combined resources to make it more cost competitive and to enhance performance. The newly formed operating segment will also be a reportable segment. As a result, effective January 1, 2018, the Company will have three reporting segments for future financial reporting purposes - Integrated Systems, Product Support and Aerospace Structures.

Standards Recently Implemented

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). ASU 2016-09 identifies areas for simplification involving several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, an option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, as well as certain classifications on the statement of cash flows. The Company adopted ASU 2016-09 effective April 1, 2017. The adoption of ASU 2016-09 did not have a material impact on the Company's consolidated financial statements.

Standards Issued Not Yet Implemented

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”, “ASC 606”), which requires recognition of revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB has issued several updates to ASU 2014-09 which must be adopted concurrently with ASU 2014-09.

Under ASC 606, revenue is recognized when control of promised goods or services transfers to a customer and is recognized in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. The major provisions include determining enforceable rights and obligation between parties, defining performance obligations as the units of accounting under contract, accounting for variable consideration, and determining whether performance obligations are satisfied over time or at a point of time. Additionally, ASC 606 requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers.

ASC 606 will be effective for the Company beginning April 1, 2018. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (the “full retrospective method”), or retrospectively with the cumulative effect of initially applying ASC 606 recognized at the date of initial application (the "modified retrospective method”). The Company is adopting ASC 606 effective April 1, 2018 and the Company expects to do so using the modified retrospective method.

During the fiscal year ended March 31, 2016, we established a cross-functional team to assess and prepare for implementation of the new standard. We are analyzing the impact of the new standard on the Company's revenue contracts, comparing our current accounting policies and practices to the requirements of the new standard, and identifying potential differences that would result from applying the new standard to our contracts, as well as any potential impacts.

While further analysis of ASC 606 and a review of all material contracts is underway, the adoption of ASC 606 will impact the amount and timing of revenue recognition and the accounting treatment of capitalized pre-production costs for certain of our contracts. Under ASC 606, the units-of-delivery method is no longer viable and some performance obligations may be satisfied over time which will change the timing of recognition of revenue and associated production costs for certain contracts.

ASC 606 is applied by analyzing each contract, or a combination of contracts, to determine if revenue is recognized over time or at a point in time. The Company has determined that some of its contracts will have performance obligations that are satisfied over time and some at a point in time based on when control of goods and services transfers to the customer.

For performance obligations that are satisfied over time, the Company will most likely use an input method as the basis for recognizing revenue. Input methods recognize revenue on the basis of an entity's efforts or inputs toward satisfying a performance obligation (for example, resources consumed, labor hours expended, costs incurred, time lapsed, or machine hours used) relative to the total expected inputs to satisfy the performance obligation. Performance obligations that are not recognized over time will be recognized at a point in time.

ASC 606 requires the Company to record performance obligations for material rights granted to the customer when contracts offer the customer future purchase options at an incremental discount. The Company is evaluating whether performance obligations for material rights exist for certain contracts which may result in deferral of revenues attributable to such rights. When the material rights are identified, the revenue recognized under ASC 606 results in a different revenue recognition pattern when compared to the revenue recognized under legacy GAAP. However, the Company's operating cash flows from our contracts with customers will not change. The Transition Adjustment will include the establishment of contract assets and liabilities for billings that are lower than, or in excess of, revenue that has been recognized.

The adoption of ASC 606 will not change the Company's accounting method for forward losses. Forward losses relating to unfulfilled contracts and options will continue to be recorded consistent with historical accounting policies. Under ASC 606, production costs are generally expensed as incurred and not deferred. Additionally, ASC 340-40 is to be applied if existing guidance is not applicable. The Company's accounting for preproduction, tooling, and certain other costs is expected to continue under existing guidance since they generally do not fall within the scope of ASC 340-40. The Company typically does not incur costs for obtaining contracts that would be capitalized under ASC 340-40.

In March 2017, the FASB issued ASU No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost ("ASU 2017-07"). ASU 2017-07 amends ASC 715, Compensation — Retirement Benefits, to require employers that present a measure of operating income in their statement of income to include only the service cost component of net periodic pension cost and net periodic postretirement benefit cost in operating expenses (together with other employee compensation costs). The other components of net benefit cost, including amortization of prior service cost/credit, and settlement and curtailment effects, are to be included in nonoperating expenses. Employers that do not present a measure of operating income are required to include the service cost component in the same line item as other employee compensation costs. Employers are required to include all other components of net benefit cost in a separate line item(s). The line item(s) in which the components of net benefit cost other than the service cost are included need to be identified as such on the income statement or in the disclosures. ASU 2017-07 also stipulates that only the service cost component of net benefit cost is eligible for capitalization. ASU

2017-07 is effective for reporting periods beginning after December 15, 2017, with early adoption permitted. The Company is currently performing its assessment of the impact of adopting the guidance; however based on its expectations for the fiscal year ending March 31, 2018, the Company believes it will likely have a material impact due to the reclassification of certain components of pension and OPEB income from capitalized costs (Operating Income) to Other Income. The Company will adopt the new standard on April 1, 2018. Upon adoption, the cumulative affect, approximately $130,000 to $150,000 will be recorded as a current period charge to earnings in our fiscal year ended March 31, 2019. Excluding the service costs, the net periodic pension benefit for the fiscal year ending March 31, 2018 is expected to be $67,000.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"). This update requires recognition of lease assets and lease liabilities on the balance sheet of lessees. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 and interim reporting periods within those years. Early adoption is permitted. ASU 2016-02 requires a modified retrospective transition approach and provides certain optional transition relief. The Company is currently evaluating the guidance to determine the impact it will have to the Company's consolidated financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Revenue Recognition

Revenues are generally recognized in accordance with the contract terms when products are shipped, delivery has occurred or services have been rendered, pricing is fixed and determinable, and collection is reasonably assured. A significant portion of the Company’s contracts are within the scope of the Revenue Recognition - Construction-Type and Production-Type Contracts topic of the Accounting Standards Codification ("ASC") 605-35 and revenue and costs on contracts are recognized using the percentage-of-completion method of accounting. Accounting for the revenue and profit on a contract requires estimates of (1) the contract value or total contract revenue, (2) the total costs at completion, which is equal to the sum of the actual incurred costs to date on the contract and the estimated costs to complete the contract’s scope of work, and (3) the measurement of progress toward completion. Depending on the contract, the Company measures progress toward completion using either the cost-to-cost method or the units-of-delivery method of accounting, with the great majority measured under the units-of-delivery method of accounting.

- Under the cost-to-cost method of accounting, progress toward completion is measured as the ratio of total costs incurred to estimated total costs at completion. Costs are recognized as incurred. Profit is determined based on estimated profit margin on the contract multiplied by the progress toward completion. Revenue represents the sum of costs and profit on the contract for the period.
- Under the units-of-delivery method of accounting, revenue on a contract is recorded as the units are delivered and accepted during the period at an amount equal to the contractual selling price of those units. The costs recorded on a contract under the units-of-delivery method of accounting are equal to the total costs at completion divided by the total units to be delivered. As contracts can span multiple years, the Company often segments the contracts into production lots for the purposes of accumulating and allocating cost. Profit is recognized as the difference between revenue for the units delivered and the estimated costs for the units delivered.

Adjustments to original estimates for a contract’s revenues, estimated costs at completion and estimated total profit are often required as work progresses under a contract, as experience is gained and as more information is obtained, even though the scope of work required under the contract may not change, or if contract modifications occur. These estimates are also sensitive to the assumed rate of production. Generally, the longer it takes to complete the contract quantity, the more relative overhead that contract will absorb. The impact of revisions in cost estimates is recognized on a cumulative catch-up basis in the period in which the revisions are made. Provisions for anticipated losses on contracts are recorded in the period in which they become evident (‘‘forward losses’’) and are first offset against costs that are included in inventory, with any remaining amount reflected in accrued contract liabilities in accordance with the Revenue Recognition - Construction-Type and Production-Type Contracts topic. Revisions in contract estimates, if significant, can materially affect results of operations and cash flows, as well as valuation of inventory.

Furthermore, certain contracts are combined or segmented for revenue recognition in accordance with the Revenue Recognition - Construction-Type and Production-Type Contracts topic.

During the quarter ended September 30, 2016, the Company discovered an immaterial error in its percentage-of-completion accounting for one of its contracts, which understated cost of sales and overstated net income for the three months ended June 30, 2016, in the amount of $11,800 and $8,142, respectively, and overstated retained earnings as of March 31, 2016 in the amount of $12,700. The Company assessed the materiality of this error on previously issued financial statements in accordance with the ASC 250, Presentation of Financial Statements, and Securities and Exchange Commission (SEC) Staff Accounting Bulletin No. 99, Materiality. The Company concluded, based on a review of the quantitative and qualitative factors of the materiality of the amount, that the error was not material to any previously issued financial statements and that the correction of the error in the three months ended September 30, 2016 was not material to that period’s financial statements.

Accordingly, in order to correct this immaterial error, the Company recorded a charge to "Cost of sales" in the amount of $24,500, which is presented on the accompanying Condensed Consolidated Statements of Income during the nine months ended December 31, 2016.

For the three months ended December 31, 2017, cumulative catch-up adjustments from changes in estimates, inclusive of changes in forward loss estimates, increased operating income, net income and earnings per share by approximately $5,319, $4,255 and $0.09, net of tax, respectively. For the three months ended December 31, 2016 cumulative catch-up adjustments were balanced between positive and negative variances.

For the nine months ended December 31, 2017, cumulative catch-up adjustments from changes in estimates, inclusive of changes in forward loss estimates, increased operating income, net income and earnings per share by approximately $11,979, $9,583 and $0.19, net of tax, respectively. For the nine months ended December 31, 2016, cumulative catch-up adjustments from changes in estimates decreased operating income, net income and earnings per share by approximately $(6,290), $(4,522) and $(0.09), net of tax, respectively.

Amounts representing contract change orders or claims are only included in revenue when such change orders or claims have been settled with the customer and to the extent that units have been delivered. Additionally, some contracts may contain provisions for revenue sharing, price re-determination, requests for equitable adjustments, change orders or cost and/or performance incentives. Such amounts or incentives are included in contract value when the amounts can be reliably estimated and their realization is reasonably assured.

Although fixed-price contracts, which extend several years into the future, generally permit the Company to keep unexpected profits if costs are less than projected, the Company also bears the risk that increased or unexpected costs may reduce profit or cause the Company to sustain losses on the contract. In a fixed-price contract, the Company must fully absorb cost overruns, notwithstanding the difficulty of estimating all of the costs the Company will incur in performing these contracts and in projecting the ultimate level of revenue that may otherwise be achieved.

As previously disclosed, the Company recognized provisions for forward losses associated with our long-term contracts on the 747-8 and Bombardier programs. There is still risk similar to what the Company has experienced on the 747-8 and Bombardier programs. Particularly, the Company's ability to manage risks related to supplier performance, execution of cost reduction strategies, hiring and retaining skilled production and management personnel, quality and manufacturing execution, program schedule delays, potential need to negotiate facility lease extensions or alternatively relocate work and many other risks, will determine the ultimate performance of these programs.

Included in net sales of Integrated Systems, Aerospace Structures and Precision Components, is the non-cash amortization of acquired contract liabilities that were recognized as fair value adjustments through purchase accounting from various acquisitions. For the three months ended December 31, 2017 and 2016, the Company recognized $34,492 and $29,206, respectively, into net sales on the accompanying Condensed Consolidated Statements of Income. For the nine months ended December 31, 2017 and 2016, the Company recognized $91,862 and $89,031, respectively, into net sales on the accompanying Condensed Consolidated Statements of Income.

Product Support provides repair and overhaul services, of which a small portion of services are provided under long-term power-by-the-hour contracts. The Company applies the proportional performance method of accounting to recognize revenue under these contracts. Revenue is recognized over the contract period as units are delivered based on the relative value in proportion to the total estimated contract consideration. In estimating the total contract consideration, management evaluates the projected utilization of its customers' fleet over the term of the contract, in connection with the related estimated repair and overhaul servicing requirements to the fleet based on such utilization. Changes in utilization of the fleet by customers, among other factors, may have an impact on these estimates and require adjustments to estimates of revenue to be realized.

Concentration of Credit Risk

The Company's trade accounts receivable are exposed to credit risk. However, the risk is limited due to the diversity of the customer base and the customer base's wide geographical area. Trade accounts receivable from Boeing (representing commercial, military and space) represented approximately 11% and 5% of total trade accounts receivable as of December 31, 2017 and March 31, 2017, respectively. Trade accounts receivable from Gulfstream (representing commercial, military and space) represented approximately 14% and 3% of total trade accounts receivable as of December 31, 2017 and March 31, 2017, respectively. The Company had no other concentrations of credit risk of more than 10%.

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

Sales to Boeing for the nine months ended December 31, 2017, were $743,271, or 32% of net sales, of which $151,803, $302,980, $282,068 and $6,420 were from the Integrated Systems, Aerospace Structures, Precision Components and Product Support, respectively. Sales to Boeing for the nine months ended December 31, 2016, were $928,020, or 36% of net sales, of which $157,772, $427,960, $317,426 and $24,862 were from the Integrated Systems, Aerospace Structures, Precision Components and Product Support, respectively.
Sales to Gulfstream for the nine months ended December 31, 2017, were $304,157, or 13% of net sales, of which $897, $293,749, $9,203 and $308 were from the Integrated Systems, Aerospace Structures, Precision Components and Product Support, respectively. Sales to Gulfstream for the nine months ended December 31, 2016, were $321,671, or 12% of net sales, of which $1,418, $311,207, $8,855 and $191 were from the Integrated Systems, Aerospace Structures, Precision Components and Product Support, respectively.
No other single customer accounted for more than 10% of the Company's net sales. However, the loss of any significant customer, including Boeing and Gulfstream, could have a material adverse effect on the Company and its operating subsidiaries.

Stock-Based Compensation

The Company recognizes compensation expense for share-based awards based on the fair value of those awards at the date of grant. Stock-based compensation expense for the three months ended December 31, 2017 and 2016, was $2,719 and $2,163, respectively. Stock-based compensation expense for the nine months ended December 31, 2017 and 2016, was $6,137 and $6,140, respectively. The Company has classified share-based compensation within selling, general and administrative expenses to correspond with the same line item as the majority of the cash compensation paid to employees. Upon the exercise of stock options or vesting of restricted stock, the Company first transfers treasury stock, then issues new shares.

Intangible Assets

The components of intangible assets, net, are as follows:

	December 31, 2017			
	Weighted-Average Life	Gross Carrying Amount	Accumulated Amortization	Net
Customer relationships	17.0	$621,524	$(247,058)	$374,466
Product rights, technology and licenses	11.4	55,104	(41,241)	13,863
Non-compete agreements and other	16.3	2,756	(921)	1,835
Tradenames	10.0	150,000	(19,344)	130,656
Total intangibles, net		$829,384	$(308,564)	$520,820

	March 31, 2017			
	Weighted-Average Life	Gross Carrying Amount	Accumulated Amortization	Net
Customer relationships	16.6	$663,165	$(241,124)	$422,041
Product rights, technology and licenses	11.4	54,347	(39,486)	14,861
Non-compete agreements and other	16.3	2,756	(786)	1,970
Tradenames	10.3	163,000	(9,508)	153,492
Total intangibles, net		$883,268	$(290,904)	$592,364

Amortization expense for the three months ended December 31, 2017 and 2016, was $13,618 and $13,348, respectively. Amortization expense for the nine months ended December 31, 2017 and 2016, was $42,993 and $40,565, respectively.

9

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

Fair Value Measurements
Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. When determining fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and also considers assumptions that market participants would use when pricing an asset or liability. The fair value hierarchy has three levels of inputs that may be used to measure fair value: Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities; Level 2—Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability; and Level 3—Unobservable inputs for the asset or liability. The Company has applied fair value measurements to its divestitures and interest rate swap (see Note 3 and Note 5).
Warranty Reserves
A reserve has been established to provide for the estimated future cost of warranties on our delivered products. The Company periodically reviews the reserves and adjustments are made accordingly. A provision for warranty on products delivered is made on the basis of historical experience and identified warranty issues. Warranties cover such factors as non-conformance to specifications and defects in material and workmanship. The majority of the Company's agreements include a three-year warranty, although certain programs have warranties up to 20 years. The warranty reserves as of December 31, 2017 and March 31, 2017, were $85,516 and $107,088, respectively. The decrease in warranty reserves during the first nine months of the fiscal year ended March 31, 2018, were offset by a corresponding decrease to the related indemnification asset, which is included in other assets on the accompanying Condensed Consolidated Balance Sheets.
Supplemental Cash Flow Information
The Company paid $11,013 and $5,936 for income taxes, net of refunds, for the nine months ended December 31, 2017 and 2016, respectively.
The Company made interest payments of $54,013 and $61,251 for the nine months ended December 31, 2017 and 2016, respectively.
During the nine months ended December 31, 2017 and 2016, the Company financed $2,206 and $11,504, respectively, of property and equipment additions through capital leases.
As of December 31, 2017, the Company remains able to purchase an additional 2,277,789 shares under the existing stock repurchase program. However, there are certain restrictions placed on the repurchase program by the Company's lenders that prevent any repurchases at this time.
3. DIVESTED OPERATIONS
In September 2017, the Company sold all of the shares of Triumph Processing - Embee Division, Inc. ("Embee") for total cash proceeds of $64,986. As a result of the sale of Embee, the Company recognized a loss of $17,857 which is presented on the accompanying Condensed Consolidated Statements of Operations as "Loss on divestiture." The operating results of Embee were included in Integrated Systems through the date of disposal.
In September 2016, the Company sold all of the shares of Triumph Aerospace Systems-Newport News, Inc. ("Newport News") for total cash proceeds of $9,000. As a result of the sale of Newport News, the Company recognized a loss of $4,774 which is presented on the accompanying Condensed Consolidated Statements of Operations as "Loss on divestiture." The operating results of Newport News were included in Integrated Systems through the date of disposal.
In December 2016, the Company entered into a definitive agreement to divest Triumph Air Repair, the Auxiliary Power Unit Overhaul Operations of Triumph Aviation Services - Asia, Ltd. and Triumph Engines - Tempe ("Engines and APU"). As a result, the Company recognized a loss of $14,263 on the sale. The operating results of Engines and APU were included in Product Support through the date of disposal. The transaction closed during the quarter ended

June 30, 2017.

10

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

The disposal of these entities does not represent a strategic shift and is not expected to have a major effect on the Company's operations or financial results, as defined by ASC 205-20, Discontinued Operations; as a result, the disposals do not meet the criteria to be classified as discontinued operations.
To measure the amount of impairment related to the divestitures, the Company compared the fair values of assets and liabilities at the evaluation dates to the carrying amounts at the end of the month prior to the respective evaluation dates. The sale of Embee, Newport News and Engines and APU assets and liabilities are categorized as Level 2 within the fair value hierarchy. The key assumption included the negotiated sales price of the assets and the assumptions of the liabilities (see Note 2 above for definition of levels).

4. INVENTORIES

Inventories are stated at the lower of cost (average-cost or specific-identification methods) or market. The components of inventories are as follows:

	December 31, 2017	March 31, 2017
Raw materials	$ 82,768	$ 89,069
Work-in-process, including manufactured and purchased components	1,613,881	1,297,989
Finished goods	117,820	118,265
Rotable assets	57,295	57,337
Less: unliquidated progress payments	(409,040)	(222,485)
Total inventories	$ 1,462,724	$ 1,340,175

Work-in-process inventory includes capitalized pre-production costs on newer development programs. Capitalized pre-production costs include nonrecurring engineering, planning and design, including applicable overhead, incurred before production is manufactured on a regular basis. Significant customer-directed work changes can also cause pre-production costs to be incurred. These costs are typically recovered over a contractually determined number of ship set deliveries. The balance of development program inventory, comprised principally of capitalized pre-production costs, excluding progress payments related to the Company's contracts with Bombardier for the Global 7000/8000 program ("Bombardier") and Embraer for the second generation E-Jet program ("Embraer") are as follows:

	December 31, 2017			
	Inventory	Capitalized Pre-Production	Forward Loss Provision	Total Inventory, net
Bombardier	$ 265,137	$ 670,010	$ (352,900)	$ 582,247
Embraer	33,669	179,121	(5,762)	207,028
Total	$ 298,806	$ 849,131	$ (358,662)	$ 789,275

	March 31, 2017			
	Inventory	Capitalized Pre-Production	Forward Loss Provision	Total Inventory, net
Bombardier	$ 89,650	$ 589,449	$ (399,758)	$ 279,341
Embraer	14,987	173,169	(5,800)	182,356
Total	$ 104,637	$ 762,618	$ (405,558)	$ 461,697

Under our contract for the Bombardier Global 7000/8000 wing program ("Global 7000"), the Company has the right to design, develop and manufacture wing components for the Global 7000 program. The Global 7000 contract provides for fixed pricing and requires the Company to fund certain up-front development expenses, with certain milestone payments made by Bombardier.

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

The Global 7000 program charge resulted in the impairment of previously capitalized pre-production costs due to the combination of cost recovery uncertainty, higher than anticipated non-recurring costs and increased forecasted costs on recurring production. The increases in costs were driven by several factors, including: changing technical requirements, increased spending on the design and engineering phase of the program, and uncertainty regarding cost reduction and cost recovery initiatives with our customer and suppliers.
The Global 7000 program has continued to incur costs since March 2016 in support of the development and transition to production.
In May 2017, Triumph Aerostructures and Bombardier entered into a comprehensive settlement agreement that resolved all outstanding commercial disputes between them, including all pending litigation, related to the design, manufacture and supply of wing components for the Global 7000 business aircraft. The settlement resets the commercial relationship between the companies and allows each company to better achieve its business objectives going forward.
Further cost increases or an inability to meet revised recurring cost forecasts on the Global 7000 program may result in additional forward loss reserves in future periods, while improvements in future costs compared to current estimates may result in favorable adjustments if forward loss reserves are no longer required.
The Company is still in the pre-production stages for the Bombardier and Embraer programs, as these aircrafts are not scheduled to enter service until calendar year 2018, or later. Transition of these programs from development to recurring production levels is dependent upon the success of the programs achieving flight testing and certification, as well as the ability of the Bombardier and Embraer programs to generate acceptable levels of aircraft sales. The failure to achieve these milestones and level of sales or significant cost overruns may result in additional forward losses.

5. LONG-TERM DEBT

Long-term debt consists of the following:

	December 31, 2017	March 31, 2017
Revolving line of credit	$ 50,000	$ 29,999
Term loan	—	309,375
Receivable securitization facility	109,200	112,900
Capital leases	58,297	72,800
Senior notes due 2021	375,000	375,000
Senior notes due 2022	300,000	300,000
Senior notes due 2025	500,000	—
Other debt	—	7,978
Less: Debt issuance costs	(17,886)	(11,752)
	1,374,611	1,196,300
Less: Current portion	15,135	160,630
	$ 1,359,476	$ 1,035,670

Revolving Credit Facility

In July 2017, the Company entered into a Ninth Amendment to the Credit Agreement (the “Ninth Amendment” and the Existing Credit Agreement as amended by the Ninth Amendment, the “Credit Agreement”) with the Administrative Agent and the Lenders party thereto to, among other things, (i) permit the Company to incur High Yield Indebtedness (as defined in the Credit Agreement) in an aggregate principal amount of up to $500,000, subject to the Company’s obligations to apply the net proceeds from this offering to repay the outstanding principal amount of the term loans in full, (ii) limit the mandatory prepayment provisions to eliminate the requirement that net proceeds received from the incurrence of Permitted Indebtedness (as defined in the Credit Agreement), including the High Yield Indebtedness, be applied to reduce the revolving credit

12

commitments once the revolving credit commitments have been reduced to $800,000, (iii) amend certain covenants and other terms and (iv) modify the current interest rate and letter of credit pricing tiers.

In connection with the amendment to the Credit Agreement, the Company incurred $633 of financing costs. These costs, along with the $13,226 of unamortized financing costs subsequent to the amendment, are being amortized over the remaining term of the Credit Agreement. In accordance with the reduction in the capacity of the Credit Agreement, the Company wrote-off a proportional amount of unamortized financing fees prior to the amendment.

In May 2017, the Company entered into an Eighth Amendment to the Third Amended and Restated Credit Agreement, among the Company and its lenders to, among other things, (i) eliminate the total leverage ratio financial covenant, (ii) increase the maximum permitted senior secured leverage ratio financial covenant applicable to each fiscal quarter, commencing with the fiscal quarter ended March 31, 2017, and to revise the step-downs applicable to such financial covenant, (iii) reduce the aggregate principal amount of commitments under the revolving line of credit to $850,000 from $1,000,000, (iv) modify the maturity date of the term loans so that all of the term loans will mature on March 31, 2019, and (v) establish a new higher pricing tier for the interest rate, commitment fee and letter of credit fee pricing provisions.

The obligations under the Credit Facility and related documents are secured by liens on substantially all assets of the Company and its domestic subsidiaries pursuant to a Second Amended and Restated Guarantee and Collateral Agreement, dated as of November 19, 2013, among the administrative agent, the Company and the subsidiaries of the Company party thereto.

Pursuant to the Credit Facility, the Company can borrow, repay and re-borrow revolving credit loans, and cause to be issued letters of credit, in an aggregate principal amount not to exceed $800,000 outstanding at any time. The Credit Facility bears interest at either: (i) LIBOR plus between 1.50% and 3.50%; (ii) the prime rate; or (iii) an overnight rate at the option of the Company. The applicable interest rate is based upon the Company’s ratio of total indebtedness to earnings before interest, taxes, depreciation and amortization. In addition, the Company is required to pay a commitment fee of 0.50% on the unused portion of the Credit Facility. The Company’s obligations under the Credit Facility are guaranteed by the Company’s domestic subsidiaries.

At December 31, 2017, there were $50,000 in borrowings and $30,152 in letters of credit outstanding under the Revolving Line of Credit provisions of the Credit Facility, primarily to support insurance policies. At March 31, 2017, there were $29,999 in borrowings and $27,240 in letters of credit outstanding under the Revolving Line of Credit provisions of the Credit Facility, primarily to support insurance policies. The level of unused borrowing capacity under the Revolving Line of Credit provisions of the Credit Facility varies from time to time depending in part upon its compliance with financial and other covenants set forth in the related agreement. The Credit Facility contains certain affirmative and negative covenants, including limitations on specified levels of indebtedness to earnings before interest, taxes, depreciation and amortization, and interest coverage requirements, and includes limitations on, among other things, liens, mergers, consolidations, sales of assets, and incurrence of debt. If an event of default were to occur under the Credit Facility, the lenders would be entitled to declare all amounts borrowed under it immediately due and payable. The occurrence of an event of default under the Credit Facility could also cause the acceleration of obligations under certain other agreements. The Company is currently in compliance with all such covenants. Although the Company does not anticipate any violations of the financial covenants, its ability to comply with these covenants is dependent upon achieving earnings and cash flow projections. As of December 31, 2017, the Company had borrowing capacity under this facility of $719,848 after reductions for borrowings, letters of credit outstanding under the facility and consideration of covenant limitations.

The Credit Facility also provided for a variable rate term loan (the "2013 Term Loan"). The Company repaid the outstanding principal amount of the 2013 Term Loan in quarterly installments, on the first business day of each January, April, July and October. The 2013 Term Loan was paid in full with the proceeds from the Senior Notes due 2025 (see below).

The Company previously maintained an interest rate swap agreement to reduce its exposure to interest on the variable rate portion of its long-term debt. In conjunction with the repayment of the 2013 Term Loan, the Company terminated the interest rate swap receiving $280 upon settlement which is included in Interest expense and other on the accompanying Condensed Consolidated Statements of Operations.

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

Receivables Securitization Facility

In November 2017, the Company amended the Securitization Facility decreasing the purchase limit from $225,000 to $125,000 and extending the term through November 2020. In connection with the Securitization Facility, the Company sells on a revolving basis certain trade accounts receivable to Triumph Receivables, LLC, a wholly-owned special-purpose entity, which in turn sells a percentage ownership interest in the receivables to commercial paper conduits sponsored by financial institutions. The Company is the servicer of the trade accounts receivable under the Securitization Facility. As of December 31, 2017, the maximum amount available under the Securitization Facility was $125,000. Interest rates are based on LIBOR plus a program fee and a commitment fee. The program fee is 0.13% on the amount outstanding under the Securitization Facility. Additionally, the commitment fee is 0.50% on 100.00% of the maximum amount available under the Securitization Facility. The Company secures its trade accounts receivable, which are generally non-interest bearing, in transactions that are accounted for as borrowings pursuant to the Transfers and Servicing topic of the ASC 860.

The agreement governing the Securitization Facility contains restrictions and covenants, including limitations on the making of certain restricted payments, creation of certain liens, and certain corporate acts such as mergers, consolidations and the sale of all or substantially all of the Company's assets.

Senior Notes Due 2021

On February 26, 2013, the Company issued $375,000 principal amount of 4.875% Senior Notes due 2021 (the "2021 Notes"). The 2021 Notes were sold at 100% of principal amount and have an effective interest yield of 4.875%. Interest on the 2021 Notes accrues at the rate of 4.875% per annum and is payable semiannually in cash in arrears on April 1 and October 1 of each year, commencing on October 1, 2013.

Senior Notes Due 2022

On June 3, 2014, the Company issued $300,000 principal amount of 5.250% Senior Notes due 2022 (the "2022 Notes"). The 2022 Notes were sold at 100% of principal amount and have an effective interest yield of 5.250%. Interest on the 2022 Notes accrues at the rate of 5.250% per annum and is payable semiannually in cash in arrears on June 1 and December 1 of each year, commencing on December 1, 2014.

Senior Notes Due 2025

On August 17, 2017, the Company issued $500,000 principal amount of 7.750% Senior Notes due 2025 (the "2025 Notes"). The 2025 Notes were sold at 100% of principal amount and have an effective interest yield of 7.750%. Interest on the 2025 Notes accrues at the rate of 7.750% per annum and is payable semiannually in cash in arrears on February 15 and August 15 of each year, commencing on February 15, 2018. In connection with the issuance of the 2025 Notes, the Company incurred approximately $8,779 of costs, which were deferred and are being amortized on the effective interest method over the term of the 2025 Notes.

The 2025 Notes are the Company's senior unsecured obligations and rank equally in right of payment with all of its other existing and future senior unsecured indebtedness and senior in right of payment to all of its existing and future subordinated indebtedness. The 2025 Notes are guaranteed on a full, joint and several basis by each of the Guarantor Subsidiaries.

The Company may redeem some or all of the 2025 Notes prior to August 15, 2020 by paying a "make-whole" premium. The Company may redeem some or all of the 2025 Notes on or after August 15, 2020, at specified redemption prices. In addition, prior to August 15, 2020, the Company may redeem up to 35% of the 2025 Notes with the net proceeds of certain equity offerings at a redemption price equal to 107.750% of the aggregate principal amount plus accrued and unpaid interest, if any, subject to certain limitations set forth in the indenture governing the 2025 Notes (the "2025 Indenture").

The Company is obligated to offer to repurchase the 2025 Notes at a price of (i) 101% of their principal amount plus accrued and unpaid interest, if any, as a result of certain change-of-control events and (ii) 100% of their principal amount plus accrued and unpaid interest, if any, in the event of certain asset sales. These restrictions and prohibitions

are subject to certain qualifications and exceptions.
The 2025 Indenture contains covenants that, among other things, limit the Company's ability and the ability of any of the guarantor subsidiaries to (i) grant liens on its assets, (ii) make dividend payments, other distributions or other restricted

payments, (iii) incur restrictions on the ability of the Guarantor Subsidiaries to pay dividends or make other payments, (iv) enter into sale and leaseback transactions, (v) merge, consolidate, transfer or dispose of substantially all of their assets, (vi) incur additional indebtedness, (vii) use the proceeds from sales of assets, including capital stock of restricted subsidiaries, and (viii) enter into transactions with affiliates.

Receivables Purchase Agreement

On March 28, 2016, the Company entered into a Purchase Agreement ("Receivables Purchase Agreement") to sell certain accounts receivables to a financial institution without recourse. The Company is the servicer of the accounts receivable under the Receivables Purchase Agreement. As of December 31, 2017, the maximum amount available under the Receivables Purchase Agreement was $90,000. Interest rates are based on LIBOR plus 0.65% - 0.70%. As of December 31, 2017 and March 31, 2017, the Company sold $0 and $78,006, respectively, worth of eligible accounts receivable.

Financial Instruments Not Recorded at Fair Value

The carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts receivable and accounts payable, approximate fair value because of their short maturities (Level 1 inputs). Carrying amounts and the related estimated fair values of the Company’s financial instruments not recorded at fair value in the financial statements are as follows:

	December 31, 2017		March 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt	$1,374,611	$1,432,240	$1,196,300	$1,178,968

The fair value of the long-term debt was calculated based on interest rates available for debt with terms and maturities similar to the Company’s existing debt arrangements (Level 2 inputs), unless quoted market prices were available.

6. (LOSS) EARNINGS PER SHARE

The following is a reconciliation between the weighted-average outstanding shares used in the calculation of basic and diluted earnings per share:

	Three Months Ended December 31, (in thousands)		Nine Months Ended December 31, (in thousands)	
	2017	2016	2017	2016
Weighted-average common shares outstanding – basic	49,459	49,329	49,425	49,294
Net effect of dilutive stock options and nonvested stock	—	111	—	127
Weighted-average common shares outstanding – diluted	49,459	49,440	49,425	49,421

7. INCOME TAXES

The Company follows the Income Taxes topic of ASC 740, which prescribes a recognition threshold and measurement attribute criteria for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, as well as guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation referred to as the Tax Cuts and Jobs Act (the “Act”). The Act introduces tax reform that reduces the current corporate federal income tax rate from 35% to 21%, among other changes. The Act makes broad and complex changes to the U.S. tax code and it will take time to fully evaluate the

15

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impact of these changes on the Company. The Company has recorded a provisional tax benefit of $24,573 related to the impact of the Act's reduction in the statutory tax rate on its net deferred tax liability, as well as a provisional tax liability of $2,175 imposed on unremitted foreign earnings under the Act's mandatory repatriation provisions. The Company has prepared a reasonable estimate around the impact of the Act and has recorded the provisional impact (as described in SAB 118)as discrete adjustments noted above to the tax provision for the three months ended December 31, 2017. While the Company believes these are reasonable estimates of the impact of the Act, additional time is needed to finalize these estimates. While the Company has computed and recorded these provisional amounts, these will be finalized within the established measurement period (not to exceed one year) as additional data and information is gathered. The Company determined that the amounts recorded are provisional as adjustments may occur due to additional guidance from the IRS, the earnings and profit at March 31, 2018, and as certain tax positions are finalized when the Company files its 2018 tax returns.

Due to the legislative changes aforementioned, companies need to continually reevaluate their indefinite assertion. Additional withholding taxes and/or deferred tax liability associated with basis differences may be required, but due to the legislative uncertainty around the withholding taxes on distributions under the act, no estimate has been recorded as of December 31, 2017. This will be analyzed within the proscribed measurement period. The Company continues to review the anticipated impacts around the base erosion anti-abuse tax ("BEAT") and the global intangible low taxed income ("GILTI") which are not effective until the year ended March 31, 2019. The Company has not recorded any impact of these provisions as of December 31, 2017, but plans to perform a full analysis within the proscribed measurement period.

The Company has classified uncertain tax positions as noncurrent income tax liabilities unless expected to be paid in one year. Penalties and tax-related interest expense are reported as a component of income tax expense. As of December 31, 2017 and March 31, 2017, the total amount of accrued income tax-related interest and penalties was $312 and $282, respectively.

As of December 31, 2017 and March 31, 2017, the total amount of unrecognized tax benefits was $11,403 and $10,266, respectively, of which $11,403 and $10,266, respectively, would impact the effective rate, if recognized. The Company does not anticipate that total unrecognized tax benefits will be reduced in the next 12 months.

As of December 31, 2017, the Company has a valuation allowance against principally all of its net deferred tax assets given insufficient positive evidence to support the realization of the Company's deferred tax assets. The Company intends to continue maintaining a valuation allowance on its deferred tax assets until there is sufficient positive evidence to support the reversal of all or some portion of these allowances. A reduction in the valuation allowance could result in a significant decrease in income tax expense in the period that the release is recorded. However, the exact timing and amount of the reduction in its valuation allowance is unknown at this time and will be subject to the earnings level the Company achieves during fiscal 2018 as well as the Company's income in future periods.

The effective income tax rate for the three months ended December 31, 2017, was 22.2% as compared to 17.3% for the three months ended December 31, 2016. For the three months ended December 31, 2017, the effective tax rate reflected a $22,398 tax benefit related to the Act, a $4,758 tax benefit related to the return to provision true up adjustment, the impact of the non-deductible portion of the goodwill impairment, and the partial reversal of previously established valuation allowance related to the current year activity. For the three months ended December 31, 2016, the income tax provision reflected the partial reversal of previously established valuation allowance related to the capital loss generated from the divestiture of TAS-Newport News.

The effective income tax rate for the nine months ended December 31, 2017, was 22.1% as compared to 28.1% for the nine months ended December 31, 2016. For the nine months ended December 31, 2017, the effective tax rate reflected a $22,398 tax benefit from the Tax Act, a $4,758 tax benefit from the return to provision true up adjustment, the impact of the non-deductible portion of the goodwill impairment, the partial reversal of previously established valuation allowance related to the current year activity, as well as the disallowed capital loss generated from the divestiture of Embee. For the nine months ended December 31, 2016, the income tax provision reflected the disallowed tax benefit of $1,277 related to the capital loss generated from the divestiture of Newport News.

With few exceptions, the Company is no longer subject to U.S. federal income tax examinations for fiscal years ended before March 31, 2011, U.S. federal income tax examinations for fiscal years ended March 31, 2012 and 2013, state or local examinations for fiscal years ended before March 31, 2013, or foreign income tax examinations by tax authorities for fiscal years ended before March 31, 2011.

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

As of December 31, 2017, the Company is subject to examination in one state jurisdiction. The Company has filed appeals in a prior state examination related to fiscal years ended March 31, 1999 through March 31, 2005. Because of net operating losses acquired as part of the acquisition of Vought, the Company is subject to U.S. federal income tax examinations and various state jurisdictions for the years ended December 31, 2001 and after related to previously filed Vought tax returns. The Company believes appropriate provisions for all outstanding issues have been made for all jurisdictions and all open years.

8. GOODWILL

The following is a summary of the changes in the carrying value of goodwill by reportable segment, from March 31, 2017 through December 31, 2017:

	Integrated Systems	Precision Components	Product Support	Total
Balance, March 31, 2017	$541,155	$ 532,418	$69,032	$1,142,605
Impairment of goodwill	—	(190,227)	—	(190,227)
Goodwill derecognized in connection with divestitures and assets held for sale	(27,709)	—	—	(27,709)
Effect of exchange rate changes	7,126	2,810	(105)	9,831
Balance, December 31, 2017	$520,572	$ 345,001	$68,927	$934,500

The Company's most recent annual goodwill impairment test was performed for all reporting units as of February 1, 2017. The Company also performs the goodwill impairment test on an interim basis upon the occurrence of events or substantive changes in circumstances that indicate a reporting unit's carrying value may be less than its fair value. The Company performed an interim assessment of the fair value of its goodwill due to the Company's decision to combine the Aerospace Structures and Precision Components reporting segments into one reporting segment as noted above. In accordance with ASC 350-20-35-3C, there are several potential events and circumstances that could be indicators of goodwill impairment. A change in a company's reporting unit structure is one of these events, and when this does occur, a company must perform a "before and after" test of the reporting units (see Note 1). Additionally, the Company's enhanced visibility into its future cash flows based on its annual planning process was also an indicator. Consistent with the Company's policy described in the Form 10-K for the fiscal year ended March 31, 2017, the Company performed the goodwill impairment test which includes using a combination of both the market and income approaches to estimate the fair value of each reporting unit.

After performing the "before" portion of the test of the reporting units and concluded that the Precision Component's reporting unit had a fair value that was lower then its carrying value by an amount of $(190,227). Accordingly, the Company recorded a non-cash impairment charge during the quarter ended December 31, 2017 of $(190,227), which is presented on the accompanying Consolidated Statements of Operations as "Impairment of intangible assets”. The decline in fair value is the result of declining revenues from production rate reductions on sun-setting programs and the slower than previously projected ramp in our development programs and the timing of associated earnings and cash flows.

The Company then performed the "after" portion of the test of the reporting units and concluded that the new reporting unit of Aerospace Structure's goodwill had a fair value that was lower then its carrying value by an amount that exceeded the remaining goodwill for the reporting unit. Following the applicable accounting guidance, this impairment charge is deemed to have occurred during the Company's fiscal fourth quarter. Therefore, the Company will record a non-cash impairment charge during the quarter ended March 31, 2018 of $345,001, which will be presented on the Consolidated Statements of Operations as "Impairment of intangible assets” for the fiscal year ended March 31, 2018. The decline in fair value is the result of declining revenues from production rate reductions on sun-setting programs and the slower than previously projected ramp in our development programs and the timing of associated earnings and cash flows (See Note 2 for definition of fair value levels).

As of December 31, 2017, Aerospace Structures has goodwill of $863,901, which was fully impaired and the Precision Components' impairment charge noted above represents its accumulated impairment charges.

(dollars in thousands, except per share data)

9. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

The Company sponsors several defined benefit pension plans covering some of its employees. Certain employee groups are ineligible to participate in the plans or have ceased to accrue additional benefits under the plans based upon their service to the Company or years of service accrued under the defined benefit pension plans. Benefits under the defined benefit plans are based on years of service and, for most non-represented employees, on average compensation for certain years. It is the Company's policy to fund at least the minimum amount required for all qualified plans, using actuarial cost methods and assumptions acceptable under U.S. government regulations, by making payments into a separate trust.

In addition to the defined benefit pension plans, the Company provides certain healthcare and life insurance benefits for eligible retired employees. Such benefits are unfunded. Employees achieve eligibility to participate in these contributory plans upon retirement from active service if they meet specified age and years of service requirements. Election to participate for some employees must be made at the date of retirement. Qualifying dependents at the date of retirement are also eligible for medical coverage. Current plan documents reserve the right to amend or terminate the plans at any time, subject to applicable collective bargaining requirements for represented employees. From time to time, changes have been made to the benefits provided to various groups of plan participants. Premiums charged to most retirees for medical coverage prior to age 65 are based on years of service and are adjusted annually for changes in the cost of the plans as determined by an independent actuary. In addition to this medical inflation cost-sharing feature, the plans also have provisions for deductibles, co-payments, coinsurance percentages, out-of-pocket limits, schedules of reasonable fees, preferred provider networks, coordination of benefits with other plans and a Medicare carve-out.

In accordance with the Compensation – Retirement Benefits topic of ASC 715, the Company has recognized the funded status of the benefit obligation as of the date of the last remeasurement, on the accompanying Condensed Consolidated Balance Sheets. The funded status is measured as the difference between the fair value of the plan's assets and the pension benefit obligation or accumulated postretirement benefit obligation, of the plan. In order to recognize the funded status, the Company determined the fair value of the plan assets. The majority of the plan assets are publicly traded investments which were valued based on the market price as of the date of remeasurement. Investments that are not publicly traded were valued based on the estimated fair value of those investments based on our evaluation of data from fund managers and comparable market data.

Net Periodic Benefit Plan Costs

The components of net periodic benefit costs (income) for our postretirement benefit plans are shown in the following table:

	Pension benefits			
	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
Components of net periodic benefit costs:				
Service cost	$1,126	$1,628	$3,371	$4,911
Interest cost	18,803	18,144	56,391	54,494
Expected return on plan assets	(38,090)	(38,966)	(114,222)	(117,025)
Amortization of prior service credits	(710)	(445)	(2,131)	(1,337)
Amortization of net loss	3,478	3,027	10,403	9,088
Settlement charge	—	—	523	—
Net periodic benefit income	$(15,393)	$(16,612)	$(45,665)	$(49,869)

18

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

	Other postretirement benefits			
	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
Components of net periodic benefit costs:				
Service cost	$102	$179	$305	$537
Interest cost	1,219	1,247	3,656	3,740
Amortization of prior service credits	(2,328)	(3,366)	(6,984)	(10,097)
Amortization of gain	(1,775)	(1,647)	(5,324)	(4,941)
Settlement gain	(15,099)	—	(15,099)	—
Net periodic benefit income	$(17,881)	$(3,587)	$(23,446)	$(10,761)

The following summarizes the key events whose effects on net periodic benefit cost and obligations are included in the tables above:

- In November 2017, the Company announced an amendment to the retirement plan of its non-represented employee participants. Effective November 30, 2017, the Company eliminated and reduced certain welfare benefits for retirees. Those changes resulted in a decrease in the projected OPEB obligation of $17,652 and a related curtailment gain of $15,099 included in "Curtailment and settlement gain, net" on the Consolidated Statement of Operations for the three and nine months ended December 31, 2017.

10. STOCKHOLDERS' EQUITY

Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive income (loss) ("AOCI") by component for the three and nine months ended December 31, 2017 and 2016, respectively, were as follows:

	Currency Translation Adjustment	Unrealized Gains and Losses on Derivative Instruments	Defined Benefit Pension Plans and Other Postretirement Benefits	Total (1)
Balance September 30, 2017	$ (65,886)	$ (246)	$ (313,290)	$(379,422)
AOCI before reclassifications	(1,824)	(816)	23,378	20,738
Amounts reclassified from AOCI	—	203	(16,143) (2)	(15,940)
Net current period AOCI	(1,824)	(613)	7,235	4,798
Balance December 31, 2017	$ (67,710)	$ (859)	$ (306,055)	$(374,624)
Balance September 30, 2016	$(80,434)	$(2,557)	$(288,572)	$(371,563)
AOCI before reclassifications	(15,066)	1,726	—	(13,340)
Amounts reclassified from AOCI	—	5	(1,573) (2)	(1,568)
Net current period AOCI	(15,066)	1,731	(1,573)	(14,908)
Balance December 31, 2016	$(95,500)	$(826)	$(290,145)	$(386,471)

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

Balance March 31, 2017	$(87,212)	$2,153	$(311,119)	$(396,178)
AOCI before reclassifications	19,502	(835)	23,901	42,568
Amounts reclassified from AOCI	—	(2,177)	(18,837)(2)	(21,014)
Net current period AOCI	19,502	(3,012)	5,064	21,554
Balance December 31, 2017	$(67,710)	$(859)	$(306,055)	$(374,624)
Balance March 31, 2016	$(58,816)	$(2,920)	$(285,426)	$(347,162)
AOCI before reclassifications	(36,684)	2,100	—	(34,584)
Amounts reclassified from AOCI	—	(6)	(4,719)(2)	(4,725)
Net current period AOCI	(36,684)	2,094	(4,719)	(39,309)
Balance December 31, 2016	$(95,500)	$(826)	$(290,145)	$(386,471)

(1) Net of tax.
(2) Includes amortization of actuarial losses and recognized prior service (credits) costs, which are included in the net periodic pension cost of which a portion is allocated to production as inventoried costs.

Issuance of Restricted Stock Awards and Stock Options

Included in the employment agreement for the Company's CEO were restricted stock awards totaling 179,134 shares. The awards generally vest in full after four to seven years. The fair value of the awards is determined by the product of the number of shares granted, the grant date market price of the Company's stock and adjusted for the market conditions necessary to achieve the awards. Certain of these awards contain performance conditions, in addition to service conditions. The fair value of the awards is expensed over a graded vesting period of the requisite service period of four to seven years. In addition the employment agreement included 150,000 stock options with an exercise price of $30.86, a contractual term of 10 years and vesting over a 4-year period.

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

11. SEGMENTS

The Company has four reportable segments: Integrated Systems, Aerospace Structures, Precision Components and Product Support. The Company’s reportable segments are aligned with how the business is managed and views the markets that the Company serves. The Chief Operating Decision Maker (the "CODM") evaluates performance and allocates resources based upon review of segment information. The CODM utilizes earnings before interest, income taxes, depreciation and amortization (“Adjusted EBITDA”) as a primary measure of segment profitability to evaluate performance of its segments and allocate resources.

Integrated Systems consists of the Company’s operations that provides integrated solutions including design, development and support of proprietary components, subsystems and systems, as well as production of complex assemblies using external designs. Capabilities include hydraulic, mechanical and electro-mechanical actuation, power and control; a complete suite of aerospace gearbox solutions including engine accessory gearboxes and helicopter transmissions; active and passive heat exchange technology; fuel pumps, fuel metering units and Full Authority Digital Electronic Control fuel systems; hydro-mechanical and electromechanical primary and secondary flight controls; and a broad spectrum of surface treatment options.

Aerospace Structures consists of the Company’s operations that supply commercial, business, regional and military manufacturers with large metallic and composite structures. Products include wings, wing boxes, fuselage panels, horizontal and vertical tails and sub-assemblies such as floor grids. Inclusive of most of the former Vought Aircraft Division, Aerospace Structures also has the capability to engineer detailed structural designs in metal and composites.

Precision Components consists of the Company’s operations that produce close-tolerance parts primarily to customer designs and model-based definition, including a wide range of aluminum, hard metal and composite structure capabilities. Capabilities include complex machining, gear manufacturing, sheet metal fabrication, forming, advanced composite and interior structures, joining processes such as welding, autoclave bonding and conventional mechanical fasteners and a variety of special processes including: super plastic titanium forming, aluminum and titanium chemical milling and surface treatments.

Product Support consists of the Company’s operations that provide full life cycle solutions for commercial, regional and military aircraft. The Company’s extensive product and service offerings include full post-delivery value chain services that simplify the MRO supply chain. Through its line maintenance, component MRO and postproduction supply chain activities, Product Support is positioned to provide integrated planeside repair solutions globally. Capabilities include fuel tank repair, metallic and composite aircraft structures, nacelles, thrust reversers, interiors, auxiliary power units and a wide variety of pneumatic, hydraulic, fuel and mechanical accessories.

Segment Adjusted EBITDA is total segment revenue reduced by operating expenses (less depreciation and amortization) identifiable with that segment. Corporate includes general corporate administrative costs and any other costs not identifiable with one of the Company’s segments, including restructuring of $17,089 for the nine months ended December 31, 2017.

The Company does not accumulate net sales information by product or service or groups of similar products and services and, therefore, the Company does not disclose net sales by product or service because to do so would be impracticable. Selected financial information for each reportable segment and the reconciliation of Adjusted EBITDA to operating income is as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2017	2016	2017	2016
Net sales:				
Integrated Systems	$239,198	$256,080	$711,099	$758,803
Aerospace Structures	282,495	304,235	807,754	956,114
Precision Components	219,675	226,294	685,701	740,354

Product Support	68,039	87,292	202,839	257,317
Elimination of inter-segment sales	(34,161)	(29,038)	(105,302)	(99,703)
	$775,246	$844,863	$2,302,091	$2,612,885

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
(Loss) income before income taxes:				
Operating income (expense):				
Integrated Systems	$42,667	$51,596	$132,171	$145,379
Aerospace Structures	12,022	23,867	23,253	57,898
Precision Components	(186,225)	2,942	(191,100)	7,223
Product Support	12,399	14,662	32,069	42,986
Corporate	(567)	(37,901)	(78,840)	(81,107)
	(119,704)	55,166	(82,447)	172,379
Interest expense and other	25,836	19,698	72,229	55,721
	$(145,540)	$35,468	$(154,676)	$116,658
Depreciation and amortization:				
Integrated Systems	$8,318	$9,766	$27,857	$30,228
Aerospace Structures	19,048	17,942	57,484	54,289
Precision Components	9,850	13,999	27,858	42,344
Product Support	1,663	2,294	5,068	7,230
Corporate	441	330	1,051	989
	$39,320	$44,331	$119,318	$135,080
Impairment charge of intangible assets:				
Precision Components	$190,227	$—	$190,227	$—
Amortization of acquired contract liabilities, net:				
Integrated Systems	$11,634	$7,628	$28,235	$27,101
Aerospace Structures	21,352	21,105	60,315	60,190
Precision Components	1,506	473	3,312	1,740
	$34,492	$29,206	$91,862	$89,031
Adjusted EBITDA:				
Integrated Systems	$39,351	$53,734	$131,793	$148,506
Aerospace Structures	9,718	20,704	20,422	51,997
Precision Components	12,346	16,468	23,673	47,827
Product Support	14,062	16,956	37,137	50,216
Corporate	(15,225)	(23,221)	(71,994)	(60,994)
	$60,252	$84,641	$141,031	$237,552
Capital expenditures:				
Integrated Systems	$1,903	$2,763	$5,923	$8,586
Aerospace Structures	2,384	2,228	9,503	9,820
Precision Components	3,407	2,636	12,563	11,040

Product Support	599	687	1,629	2,020
Corporate	864	843	2,314	1,657
	$9,157	$9,157	$31,932	$33,123

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

	December 31, 2017	March 31, 2017
Total Assets:		
Integrated Systems	$ 1,220,259	$ 1,281,828
Aerospace Structures	1,573,942	1,548,239
Precision Components	1,056,015	1,262,691
Product Support	285,302	284,231
Corporate	50,414	37,611
	$ 4,185,932	$ 4,414,600

During the three months ended December 31, 2017 and 2016, the Company had international sales of $184,182 and $198,052, respectively.
During the nine months ended December 31, 2017 and 2016, the Company had international sales of $529,226 and $561,177, respectively.

12. SELECTED CONDENSED CONSOLIDATING FINANCIAL STATEMENTS OF PARENT, GUARANTORS AND NON-GUARANTORS

The 2021 Notes, the 2022 Notes and the 2025 Notes are fully and unconditionally guaranteed on a joint and several basis by the Guarantor Subsidiaries. The total assets, stockholders' equity, revenue, earnings and cash flows from operating activities of the Guarantor Subsidiaries exceeded a majority of the consolidated total of such items as of and for the periods reported. The only consolidated subsidiaries of the Company that are not guarantors of the 2021 Notes, the 2022 Notes and the 2025 Notes (the “Non-Guarantor Subsidiaries”) are: (a) the receivables securitization special-purpose entity; and (b) the foreign operating subsidiaries. The following tables present condensed consolidating financial statements including the Company (the “Parent”), the Guarantor Subsidiaries, and the Non-Guarantor Subsidiaries. Such financial statements include summary Condensed Consolidating Balance Sheets as of December 31, 2017 and March 31, 2017, Condensed Consolidating Statements of Comprehensive Income for the three and nine months ended December 31, 2017 and 2016, and Condensed Consolidating Statements of Cash Flows for the nine months ended December 31, 2017 and 2016.

Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

SUMMARY CONDENSED CONSOLIDATING BALANCE SHEETS:

	December 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Current assets:					
Cash and cash equivalents	$12,628	$8,396	$ 43,364	$—	$64,388
Trade and other receivables, net	—	69,305	251,694	—	320,999
Inventories	—	1,342,611	120,113	—	1,462,724
Prepaid expenses and other	20,027	10,469	13,004	—	43,500
Total current assets	32,655	1,430,781	428,175	—	1,891,611
Property and equipment, net	10,920	618,925	120,077	—	749,922
Goodwill and other intangible assets, net	—	1,321,175	134,145	—	1,455,320
Other, net	21,496	45,329	22,254	—	89,079
Intercompany investments and advances	2,354,461	81,541	72,512	(2,508,514)	—
Total assets	$2,419,532	$3,497,751	$ 777,163	$(2,508,514)	$4,185,932
Current liabilities:					
Current portion of long-term debt	$574	$14,561	$ —	$—	$15,135
Accounts payable	3,324	340,106	43,651	—	387,081
Accrued expenses	49,520	531,133	46,758	—	627,411
Total current liabilities	53,418	885,800	90,409	—	1,029,627
Long-term debt, less current portion	1,317,662	41,814	—	—	1,359,476
Intercompany advances	283,926	2,080,159	488,955	(2,853,040)	—
Accrued pension and other postretirement benefits, noncurrent	6,608	503,033	—	—	509,641
Deferred income taxes and other	9,404	495,634	33,636	—	538,674
Total stockholders' equity	748,514	(508,689)	164,163	344,526	748,514
Total liabilities and stockholders' equity	$2,419,532	$3,497,751	$ 777,163	$(2,508,514)	$4,185,932

Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

SUMMARY CONDENSED CONSOLIDATING BALANCE SHEETS:

	March 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Current assets:					
Cash and cash equivalents	$19,942	$24,137	$ 25,554	$—	$69,633
Trade and other receivables, net	546	34,874	276,372	—	311,792
Inventories	—	1,243,461	96,714	—	1,340,175
Prepaid expenses and other	7,763	11,678	10,623	—	30,064
Assets held for sale	—	3,250	18,005	—	21,255
Total current assets	28,251	1,317,400	427,268	—	1,772,919
Property and equipment, net	8,315	673,153	123,562	—	805,030
Goodwill and other intangible assets, net	—	1,560,050	174,919	—	1,734,969
Other, net	17,902	67,955	15,825	—	101,682
Intercompany investments and advances	2,057,534	81,541	77,090	(2,216,165)	—
Total assets	$2,112,002	$3,700,099	$ 818,664	$(2,216,165)	$4,414,600
Current liabilities:					
Current portion of long-term debt	$33,298	$14,432	$ 112,900	$—	$160,630
Accounts payable	17,291	426,646	37,306	—	481,243
Accrued expenses	53,829	578,457	42,093	—	674,379
Liabilities related to assets held for sale	—	—	18,008	—	18,008
Total current liabilities	104,418	1,019,535	210,307	—	1,334,260
Long-term debt, less current portion	974,693	60,977	—	—	1,035,670
Intercompany advances	178,381	1,754,529	370,907	(2,303,817)	—
Accrued pension and other postretirement benefits, noncurrent	6,633	585,501	—	—	592,134
Deferred income taxes and other	1,403	564,358	40,302	—	606,063
Total stockholders' equity	846,474	(284,801)	197,148	87,652	846,473
Total liabilities and stockholders' equity	$2,112,002	$3,700,099	$ 818,664	$(2,216,165)	$4,414,600

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME:

	For the Three Months Ended December 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net sales	$—	$ 705,792	$ 88,443	$ (18,989)	$ 775,246
Operating costs and expenses:					
Cost of sales	—	563,033	68,162	(18,989)	612,206
Selling, general and administrative	27,914	27,331	6,902	—	62,147
Depreciation and amortization	441	34,606	4,273	—	39,320
Impairment of intangible assets	—	135,013	55,214	—	190,227
Restructuring	2,382	2,637	1,130	—	6,149
Curtailment and settlement gain, net	(15,099)	—	—	—	(15,099)
	15,638	762,620	135,681	(18,989)	894,950
Operating (loss) income	(15,638)	(56,828)	(47,238)	—	(119,704)
Intercompany interest and charges	(39,386)	38,877	509	—	—
Interest expense and other	23,686	2,796	(646)	—	25,836
Income (loss) before income taxes	62	(98,501)	(47,101)	—	(145,540)
Income (benefit) tax expense	(49,074)	15,715	1,071	—	(32,288)
Net income (loss)	49,136	(114,216)	(48,172)	—	(113,252)
Other comprehensive (loss) income	(613)	7,235	(1,824)	—	4,798
Total comprehensive (loss) income	$ 48,523	$ (106,981)	$ (49,996)	$ —	$ (108,454)

Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME:

	For the Three Months Ended December 31, 2016				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net sales	$—	$ 772,916	$ 90,526	$ (18,579)	$ 844,863
Operating costs and expenses:					
Cost of sales	—	599,381	72,397	(18,579)	653,199
Selling, general and administrative	16,955	41,991	7,804	—	66,750
Depreciation and amortization	331	39,850	4,150	—	44,331
Restructuring	6,231	4,449	387	—	11,067
Loss on divestiture and assets held for sale	14,350	—	—	—	14,350
	37,867	685,671	84,738	(18,579)	789,697
Operating (loss) income	(37,867)	87,245	5,788	—	55,166
Intercompany interest and charges	(45,597)	43,466	2,131	—	—
Interest expense and other	18,542	3,963	(2,807)	—	19,698
(Loss) income before income taxes	(10,812)	39,816	6,464	—	35,468
Income (benefit) tax expense	(8,980)	13,666	1,450	—	6,136
Net (loss) income	(1,832)	26,150	5,014	—	29,332
Other comprehensive (loss) income	1,731	(1,573)	(15,066)	—	(14,908)
Total comprehensive (loss) income	$(101)	$ 24,577	$ (10,052)	$ —	$ 14,424

Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME:

	For the Nine Months Ended December 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net sales	$—	$2,096,894	$ 266,101	$ (60,904)	$2,302,091
Operating costs and expenses:					
Cost of sales	—	1,667,935	214,482	(60,904)	1,821,513
Selling, general and administrative	69,820	118,006	26,108	—	213,934
Depreciation and amortization	1,050	105,781	12,487	—	119,318
Impairment of intangible assets	—	135,013	55,214	—	190,227
Restructuring	17,089	13,883	2,779	—	33,751
Loss on divestiture	20,371	—	—	—	20,371
Curtailment and settlement gain, net	(14,576)	—	—	—	(14,576)
	93,754	2,040,618	311,070	(60,904)	2,384,538
Operating (loss) income	(93,754)	56,276	(44,969)	—	(82,447)
Intercompany interest and charges	(122,339)	116,076	6,263	—	—
Interest expense and other	63,092	8,181	956	—	72,229
(Loss) income before income taxes	(34,507)	(67,981)	(52,188)	—	(154,676)
Income tax (benefit) expense	(64,823)	31,414	(706)	—	(34,115)
Net income (loss)	30,316	(99,395)	(51,482)	—	(120,561)
Other comprehensive (loss) income	(3,012)	5,064	19,502	—	21,554
Total comprehensive income (loss)	$27,304	$(94,331)	$ (31,980)	$ —	$(99,007)

28

Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME:

	For the Nine Months Ended December, 2016				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net sales	$—	$2,388,881	$ 281,978	$ (57,974)	$2,612,885
Operating costs and expenses:					
Cost of sales	—	1,883,122	227,752	(57,974)	2,052,900
Selling, general and administrative	45,052	137,609	22,561	—	205,222
Depreciation and amortization	989	121,412	12,679	—	135,080
Restructuring	15,831	11,735	614	—	28,180
Loss on divestiture and assets held for sale	19,124	—	—	—	19,124
	80,996	2,153,878	263,606	(57,974)	2,440,506
Operating (loss) income	(80,996)	235,003	18,372	—	172,379
Intercompany interest and charges	(144,666)	137,909	6,757	—	—
Interest expense and other	53,657	8,729	(6,665)	—	55,721
Income before income taxes	10,013	88,365	18,280	—	116,658
Income tax (benefit) expense	(7,359)	35,783	4,362	—	32,786
Net income	17,372	52,582	13,918	—	83,872
Other comprehensive income (loss)	2,094	(4,719)	(36,684)	—	(39,309)
Total comprehensive income (loss)	$19,466	$47,863	$ (22,766)	$ —	$44,563

29

Table of Contents
Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS:

	For the Nine Months Ended December 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net income (loss)	$30,316	$(99,395)	$(51,482)	$—	$(120,561)
Adjustments to reconcile net income to net cash (used in) operating activities provided by	(54,460)	(139,525)	73,560	42,707	(77,718)
Net cash (used in) provided by operating activities	(24,144)	(238,920)	22,078	42,707	(198,279)
Capital expenditures	(2,314)	(25,507)	(4,111)	—	(31,932)
Proceeds from sale of assets	—	68,009	403	—	68,412
Net cash (used in) provided by investing activities	(2,314)	42,502	(3,708)	—	36,480
Net increase in revolving credit facility	20,000	—	—	—	20,000
Proceeds on issuance of debt	500,000	—	31,500	—	531,500
Retirements and repayments of debt	(314,628)	(19,333)	(35,300)	—	(369,261)
Payments of deferred financing costs	(17,729)	—	—	—	(17,729)
Dividends paid	(5,956)	—	—	—	(5,956)
Repurchase of restricted shares for minimum tax obligation	(369)	—	—	—	(369)
Intercompany financing and advances	(162,174)	200,010	4,871	(42,707)	—
Net cash provided by (used in)financing activities	19,144	180,677	1,071	(42,707)	158,185
Effect of exchange rate changes on cash	—	—	(1,631)	—	(1,631)
Net change in cash and cash equivalents	(7,314)	(15,741)	17,810	—	(5,245)
Cash and cash equivalents at beginning of period	19,942	24,137	25,554	—	69,633
Cash and cash equivalents at end of period	$12,628	$8,396	$43,364	$—	$64,388

Triumph Group, Inc.
Notes to Condensed Consolidated Financial Statements
(dollars in thousands, except per share data)
(unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS:

	For the Nine Months Ended December, 2016				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Total
Net income	$17,372	$ 52,582	$ 13,918	$ —	$ 83,872
Adjustments to reconcile net income to net cash provided by (used in) operating activities	(2,419)	(294,036)	27,922	12,010	(256,523)
Net cash provided by (used in) operating activities	14,953	(241,454)	41,840	12,010	(172,651)
Capital expenditures	(1,657)	(22,442)	(9,024)	—	(33,123)
Proceeds from sale of assets	—	22,253	932	—	23,185
Acquisitions, net of cash acquired	—				