

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2020

OR

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

Commission File No. 001-35456

ALLISON TRANSMISSION HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)



Delaware
(State or Other Jurisdiction of Incorporation or Organization)

26-0414014
(I.R.S. Employer Identification Number)

One Allison Way

Indianapolis, IN
(Address of Principal Executive Offices)

46222
(Zip Code)

(317) 242-5000

(Registrant's Telephone Number, Including Area Code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common stock, \$0.01 par value	ALSN	New York Stock Exchange

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 No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

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

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

As of October 15, 2020, there were 112,670,802 shares of Common Stock outstanding.

INDEX

	<u>Page</u>
<u>PART I. FINANCIAL INFORMATION</u>	
Item 1. Financial Statements	3 - 7
Condensed Consolidated Balance Sheets	3
Condensed Consolidated Statements of Comprehensive Income	4
Condensed Consolidated Statements of Cash Flows	5
Condensed Consolidated Statements of Stockholders' Equity	6 - 7
Notes to Condensed Consolidated Financial Statements	8 - 25
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	26 - 39
Item 3. Quantitative and Qualitative Disclosures About Market Risk	40
Item 4. Controls and Procedures	41
<u>PART II. OTHER INFORMATION</u>	
Item 1. Legal Proceedings	42
Item 1A. Risk Factors	42
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	43
Item 6. Exhibits	44
Signatures	45

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

**Allison Transmission Holdings, Inc.
Condensed Consolidated Balance Sheets
(unaudited, dollars in millions, except share and per share data)**

	September 30, 2020	December 31, 2019
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 251	\$ 192
Accounts receivable – net of allowances for doubtful accounts of \$1	245	253
Inventories	177	199
Other current assets	37	42
Total Current Assets	710	686
Property, plant and equipment, net	636	616
Intangible assets, net	975	1,042
Goodwill	2,063	2,041
Other non-current assets	62	65
TOTAL ASSETS	\$ 4,446	\$ 4,450
LIABILITIES		
Current Liabilities		
Accounts payable	\$ 133	\$ 150
Product warranty liability	34	24
Current portion of long-term debt	6	6
Deferred revenue	33	35
Other current liabilities	176	202
Total Current Liabilities	382	417
Product warranty liability	31	28
Deferred revenue	107	104
Long-term debt	2,510	2,512
Deferred income taxes	424	387
Other non-current liabilities	246	221
TOTAL LIABILITIES	3,700	3,669
Commitments and contingencies (see NOTE P)		
STOCKHOLDERS' EQUITY		
Common stock, \$0.01 par value, 1,880,000,000 shares authorized, 112,779,811 shares issued and outstanding and 118,199,782 shares issued and outstanding, respectively	1	1
Non-voting common stock, \$0.01 par value, 20,000,000 shares authorized, none issued and outstanding	—	—
Preferred stock, \$0.01 par value, 100,000,000 shares authorized, none issued and outstanding	—	—
Paid in capital	1,812	1,802
Accumulated deficit	(985)	(970)
Accumulated other comprehensive loss, net of tax	(82)	(52)
TOTAL STOCKHOLDERS' EQUITY	746	781
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 4,446	\$ 4,450

The accompanying notes are an integral part of the condensed consolidated financial statements.

Allison Transmission Holdings, Inc.
Condensed Consolidated Statements of Comprehensive Income
(unaudited, dollars in millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net sales	\$ 532	\$ 669	\$ 1,546	\$ 2,081
Cost of sales	278	321	801	985
Gross profit	254	348	745	1,096
Selling, general and administrative	93	85	237	262
Engineering — research and development	33	39	107	107
Operating income	128	224	401	727
Interest expense, net	(34)	(32)	(100)	(101)
Other income, net	4	2	8	8
Income before income taxes	98	194	309	634
Income tax expense	(21)	(45)	(70)	(137)
Net income	\$ 77	\$ 149	\$ 239	\$ 497
Basic earnings per share attributable to common stockholders	\$ 0.68	\$ 1.24	\$ 2.10	\$ 4.04
Diluted earnings per share attributable to common stockholders	\$ 0.68	\$ 1.23	\$ 2.10	\$ 4.01
Comprehensive income, net of tax	\$ 80	\$ 136	\$ 209	\$ 467

The accompanying notes are an integral part of the condensed consolidated financial statements.

Allison Transmission Holdings, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited, dollars in millions)

	Nine Months Ended September 30,	
	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 239	\$ 497
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property, plant and equipment	71	57
Deferred income taxes	46	61
Amortization of intangible assets	40	65
Stock-based compensation	11	10
Amortization of deferred financing costs	3	4
Expenses related to long-term debt refinancing	—	5
Allowance for doubtful accounts	—	1
Other	3	(1)
Changes in assets and liabilities:		
Accounts receivable	8	(40)
Inventories	22	(20)
Accounts payable	(34)	2
Other assets and liabilities	(11)	4
Net cash provided by operating activities	<u>398</u>	<u>645</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions of long-lived assets	(80)	(91)
Business acquisitions	4	(232)
Net cash used for investing activities	<u>(76)</u>	<u>(323)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings on revolving credit facility	800	90
Payments on revolving credit facility	(800)	(90)
Repurchases of common stock	(196)	(331)
Dividend payments	(58)	(55)
Payments on long-term debt	(5)	(1,149)
Payment of acquisition-related contingent liability	(3)	—
Taxes paid related to net share settlement of equity awards	(2)	(4)
Proceeds from exercise of stock options	1	4
Issuance of long-term debt	—	1,148
Debt financing fees	—	(12)
Net cash used for financing activities	<u>(263)</u>	<u>(399)</u>
Effect of exchange rate changes on cash	—	(2)
Net increase (decrease) in cash and cash equivalents	<u>59</u>	<u>(79)</u>
Cash and cash equivalents at beginning of period	192	231
Cash and cash equivalents at end of period	<u>\$ 251</u>	<u>\$ 152</u>
Supplemental disclosures:		
Interest paid	\$ 73	\$ 63
Income taxes paid	\$ 13	\$ 84

The accompanying notes are an integral part of the condensed consolidated financial statements.

Allison Transmission Holdings, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(unaudited, dollars in millions)

	Three months ended						
	Common Stock	Non-voting Common Stock	Preferred Stock	Paid-in Capital	Accumulated (Deficit) Income	Accumulated Other Comprehensive (Loss) Income, net of tax	Stockholders' Equity
Balance at June 30, 2019	\$ 1	\$ —	\$ —	\$ 1,796	\$ (1,082)	\$ (47)	\$ 668
Stock-based compensation	—	—	—	2	—	—	2
Pension and OPEB liability adjustment	—	—	—	—	—	(2)	(2)
Foreign currency translation adjustment	—	—	—	—	—	(6)	(6)
Interest rate swaps	—	—	—	—	—	(5)	(5)
Issuance of common stock	—	—	—	1	—	—	1
Repurchase of common stock	—	—	—	—	(46)	—	(46)
Dividends on common stock	—	—	—	—	(18)	—	(18)
Net income	—	—	—	—	149	—	149
Balance at September 30, 2019	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,799</u>	<u>\$ (997)</u>	<u>\$ (60)</u>	<u>\$ 743</u>
Balance at June 30, 2020	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,806</u>	<u>\$ (1,027)</u>	<u>\$ (85)</u>	<u>\$ 695</u>
Stock-based compensation	—	—	—	6	—	—	6
Pension and OPEB liability adjustment	—	—	—	—	—	(2)	(2)
Foreign currency translation adjustment	—	—	—	—	—	2	2
Interest rate swaps	—	—	—	—	—	3	3
Repurchase of common stock	—	—	—	—	(16)	—	(16)
Dividends on common stock	—	—	—	—	(19)	—	(19)
Net income	—	—	—	—	77	—	77
Balance at September 30, 2020	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,812</u>	<u>\$ (985)</u>	<u>\$ (82)</u>	<u>\$ 746</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

Allison Transmission Holdings, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(unaudited, dollars in millions)

	Nine months ended						Accumulated Other Comprehensive (Loss) Income, net of tax	Stockholders' Equity
	Common Stock	Non-voting Common Stock	Preferred Stock	Paid-in Capital	Accumulated (Deficit) Income			
Balance at December 31, 2018	\$ 1	\$ —	\$ —	\$ 1,788	\$ (1,100)	\$ (30)	\$ 659	
Stock-based compensation	—	—	—	10	—	—	10	
Pension and OPEB liability adjustment	—	—	—	—	—	1	1	
Foreign currency translation adjustment	—	—	—	—	—	(5)	(5)	
Available-for-sale securities and interest rate swaps	—	—	—	—	—	(26)	(26)	
Issuance of common stock	—	—	—	1	—	—	1	
Repurchase of common stock	—	—	—	—	(331)	—	(331)	
Dividends on common stock	—	—	—	—	(55)	—	(55)	
Impact of adopting accounting standards	—	—	—	—	(8)	—	(8)	
Net income	—	—	—	—	497	—	497	
Balance at September 30, 2019	\$ 1	\$ —	\$ —	\$ 1,799	\$ (997)	\$ (60)	\$ 743	
Balance at December 31, 2019	\$ 1	\$ —	\$ —	\$ 1,802	\$ (970)	\$ (52)	\$ 781	
Stock-based compensation	—	—	—	11	—	—	11	
Pension and OPEB liability adjustment	—	—	—	—	—	(8)	(8)	
Available-for-sale securities and interest rate swaps	—	—	—	—	—	(22)	(22)	
Issuance of common stock	—	—	—	(1)	—	—	(1)	
Repurchase of common stock	—	—	—	—	(196)	—	(196)	
Dividends on common stock	—	—	—	—	(58)	—	(58)	
Net income	—	—	—	—	239	—	239	
Balance at September 30, 2020	\$ 1	\$ —	\$ —	\$ 1,812	\$ (985)	\$ (82)	\$ 746	

The accompanying notes are an integral part of the condensed consolidated financial statements.

Allison Transmission Holdings, Inc.
Notes to Condensed Consolidated Financial Statements
(UNAUDITED)

NOTE A. OVERVIEW

Overview

Allison Transmission Holdings, Inc. and its subsidiaries ("Allison," or the "Company") design and manufacture vehicle propulsion solutions, including commercial duty on-highway, off-highway and defense fully automatic transmissions and electric hybrid and fully electric systems. The business was founded in 1915 and has been headquartered in Indianapolis, Indiana since inception. Allison was an operating unit of General Motors Corporation from 1929 until 2007, when Allison once again became a stand-alone company. In March 2012, Allison began trading on the New York Stock Exchange under the symbol, "ALSN".

Although approximately 77% of revenues were generated in North America in 2019, the Company has a global presence by serving customers in Europe, Asia, South America and Africa. The Company serves customers through an independent network of approximately 1,500 independent distributor and dealer locations worldwide.

In March 2020, the World Health Organization categorized the novel coronavirus ("COVID-19") as a pandemic, and it continues to impact the United States and other major markets in which the Company operates across the world, resulting in severe disruptions to global markets and supply chains, significant uncertainty and a weaker global outlook. The effects of the pandemic on the global economy began having a material impact on demand for the Company's products and on the Company's results of operations during the second quarter 2020 as our suppliers and customers reduced or halted production. Although the Company's suppliers and customers have restarted production, production disruptions due to more localized COVID-19 outbreaks as well as the continued uncertainty and weaker global outlook continued to have a material impact on demand for the Company's products and on the Company's results of operations during the third quarter 2020.

To limit the spread of COVID-19, governments have taken various actions including travel bans and restrictions, quarantines, curfews, stay-at-home orders, social distancing guidelines and business shutdowns and closures. Despite these disruptions, the Company has continued its manufacturing operations throughout 2020 allowing the Company to deliver its products to customers without interruption. However, the Company's global manufacturing facilities have cut back on operating levels and shifts as a result of government orders, the Company's inability to obtain component parts from suppliers and/or decreased customer demand and in certain locations temporarily suspended operations in the second quarter.

The Company is taking a variety of measures to promote the safety and security of our employees and to maintain operations with as minimal impact as possible to our stakeholders, including increased frequency of cleaning and disinfecting of facilities, social distancing, occupancy limits, mask wearing requirements, remote working when possible, travel restrictions and limitations on visitor access to facilities. The Company is also working to align operations, programs and spending across our entire business with current conditions, including reduced compensation expense through restructuring initiatives of both hourly and salary employees related to voluntary and involuntary separation programs implemented during the second quarter of 2020, furloughs of a portion of our workforce, reducing overtime, and assessing the timing and cadence of various capital investments and product development initiatives.

NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The condensed consolidated financial statements have been prepared in accordance with accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, the condensed consolidated financial statements do not include all information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. The information herein reflects all normal recurring material adjustments, which are, in the opinion of management, necessary for the fair statement of the results for the periods presented. The condensed consolidated financial statements herein consist of all wholly-owned domestic and foreign subsidiaries with all significant intercompany transactions eliminated.

These condensed consolidated financial statements present the financial position, results of comprehensive income, cash flows and statements of stockholders' equity of the Company. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company's Form 10-K for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on February 27, 2020. Certain immaterial reclassifications have been made in the condensed consolidated financial statements of prior periods to conform to the current period presentation. These reclassifications had no impact on previously reported net income, total stockholders' equity or cash flows. The interim period financial results for the three and nine month periods presented are not necessarily indicative of results to be expected for any other interim period or for the entire year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Estimates include, but are not limited to, sales allowances, government price adjustments, fair market values and future cash flows associated with goodwill, indefinite life intangibles, definite life intangibles, long-lived asset impairment tests, useful lives for depreciation and amortization, warranty liabilities, environmental liabilities, determination of discount and other assumptions for pension and other post-retirement benefit expense, determination of discount rate and period for leases, income taxes and deferred tax valuation allowances, derivative valuation, assumptions for business combinations and contingencies. The Company's accounting policies involve the application of judgments and assumptions made by management that include inherent risks and uncertainties. Due to the continued uncertainty related to the ongoing COVID-19 pandemic, actual results could differ materially from the estimates and assumptions used in preparation of the financial statements including, but not limited to, future cash flows associated with goodwill, indefinite life intangibles, definite life intangibles, long-lived impairment tests, determination of discount and other assumptions for pension and other post-retirement benefit expense and income taxes. Changes in estimates are recorded in results of operations in the period that the events or circumstances giving rise to such changes occur.

Recently Adopted Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued authoritative accounting guidance on the presentation of financial assets at the net amount expected to be collected, which guidance has subsequently been amended. The guidance also requires the disclosure of financing receivables disaggregated by the year of origination. The Company adopted this guidance using a modified retrospective approach effective January 1, 2020. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

In August 2018, the FASB issued authoritative accounting guidance amending disclosure requirements for certain assets subject to fair value measurement. The guidance allows the Company to reduce the amount of disclosure on transfers between Level 1 and Level 2 assets. The Company adopted this guidance effective January 1, 2020. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

In August 2018, the FASB issued authoritative accounting guidance on accounting for implementation costs in hosting arrangements to align these costs with existing guidance for internally developed software. The stage of implementation must be assessed to determine if costs should be capitalized or expensed, and capitalized costs should be expensed during the noncancellable term of the agreement. The Company adopted this guidance on a prospective basis effective January 1, 2020. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

Recently Issued Accounting Pronouncements

In August 2018, the FASB issued authoritative accounting guidance amending disclosure requirements for the Company's defined benefit pension plans and other postretirement benefit plan. The guidance will be effective for the Company in 2021, and the Company does not plan to early adopt. Management is currently identifying and evaluating the impact of this guidance on the Company's disclosures and condensed consolidated financial statements.

In December 2019, the FASB issued authoritative accounting guidance to simplify the accounting for income taxes. The guidance identifies specific exceptions to be removed from the calculation and reporting of income taxes. The guidance will be effective for the Company in 2021, and the Company does not plan to early adopt. Management is currently evaluating the impact of this guidance on the Company's condensed consolidated financial statements.

In March 2020, the FASB issued authoritative accounting guidance regarding highly effective cash flow hedges affected by reference rate reform. The guidance allows the Company to continue to classify its interest rate hedges as highly effective subsequent to reference rate reform under certain circumstances. The guidance may be adopted in any interim period between March 2020 and December 2020, with the amendments applied prospectively. Upon adoption, management expects to be able to elect the optional expedient within this guidance upon the Company's transition from the London Interbank Offered Rate ("LIBOR") to an alternative reference rate. The election of the optional expedient is expected to allow for the continuation of the Company's existing contracts with no impact on the Company's condensed consolidated financial statements.

NOTE C. REVENUE

Revenue is recognized as each distinct performance obligation within a contract is satisfied. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. The Company enters into long-term agreements ("LTAs") and distributor agreements with certain customers. The LTAs and distributor agreements do not include committed volumes until underlying purchase orders are issued; therefore, the Company determined that purchase orders are the contract with a customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when the performance obligation is satisfied, as there is no right of return.

Some of the Company's contracts include multiple performance obligations, most commonly the sale of both a transmission and Extended Transmission Coverage ("ETC"). The Company allocates the contract's transaction price to each performance obligation based on the standalone selling price of each distinct good or service in the contract.

The Company may also use volume based discounts and rebates as marketing incentives in the sales of both transmissions and service parts, which are accounted for as variable consideration. The Company records the impact of the incentives as a reduction to revenue when it is determined that the adjustment is not likely to reverse, historically on a quarterly basis. The Company estimates the impact of all other incentives based on the related sales and market conditions in the end market vocation. The Company recorded no adjustments based on variable consideration during the three and nine months ended September 30, 2020 and 2019.

Net sales are made on credit terms, generally 30 days, based on an assessment of the customer's creditworthiness. For certain goods or services, the Company receives consideration prior to satisfying the related performance obligation. Such consideration is recorded as a contract liability in current and non-current Deferred revenue as of September 30, 2020 and December 31, 2019. See Note J, "Deferred Revenue" for more information including the amount of revenue earned during the three and nine months ended September 30, 2020 and 2019 that had been previously deferred. The Company had no contract assets as of September 30, 2020 and December 31, 2019.

The following presents disaggregated revenue by categories that best depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
North America On-Highway	\$ 281	\$ 369	\$ 797	\$ 1,144
North America Off-Highway	1	6	12	29
Defense	56	40	138	109
Outside North America On-Highway	71	99	203	299
Outside North America Off-Highway	4	24	50	91
Service Parts, Support Equipment and Other	119	131	346	409
Total Net Sales	\$ 532	\$ 669	\$ 1,546	\$ 2,081

NOTE D. INVENTORIES

Inventories consisted of the following components (dollars in millions):

	September 30, 2020	December 31, 2019
Purchased parts and raw materials	\$ 97	\$ 101
Work in progress	13	17
Service parts	45	51
Finished goods	22	30
Total inventories	<u>\$ 177</u>	<u>\$ 199</u>

Inventory components shipped to third parties, primarily cores, parts to re-manufacturers, and parts to contract manufacturers, which the Company has an obligation to buy back, are included in purchased parts and raw materials, with an offsetting liability in Other current liabilities. See NOTE L, "Other Current Liabilities" for more information.

NOTE E. GOODWILL AND OTHER INTANGIBLE ASSETS

As of September 30, 2020 and December 31, 2019, the carrying amount of the Company's Goodwill was \$2,063 million and \$2,041 million, respectively.

The following presents a summary of other intangible assets (dollars in millions):

	September 30, 2020			December 31, 2019		
	Intangible assets, gross	Accumulated amortization	Intangible assets, net	Intangible assets, gross	Accumulated amortization	Intangible assets, net
Other intangible assets:						
Trade name	\$ 791	\$ —	\$ 791	\$ 791	\$ —	\$ 791
In process research and development	25	—	25	50	—	50
Customer relationships — commercial	839	(697)	142	839	(664)	175
Proprietary technology	478	(476)	2	481	(473)	8
Customer relationships — defense	62	(47)	15	62	(44)	18
Total	<u>\$ 2,195</u>	<u>\$ (1,220)</u>	<u>\$ 975</u>	<u>\$ 2,223</u>	<u>\$ (1,181)</u>	<u>\$ 1,042</u>

As of September 30, 2020 and December 31, 2019, the carrying value of the Company's Goodwill and Intangible assets, net was \$3,038 million and \$3,083 million, respectively.

Amortization expense related to other intangible assets for the next five fiscal years is expected to be (dollars in millions):

	2021	2022	2023	2024	2025
Amortization expense	<u>\$ 46</u>	<u>\$ 45</u>	<u>\$ 43</u>	<u>\$ 8</u>	<u>\$ 4</u>

The following presents a summary of the changes in the goodwill of the Company's single operating and reportable segment (dollars in millions):

	Goodwill
Balance at December 31, 2018	\$ 1,941
Acquisitions	99
Net current period impact to goodwill	\$ 99
Balance at September 30, 2019	\$ 2,040
Balance at December 31, 2019	\$ 2,041
Measurement period adjustments	26
Walker Die Casting net working capital settlement	(4)
Net current period impact to goodwill	\$ 22
Balance at September 30, 2020	\$ 2,063

See NOTE T, "Acquisitions" for more information on certain changes in the Company's goodwill and other intangible assets.

NOTE F. FAIR VALUE OF FINANCIAL INSTRUMENTS

In accordance with the FASB's authoritative accounting guidance on fair value measurements, fair value is the price (exit price) that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company primarily applies the market approach for recurring fair value measurements and utilizes the best available information that maximizes the use of observable inputs and minimizes the use of unobservable inputs. The Company is able to classify fair value balances based on the observability of those inputs. The accounting guidance establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy defined by the relevant guidance are as follows:

Level 1 — Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, listed equities and publicly traded bonds.

Level 2 — Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes financial instruments that are valued using quoted prices in markets that are not active and those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace.

Level 3 — Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. At each balance sheet date, the Company performs an analysis of all instruments subject to authoritative accounting guidance and includes, in Level 3, all of those whose fair value is based on significant unobservable inputs. As of September 30, 2020 and December 31, 2019, the Company did not have any Level 3 financial assets or liabilities.

The Company's assets and liabilities that are measured at fair value include cash equivalents, derivative instruments, assets held in a rabbi trust and a deferred compensation obligation. The Company's cash equivalents consist of short-term U.S. government backed securities. The Company's derivative instruments consist of interest rate swaps. The Company's assets held in the rabbi trust consist principally of publicly available mutual funds and target date retirement funds. The Company's deferred compensation obligation is directly related to the fair value of assets held in the rabbi trust.

The Company's valuation techniques used to calculate the fair value of cash and cash equivalents, assets held in the rabbi trust and the deferred compensation obligation represent a market approach in active markets for identical assets that qualify as Level 1 in the fair value hierarchy. The Company's valuation techniques used to calculate the fair value of derivative instruments represent a market approach with observable inputs that qualify as Level 2 in the fair value hierarchy.

The Company uses valuations from the issuing financial institutions for the fair value measurement of interest rate swaps. The floating-to-fixed interest rate swaps are based on LIBOR, which is observable at commonly quoted

intervals. The fair values are included in other current and non-current assets and liabilities in the Condensed Consolidated Balance Sheets.

The following table summarizes the fair value of the Company's financial assets and (liabilities) as of September 30, 2020 and December 31, 2019 (dollars in millions):

	Fair Value Measurements Using					
	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		TOTAL	
	September 30, 2020	December 31, 2019	September 30, 2020	December 31, 2019	September 30, 2020	December 31, 2019
Cash equivalents	\$ 100	\$ 70	\$ —	\$ —	\$ 100	\$ 70
Rabbi trust assets	15	12	—	—	15	12
Deferred compensation obligation	(15)	(12)	—	—	(15)	(12)
Derivative liabilities	—	—	(64)	(34)	(64)	(34)
Total	\$ 100	\$ 70	\$ (64)	\$ (34)	\$ 36	\$ 36

NOTE G. DEBT

Long-term debt and maturities are as follows (dollars in millions):

	September 30, 2020	December 31, 2019
Long-term debt:		
Senior Notes, fixed 5.0%, due 2024	\$ 1,000	\$ 1,000
Senior Secured Credit Facility Term Loan, variable, due 2026	640	644
Senior Notes, fixed 4.75%, due 2027	400	400
Senior Notes, fixed 5.875%, due 2029	500	500
Total long-term debt	\$ 2,540	\$ 2,544
Less: current maturities of long-term debt	6	6
deferred financing costs, net	24	26
Total long-term debt, net	\$ 2,510	\$ 2,512

As of September 30, 2020, the Company had \$2,540 million of indebtedness associated with Allison Transmission, Inc.'s ("ATI"), the Company's wholly-owned subsidiary, 5.0% Senior Notes due September 2024 ("5.0% Senior Notes"), ATI's 4.75% Senior Notes due October 2027 ("4.75% Senior Notes"), ATI's 5.875% Senior Notes due June 2029 ("5.875% Senior Notes," and, together with the 5.0% Senior Notes and 4.75% Senior Notes, the "Senior Notes") and the Second Amended and Restated Credit Agreement dated as of March 29, 2019 (the "Credit Agreement"), governing ATI's new term loan facility in the amount of \$640 million due March 2026 ("New Term Loan") and ATI's new revolving credit facility with commitments in the amount of \$600 million due September 2024 ("New Revolving Credit Facility" and, together with the New Term Loan, the "New Senior Secured Credit Facility").

The fair value of the Company's long-term debt obligations as of September 30, 2020 was \$2,599 million. The fair value is based on quoted Level 2 market prices of the Company's debt as of September 30, 2020. It is not expected that the Company would be able to repurchase a significant amount of its debt at these levels. The difference between the fair value and carrying value of the long-term debt is driven primarily by trends in the financial markets.

New Senior Secured Credit Facility

In March 2019, the Company and ATI entered into the Credit Agreement to reduce the commitments under the prior term loan due 2022 ("Prior Term Loan") by \$500 million and increase the commitments under the prior \$550 million revolving credit facility due 2021 ("Prior Revolving Credit Facility" and, together with the Prior Term Loan, the "Prior Senior Secured Credit Facility") by \$50 million. The New Senior Secured Credit Facility also extended the maturity of the Prior Term Loan from 2022 to 2026 and extended the Prior Revolving Credit Facility termination date from 2021 to 2024. The New Senior Secured Credit Facility replaced the Prior Senior Secured Credit Facility, including the Prior Term Loan and Prior Revolving Credit Facility, on March 29, 2019. The Credit Agreement was treated as a modification to the Prior Senior Secured Credit Facility under GAAP, and thus the Company expensed \$5 million of prior deferred financing fees and \$1 million of related third party fees in the Condensed Consolidated Statement of Comprehensive Income for the nine months ended September 30, 2019 and recorded \$5 million as new deferred financing fees in the Condensed Consolidated Balance Sheet in the first quarter of 2019.

In October 2019, ATI entered into an amendment to the Credit Agreement with the lenders under its New Senior Secured Credit Facility to lower the applicable margins on the New Term Loan by 0.25%. The October 2019 amendment was treated as a modification to the New Senior Secured Credit Facility under GAAP.

The borrowings under the New Senior Secured Credit Facility are collateralized by a lien on substantially all assets of the Company, ATI and each of the existing and future U.S. subsidiary guarantors, with certain exceptions set forth in the Credit Agreement, and ATI's capital stock and all of the capital stock or other equity interests held by the Company, ATI and each of ATI's existing and future U.S. subsidiary guarantors (subject to certain limitations for equity interest of foreign subsidiaries and other exceptions set forth in the Credit Agreement). Interest on the New Term Loan, as of September 30, 2020, is either (a) 1.75% over a LIBOR rate on deposits in U.S. dollars for one-, two-, three- or six-month periods (or twelve-month or shorter periods if, at the time of the borrowing, available from all relevant lenders) (the "LIBOR Rate"), or (b) 0.75% over the greater of the prime lending rate as quoted by the administrative agent, the LIBOR Rate for an interest period of one month plus 1.00% and the federal funds effective rate published by the Federal Reserve Bank of New York plus 0.50%, subject to a 1.00% floor (the "Base Rate"). As of September 30, 2020, the Company elected to pay the lowest all-in rate of LIBOR plus the applicable margin, or 1.90%, on the New Term Loan. The Credit Agreement requires minimum quarterly principal payments on the New Term Loan, as well as prepayments from certain net cash proceeds of non-ordinary course asset sales and casualty and condemnation events, the incurrence of certain debt and from a percentage of excess cash flow, if applicable. The minimum required quarterly principal payment on the New Term Loan through its maturity date of March 2026 is \$2 million. As of September 30, 2020, there had been no payments required for certain net cash proceeds of non-ordinary course asset sales and casualty and condemnation events. The remaining principal balance is due upon maturity.

The New Senior Secured Credit Facility also provides a New Revolving Credit Facility, net of an allowance for up to \$75 million in outstanding letters of credit commitments. Throughout the nine months ended September 30, 2020, the Company made periodic withdrawals and payments on the New Revolving Credit Facility as part of the Company's debt and cash management plans. The maximum amount outstanding under the New Revolving Credit Facility at any time during the nine months ended September 30, 2020 was \$500 million. As of September 30, 2020, the Company had \$595 million available under the New Revolving Credit Facility, net of \$5 million in letters of credit. Borrowings under the New Revolving Credit Facility bear interest at a variable base rate plus an applicable margin based on the Company's first lien net leverage ratio. When the Company's first lien net leverage ratio is above 4.00x, interest on the New Revolving Credit Facility is (a) 0.75% over the Base Rate or (b) 1.75% over the LIBOR Rate; when the Company's first lien net leverage ratio is equal to or less than 4.00x and above 3.50x, interest on the New Revolving Credit Facility is (i) 0.50% over the Base Rate or (ii) 1.50% over the LIBOR Rate; and when the Company's first lien net leverage ratio is equal to or below 3.50x, interest on the New Revolving Credit Facility is (y) 0.25% over the Base Rate or (z) 1.25% over the LIBOR Rate. As of September 30, 2020, the applicable margin for the New Revolving Credit Facility was 1.25% on the New Revolving Credit Facility. In addition, there is an annual commitment fee, based on the Company's first lien net leverage ratio, on the average unused revolving credit borrowings available under the New Revolving Credit Facility. As of September 30, 2020, the commitment fee is 0.25%. Borrowings under the New Revolving Credit Facility are payable at the option of the Company throughout the term of the New Senior Secured Credit Facility with the balance due in September 2024.

The New Senior Secured Credit Facility requires the Company to maintain a specified maximum first lien net leverage ratio of 5.50x when revolving loan commitments remain outstanding on the New Revolving Credit Facility at the end of a fiscal quarter. As of September 30, 2020, the Company had no amounts outstanding under the New Revolving Credit Facility; however, the Company would have been in compliance with the maximum first lien net leverage ratio, achieving a 0.51x ratio. Additionally, within the terms of the New Senior Secured Credit Facility, a first lien net leverage ratio at or below 4.00x results in the elimination of excess cash flow payments on the New Senior Secured Credit Facility for the applicable year.

In addition, the Credit Agreement, among other things, includes customary restrictions (subject to certain exceptions) on the Company's ability to incur certain indebtedness, grant certain liens, make certain investments, engage in acquisitions, consolidations and mergers, declare or pay certain dividends or repurchase shares of the Company's common stock. As of September 30, 2020, the Company was in compliance with all covenants under the Credit Agreement.

5.0% Senior Notes

The 5.0% Senior Notes are unsecured and are guaranteed by each of ATI's domestic subsidiaries that is a borrower under or guarantees the New Senior Secured Credit Facility and are unconditionally guaranteed, jointly and severally, by any of ATI's future domestic subsidiaries that are borrowers under or guarantee the New Senior Secured Credit Facility. None of ATI's domestic subsidiaries currently guarantee its obligations under the New Senior Secured Credit Facility, and therefore none of ATI's domestic subsidiaries currently guarantee the 5.0% Senior Notes. The indenture governing the 5.0% Senior Notes contains negative covenants restricting or limiting the Company's ability to, among other things: incur or guarantee additional indebtedness, incur liens, pay dividends on, redeem or repurchase the Company's capital stock, make certain investments, permit payment or dividend restrictions on certain of the Company's subsidiaries, sell assets, engage in certain transactions with affiliates, and consolidate or merge or sell all or substantially all of the Company's assets. As of September 30, 2020, the Company was in compliance with all covenants under the indenture governing the 5.0% Senior Notes.

4.75% Senior Notes

The 4.75% Senior Notes are unsecured and are guaranteed by each of ATI's domestic subsidiaries that is a borrower under or guarantees the New Senior Secured Credit Facility and are unconditionally guaranteed, jointly and severally, by any of ATI's future domestic subsidiaries that are borrowers under or guarantee the New Senior Secured Credit Facility. None of ATI's domestic subsidiaries currently guarantee its obligations under the New Senior Secured Credit Facility, and therefore none of ATI's domestic subsidiaries currently guarantee the 4.75% Senior Notes. The indenture governing the 4.75% Senior Notes contains negative covenants restricting or limiting the Company's ability to, among other things: incur or guarantee additional indebtedness, incur liens, pay dividends on, redeem or repurchase the Company's capital stock, make certain investments, permit payment or dividend restrictions on certain of the Company's subsidiaries, sell assets, engage in certain transactions with affiliates, and consolidate or merge or sell all or substantially all of the Company's assets. As of September 30, 2020, the Company was in compliance with all covenants under the indenture governing the 4.75% Senior Notes.

5.875% Senior Notes

In March 2019, ATI completed an offering of \$500 million of the 5.875% Senior Notes. The 5.875% Senior Notes were offered in a private placement exempt from registration under the Securities Act of 1933, as amended. The net proceeds from the offering, together with borrowings under the New Senior Secured Credit Facility and cash on hand, were used to repay all of the outstanding borrowings under the Prior Term Loan plus accrued and unpaid interest and related transaction expenses. As a result of the offering, the Company recorded \$6 million as deferred financing fees in the Condensed Consolidated Balance Sheet in the first quarter of 2019.

The 5.875% Senior Notes are unsecured and are guaranteed by each of ATI's domestic subsidiaries that is a borrower under or guarantees the New Senior Secured Credit Facility and are unconditionally guaranteed, jointly and severally, by any of ATI's future domestic subsidiaries that are borrowers under or guarantee the New Senior Secured Credit Facility. None of ATI's domestic subsidiaries currently guarantee its obligations under the New Senior Secured Credit Facility, and therefore none of ATI's domestic subsidiaries currently guarantee the 5.875% Senior Notes. The indenture governing the 5.875% Senior Notes contains negative covenants restricting or limiting the Company's ability to, among other things: incur or guarantee additional indebtedness, incur liens, pay dividends on, redeem or repurchase the Company's capital stock, make certain investments, permit payment or dividend restrictions on certain of the Company's subsidiaries, sell assets, engage in certain transactions with affiliates, and consolidate or merge or sell all or substantially all of the Company's assets. As of September 30, 2020, the Company was in compliance with all covenants under the indenture governing the 5.875% Senior Notes.

NOTE H. DERIVATIVES

The Company is subject to interest rate risk related to the New Senior Secured Credit Facility and enters into interest rate swaps that are based on LIBOR to manage a portion of this exposure. The interest rate swaps are designated as cash flow hedges that qualify for hedge accounting under the hypothetical derivative method. Fair value adjustments are recorded as a component of accumulated other comprehensive loss ("AOCL") in the Condensed Consolidated Balance Sheets. Balances in AOCL are reclassified to earnings when transactions related to the underlying risk are settled. During the first quarter of 2019, the Company entered into \$250 million of interest rate swaps and designated them as cash flow hedges under the hypothetical derivative method. As of September 30, 2020, the Company held interest rate swaps effective from September 2019 to September 2025 with notional values totaling \$250 million and a weighted average LIBOR fixed rate of 3.04%, interest rate swaps effective from September 2019 to September 2022 with notional values totaling \$250 million and a weighted average LIBOR fixed rate of 3.01% and interest rate swaps effective from September 2022 to September 2025 with notional values totaling \$250 million and a weighted average LIBOR fixed rate of 2.82%. See NOTE F "Fair Value of Financial Instruments" for information regarding the fair value of the Company's interest rate swaps.

The following tabular disclosures further describe the Company's interest rate derivatives qualifying and designated for hedge accounting and their impact on the financial condition of the Company (dollars in millions):

	Balance Sheet Location	Fair Value	
		September 30, 2020	December 31, 2019
Derivatives designated as hedging instruments:			
Interest rate swaps	Other current liabilities	\$ 14	\$ 7
	Other non-current liabilities	50	27
Total derivatives designated as hedging instruments		\$ 64	\$ 34

The balance of derivative losses recorded in AOCL as of September 30, 2020 was \$64 million. See NOTE O "Accumulated Other Comprehensive Loss" for information regarding activity recorded as a component of AOCL during the three and nine months ended September 30, 2020. As of September 30, 2020, the Company had \$14 million of derivative losses recorded in AOCL expected to be reclassified to earnings within the next twelve months.

NOTE I. PRODUCT WARRANTY LIABILITIES

As of September 30, 2020, current and non-current product warranty liabilities were \$34 million and \$31 million, respectively. As of September 30, 2019, current and non-current product warranty liabilities were \$25 million and \$29 million, respectively.

Product warranty liability activities consist of the following (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Beginning balance	\$ 48	\$ 59	\$ 52	\$ 66
Payments	(9)	(7)	(25)	(19)
Increase in liability (warranty issued during period)	3	5	11	16
Net adjustments to liability	23	(3)	27	(9)
Ending balance	<u>\$ 65</u>	<u>\$ 54</u>	<u>\$ 65</u>	<u>\$ 54</u>

During the third quarter of 2020, the Company recorded a \$23 million product warranty adjustment to address a transmission performance issue associated with shift quality in a defined population of products. As a result of this performance issue, the Company created a field action program in 2019 dedicated to the defined population of products and reviewed, assessed and made adjustments to the liability on a quarterly basis. The product warranty adjustment during the third quarter 2020 was the result of additional claims data and field information becoming available.

NOTE J. DEFERRED REVENUE

As of September 30, 2020, current and non-current deferred revenue was \$33 million and \$107 million, respectively. As of September 30, 2019, current and non-current deferred revenue was \$35 million and \$103 million, respectively.

Deferred revenue activity consists of the following (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Beginning balance	\$ 145	\$ 133	\$ 139	\$ 122
Increases	5	15	29	44
Revenue earned	(10)	(10)	(28)	(28)
Ending balance	<u>\$ 140</u>	<u>\$ 138</u>	<u>\$ 140</u>	<u>\$ 138</u>

Deferred revenue recorded in current and non-current liabilities related to ETC as of September 30, 2020 was \$28 million and \$89 million, respectively. Deferred revenue recorded in current and non-current liabilities related to ETC as of September 30, 2019 was \$28 million and \$82 million, respectively.

NOTE K. LEASES

Contracts are assessed by the Company to determine if the contract conveys the right to control an identified asset in exchange for consideration during a period of time. The Company classifies all identified leases as operating or finance leases. As of September 30, 2020, the Company was not a party to any finance leases. Contracts that contain leases are assessed to determine if the consideration in the contract is related to a lease component, non-lease component or other components not related to the lease. Lease components are recorded as right-of-use ("ROU") assets and lease liabilities while any non-lease component is expensed as incurred. The consideration in the contract related to other components not related to the lease is allocated among the lease component and the non-lease component, as applicable, based on the stand-alone selling price of the lease and non-lease components.

Certain lease contracts may contain an option to extend or terminate the lease. The Company considers the economic impact of extension and termination options by contract. If the Company concludes it is reasonably certain an option will be exercised, that option is included in the lease term and impacts the amount recorded as an ROU asset and lease liability upon inception of the contract.

The Company's lease liability is determined by discounting the future cash flows over the lease period. The Company determines its discount rates utilizing current secured financing rates based on the length of the lease period plus the Company's margin over LIBOR on the New Term Loan. The Company believes this rate effectively represents a borrowing rate the Company could obtain on a debt instrument possessing similar terms as the lease. The lease liability is classified between current and non-current liabilities based on the terms of the underlying leases. The weighted average discount rate on operating leases as of September 30, 2020 and December 31, 2019 was 4.37% and 4.36%, respectively.

As of September 30, 2020, the Company recorded current and non-current operating lease liabilities of \$4 million and \$17 million, respectively. As of December 31, 2019, the Company recorded current and non-current operating lease liabilities of \$5 million and \$18 million, respectively. The following table reconciles total operating lease liabilities as of September 30, 2020 to future undiscounted cash flows for operating leases:

	September 30, 2020	
2020	\$	1
2021		5
2022		4
2023		3
2024		2
Thereafter		9
Total lease payments	\$	24
Less: Interest		3
Present value of lease liabilities	\$	21

ROU assets are calculated as the related lease liability adjusted for lease incentives, prepayments and the effect of escalating lease payments on period expense. The below table depicts the ROU assets held by the Company based on the underlying asset:

	September 30, 2020	
Buildings	\$	20
Land		1
Vehicles		1
Total right-of-use assets	\$	22

The weighted average remaining lease term as of September 30, 2020 and September 30, 2019 was 7.59 years and 6.89 years, respectively.

Operating lease expense was \$1 million in each of the three months ended September 30, 2020 and 2019 and \$4 million in each of the nine months ended September 30, 2020 and 2019, recorded within Selling, general and administrative expense and Engineering - research and development on the Company's Condensed Consolidated Statements of Comprehensive Income. There was no short-term operating lease expense for the three and nine months ended September 30, 2020 and 2019.

The calculation of the Company's ROU assets and lease liabilities did not include cash consideration as of September 30, 2020 and December 31, 2019. During the nine months ended September 30, 2020 and 2019, the Company recorded \$2 million and \$10 million, respectively, of new ROU assets obtained in exchange for lease obligations.

NOTE L. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following (dollars in millions):

	September 30, 2020	December 31, 2019
Accrued interest payable	\$ 45	\$ 21
Payroll and related costs	36	87
Taxes payable	24	12
Sales allowances	19	32
Vendor buyback obligation	15	16
Derivative liabilities	14	7
Lease liability	4	5
Construction liability	3	4
Vendor liability	2	3
Non-trade payables	2	2
Other accruals	12	13
Total	<u>\$ 176</u>	<u>\$ 202</u>

NOTE M. EMPLOYEE BENEFIT PLANS

Components of net periodic benefit cost (credit) consist of the following (dollars in millions):

	Pension Plans		Post-retirement Benefits	
	For the Three Months Ended September 30,		For the Three Months Ended September 30,	
	2020	2019	2020	2019
Net periodic benefit cost (credit):				
Service cost	\$ 2	\$ 2	\$ 1	\$ —
Interest cost	2	1	1	1
Expected return on assets	(2)	(1)	—	—
Prior service credit	—	—	(4)	(3)
Net periodic benefit cost (credit)	<u>\$ 2</u>	<u>\$ 2</u>	<u>\$ (2)</u>	<u>\$ (2)</u>

	Pension Plans		Post-retirement Benefits	
	For the Nine Months Ended September 30,		For the Nine Months Ended September 30,	
	2020	2019	2020	2019
Net periodic benefit cost (credit):				
Service cost	\$ 7	\$ 7	\$ 1	\$ 1
Interest cost	5	5	2	3
Expected return on assets	(6)	(6)	—	—
Prior service credit	—	—	(10)	(10)
Net periodic benefit cost (credit)	<u>\$ 6</u>	<u>\$ 6</u>	<u>\$ (7)</u>	<u>\$ (6)</u>

The components of net periodic benefit cost (credit) other than the service cost component are included in Other income, net in the Condensed Consolidated Statements of Comprehensive Income.

NOTE N. INCOME TAXES

For the three and nine months ended September 30, 2020, the Company recorded total tax expense of \$21 million and \$70 million, respectively. The effective tax rate for the three and nine months ended September 30, 2020 was 21% and 23%, respectively. For the three and nine months ended September 30, 2019, the Company recorded total tax expense of \$45 million and \$137 million, respectively. The effective tax rate for the three and nine months ended September 30, 2019 was 23% and 22%, respectively.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was signed into law making several changes to the U.S. tax code. The changes include, but are not limited to, increasing the threshold on the amount of deductible interest expense, allowing companies to carryback certain net operating losses, increasing the amount of net operating loss carryforwards that corporations can use to offset taxable income, and making technical changes related to the accounting of qualified improvement property. Some of the tax law changes included in the CARES Act are retroactive. While the Company has reviewed the elections set forth in the CARES Act, its provision for income taxes for the three and nine months ended September 30, 2020 does not reflect the effect of any of these elections. The effects, both individually and in the aggregate, are not expected to be material at this time.

The need to establish a valuation allowance against the deferred tax assets is assessed periodically based on a more-likely-than-not realization threshold, in accordance with authoritative accounting guidance. Appropriate consideration is given to all positive and negative evidence related to that realization. This assessment considers, among other matters, the nature, frequency and severity of recent losses, forecasts of future profitability, the duration of statutory carry-forward periods, experience with tax attributes expiring unused, and tax planning alternatives. The weight given to these considerations depends upon the degree to which they can be objectively verified.

The Company continues to provide for a valuation allowance on certain of its foreign deferred tax assets and an anticipated capital loss carryforward. The Company has determined, based on the evaluation of both objective and subjective evidence available, that this valuation allowance is necessary and that it is more likely than not that the deferred tax assets are not fully realizable.

In accordance with the FASB's authoritative guidance on accounting for income taxes, the Company has recorded a liability for unrecognized tax benefits related to a 2010 Research and Development Credit as of September 30, 2020 and December 31, 2019. The accounting guidance prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company's returns will remain subject to examination by the various taxing authorities for the duration of the applicable statute of limitations (generally three years from the later of the date of filing or the due date of the return).

NOTE O. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following tables reconcile changes in AOCL by component (net of tax, dollars in millions):

	Three months ended			
	Pension and OPEB liability adjustment	Available- for-sale securities and interest rate swaps	Foreign currency items	Total
AOCL as of June 30, 2019	\$ 12	\$ (28)	\$ (31)	\$ (47)
Other comprehensive loss before reclassifications	—	(7)	(6)	(13)
Amounts reclassified from AOCL	(3)	—	—	(3)
Income tax	1	2	—	3
Net current period other comprehensive loss	\$ (2)	\$ (5)	\$ (6)	\$ (13)
AOCL as of September 30, 2019	\$ 10	\$ (33)	\$ (37)	\$ (60)
AOCL as of June 30, 2020	\$ 2	\$ (51)	\$ (36)	\$ (85)
Other comprehensive income before reclassifications	—	2	2	4
Amounts reclassified from AOCL	(3)	—	—	(3)
Income tax	1	1	—	2
Net current period other comprehensive (loss) income	\$ (2)	\$ 3	\$ 2	\$ 3
AOCL as of September 30, 2020	\$ —	\$ (48)	\$ (34)	\$ (82)

	Nine months ended			
	Pension and OPEB liability adjustment	Available- for-sale securities and interest rate swaps	Foreign currency items	Total
AOCL as of December 31, 2018	\$ 9	\$ (7)	\$ (32)	\$ (30)
Other comprehensive loss before reclassifications	—	(32)	(5)	(37)
Amounts reclassified from AOCL	(10)	—	—	(10)
Income tax	3	7	—	10
Reclassification of stranded tax effects	8	(1)	—	7
Net current period other comprehensive income (loss)	\$ 1	\$ (26)	\$ (5)	\$ (30)
AOCL as of September 30, 2019	\$ 10	\$ (33)	\$ (37)	\$ (60)
AOCL as of December 31, 2019	\$ 8	\$ (26)	\$ (34)	\$ (52)
Other comprehensive loss before reclassifications	—	(30)	—	(30)
Amounts reclassified from AOCL	(11)	—	—	(11)
Income tax	3	8	—	11
Net current period other comprehensive loss	\$ (8)	\$ (22)	\$ —	\$ (30)
AOCL as of September 30, 2020	\$ —	\$ (48)	\$ (34)	\$ (82)

The Company reclassified \$7 million, as of January 1, 2019, from AOCL to retained earnings for the stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act. This reclassification had zero net effect on total stockholders' equity. The Company utilizes the portfolio securities approach when releasing income tax effects from AOCL for its investment securities.

AOCL Components	Amounts reclassified from AOCL		Affected line item in the Condensed Consolidated Statements of Comprehensive Income
	Three months ended September 30, 2020	Three months ended September 30, 2019	
Amortization of benefit items:			
Prior service cost	\$ 3	\$ 3	Other income, net
Total reclassifications, before tax	\$ 3	\$ 3	Income before income taxes
Income tax expense	(1)	(1)	Income tax expense
Total reclassifications, net of tax	\$ 2	\$ 2	

AOCL Components	Amounts reclassified from AOCL		Affected line item in the Condensed Consolidated Statements of Comprehensive Income
	Nine months ended September 30, 2020	Nine months ended September 30, 2019	
Amortization of benefit items:			
Prior service cost	\$ 11	\$ 10	Other income, net
Total reclassifications, before tax	\$ 11	\$ 10	Income before income taxes
Income tax expense	(3)	(3)	Income tax expense
Total reclassifications	\$ 8	\$ 7	

Prior service cost and actuarial loss are included in the computation of the Company's net periodic benefit cost (credit). See NOTE M, "Employee Benefit Plans" for additional details.

NOTE P. COMMITMENTS AND CONTINGENCIES

Environmental Matters

The Company has an agreement with the Environmental Protection Agency to perform remedial activities at the Company's Indianapolis, Indiana manufacturing facilities related to historical soil and groundwater contamination. In the fourth quarter of 2019, the EPA accepted a proposal to reduce the Company's ongoing responsibilities for operating, monitoring and maintaining the ongoing activities, resulting in the Company reducing its associated undiscounted liability to \$3 million to complete the future operating, monitoring and maintenance activities over the next 30 years.

Claims, Disputes, and Litigation

The Company is party to various legal actions and administrative proceedings and subject to various claims arising in the ordinary course of business. These proceedings primarily involve commercial claims, product liability claims, personal injury claims and workers' compensation claims. The Company believes that the ultimate liability, if any, in excess of amounts already provided for in the condensed consolidated financial statements or covered by insurance on the disposition of these matters will not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

NOTE Q. EARNINGS PER SHARE

The Company presents both basic and diluted earnings per share ("EPS") amounts. Basic EPS is calculated by dividing net income by the weighted average number of common shares outstanding during the reporting period. Diluted EPS is calculated by dividing net income by the weighted average number of common shares and common equivalent shares outstanding during the reporting period that are calculated using the treasury stock method for stock-based awards. The treasury stock method assumes that the Company uses the proceeds from the exercise of awards to repurchase common stock at the average market price during the period. The assumed proceeds under the treasury stock method include the purchase price that the grantee will pay in the future and compensation cost for future service that the Company has not yet recognized. For each of the three and nine months ended September 30, 2020, there were 1 million outstanding stock options excluded from the diluted EPS calculation because they were anti-dilutive. For each of the three and nine months ended September 30, 2019, there were no outstanding stock options excluded from the diluted EPS calculation because they were anti-dilutive.

The following table reconciles the numerators and denominators used to calculate basic EPS and diluted EPS (in millions, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net income	\$ 77	\$ 149	\$ 239	\$ 497
Weighted average shares of common stock outstanding	113	120	114	123
Dilutive effect of stock-based awards	1	1	—	1
Diluted weighted average shares of common stock outstanding	114	121	114	124
Basic earnings per share attributable to common stockholders	\$ 0.68	\$ 1.24	\$ 2.10	\$ 4.04
Diluted earnings per share attributable to common stockholders	\$ 0.68	\$ 1.23	\$ 2.10	\$ 4.01

NOTE R. COMMON STOCK

The Company's current stock repurchase program (the "Repurchase Program") was announced on November 14, 2016 when the Board of Directors authorized the Company to repurchase up to \$1,000 million of its common stock on the open market or through privately negotiated transactions. On November 8, 2017, July 30, 2018 and May 9, 2019, the Board of Directors authorized the Company to repurchase an additional \$500 million, \$500 million and \$1,000 million, respectively, of its common stock, bringing the total amount authorized under the Repurchase Program to \$3,000 million. The Repurchase Program has no termination date. The timing and amount of stock purchases are subject to market conditions and corporate needs. The Repurchase Program may be modified, suspended or discontinued at any time at the Company's discretion.

During the three and nine months ended September 30, 2020, the Company repurchased \$16 million and \$196 million, respectively, of its common stock under the Repurchase Program, leaving \$856 million of authorized repurchases remaining under the Repurchase Program as of September 30, 2020.

NOTE S. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

On May 7, 2019, the Company entered into a stock repurchase agreement with Ashe Capital Management, LP to repurchase 4,977,043 shares of the Company's common stock for approximately \$232 million. William Harker, a member of the Company's Board of Directors until May 9, 2019, is the President and Co-Founder of Ashe Capital Management, LP. The shares were repurchased under the Repurchase Program. The purchase was funded with cash on hand and borrowings under the New Revolving Credit Facility. The shares were subsequently retired.

NOTE T. ACQUISITIONS

AxleTech Electric Vehicle Systems Division Acquisition

In the second quarter of 2020, the Company finalized its purchase price allocation related to the acquisition of the AxleTech electric vehicle systems division by recording a measurement period adjustment which resulted in a \$25 million increase to goodwill and a corresponding decrease to in-process research and development as of June 30, 2020. The measurement period adjustment reflects facts and circumstances that existed as of the date of acquisition. The measurement period has ended for this acquisition, and the purchase price allocation is complete.

Walker Die Casting Acquisition

On September 9, 2019, the Company acquired the assets of Walker Die Casting, Inc. ("Walker Die Casting"), an aluminum castings company, and C&R Tool and Engineering, Inc., a supplier of metal-working tools, for \$103 million in cash, resulting in a net purchase price of \$99 million after the effective settlement of \$4 million of pre-existing accounts payable. In the second quarter of 2020, the Company received a \$4 million net working capital settlement from Walker Die Casting, reducing the purchase price to \$95 million. The measurement period has ended for this acquisition, and the purchase price allocation is complete.

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

The following discussion and analysis is intended to help the reader understand our business, financial condition, results of operations, liquidity and capital resources. You should read this discussion in conjunction with our condensed consolidated interim financial statements and the related notes contained elsewhere in this Quarterly Report on Form 10-Q.

The statements in this discussion regarding industry trends, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in "Cautionary Note Regarding Forward-Looking Statements" and Part II, Item 1A "Risk Factors" below, in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019 as filed with the Securities and Exchange Commission ("SEC") on February 27, 2020, and Part II, Item 1A "Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 filed with the SEC on May 5, 2020 and for the quarter ended June 30, 2020 filed with the SEC on August 5, 2020. Our actual results may differ materially from those contained in or implied by any forward-looking statements.

Overview

Allison Transmission Holdings, Inc. and its subsidiaries ("Allison," the "Company," "we," "us" or "our") design and manufacture vehicle propulsion solutions, including commercial duty on-highway, off-highway and defense fully automatic transmissions and electric hybrid and fully electric systems. The business was founded in 1915 and has been headquartered in Indianapolis, Indiana since inception. Allison was an operating unit of General Motors Corporation from 1929 until 2007, when Allison once again became a stand-alone company. In March 2012, Allison began trading on the New York Stock Exchange under the symbol "ALSN".

Although approximately 77% of revenues were generated in North America in 2019, we have a global presence by serving customers in Europe, Asia, South America and Africa. We serve customers through an independent network of approximately 1,500 independent distributor and dealer locations worldwide.

Trends Impacting Our Business

Our net sales are driven by commercial vehicle production, which tends to be highly correlated to macroeconomic conditions. In March 2020, the World Health Organization categorized the novel coronavirus ("COVID-19") as a pandemic, and it continues to impact the United States and other major markets in which we operate across the world, resulting in severe disruptions to global markets and supply chains, significant uncertainty and a weaker global outlook. The effects of the pandemic on the global economy began having a material adverse impact on demand for our products and on our results of operations during the second quarter 2020 as our suppliers and customers reduced or halted production. Although the Company's suppliers and customers have restarted production, production disruptions due to more localized COVID-19 outbreaks as well as the continued uncertainty and weaker global outlook continued to have a material impact on demand for the Company's products and on the Company's results of operations during the third quarter 2020.

To limit the spread of COVID-19, governments have taken various actions including travel bans and restrictions, quarantines, curfews, stay-at-home orders, social distancing guidelines and business shutdowns and closures. Despite these disruptions, we have continued our manufacturing operations throughout 2020 allowing us to deliver our products to customers without interruption. However, our global manufacturing facilities have cut back on operating levels and shifts as a result of government orders, our inability to obtain component parts from suppliers and/or decreased customer demand and in certain locations temporarily suspended operations in the second quarter. Additional suspensions and cutbacks of our manufacturing operations may occur as the impacts from COVID-19 and related responses continue to develop within our global supply chains and customer base, and additional production slowdowns and shutdowns by our global suppliers and customers may continue and could continue to have a material impact to our financial results.

We are taking a variety of measures to promote the safety and security of our employees and to maintain operations with as minimal impact as possible to our stakeholders, including increased frequency of cleaning and disinfecting of facilities, social distancing, occupancy limits, mask wearing requirements, remote working when possible, travel restrictions and limitations on visitor access to facilities. We are also working to align operations, programs and spending across our entire business with current conditions, including reduced compensation expense through restructuring initiatives of both hourly and salary employees related to voluntary and involuntary separation programs, implemented during the second quarter of 2020, furloughs of a portion of our workforce, reducing overtime, and assessing the timing and cadence of various capital investments and product development initiatives.

Our Net Sales were materially impacted during the third quarter of 2020 by the ongoing COVID-19 outbreak, and we expect that our Net Sales will continue to be impacted for the fourth quarter 2020 and likely beyond. The extent to which our future operations will continue to be impacted by the outbreak will depend largely on future developments, which are highly uncertain and cannot be accurately predicted, including continuing efforts by governmental authorities to stall the spread and limit the impact of COVID-19, and the timing of such developments.

Third Quarter Net Sales by End Market (dollars in millions)

End Market	Q3 2020 Net Sales	Q3 2019 Net Sales	% Variance
North America On-Highway	\$ 281	\$ 369	(24)%
North America Off-Highway	1	6	(83)%
Defense	56	40	40%
Outside North America On-Highway	71	99	(28)%
Outside North America Off-Highway	4	24	(83)%
Service Parts, Support Equipment and Other	119	131	(9)%
Total Net Sales	\$ 532	\$ 669	(20)%

North America On-Highway end market net sales were down 24% for the third quarter 2020 compared to the third quarter 2019, principally driven by lower demand for Rugged Duty Series and Highway Series models primarily due to the effects of the COVID-19 pandemic.

North America Off-Highway end market net sales were down \$5 million for the third quarter 2020 compared to the third quarter 2019, principally driven by lower demand for hydraulic fracturing applications.

Defense end market net sales were up 40% for the third quarter 2020 compared to the third quarter 2019, principally driven by Tracked vehicle demand.

Outside North America On-Highway end market net sales were down 28% for the third quarter 2020 compared to the third quarter 2019, principally driven by lower global demand due to the effects of the COVID-19 pandemic.

Outside North America Off-Highway end market net sales were down \$20 million for the third quarter 2020 compared to the third quarter 2019, principally driven by lower demand in the energy, mining and construction sectors.

Service Parts, Support Equipment and Other end market net sales were down 9% for the third quarter 2020 compared to the third quarter 2019, principally driven by lower demand for North America service parts and support equipment, partially offset by aluminum die cast component volume associated with the acquisition of Walker Die Casting, Inc. ("Walker Die Casting") in September 2019.

Key Components of our Results of Operations

Net sales

We generate our net sales primarily from the sale of vehicle propulsion solutions, service and component parts, support equipment, defense kits, engineering services, royalties and extended transmission coverage to a wide array of OEMs, distributors and the U.S. government. Sales are recorded net of provisions for customer allowances and other rebates. Engineering services are recorded as net sales in accordance with the terms of the

contract. The associated costs are recorded in cost of sales. We also have royalty agreements with third parties that provide net sales as a result of joint efforts in developing marketable products.

Cost of sales

Our primary components of cost of sales are purchased parts, the overhead expense related to our manufacturing operations and direct labor associated with the manufacture and assembly of transmissions and parts. For the nine months ended September 30, 2020, direct material costs were approximately 64%, overhead costs were approximately 28%, and direct labor costs were approximately 8% of total cost of sales. We are subject to changes in our cost of sales caused by movements in underlying commodity prices. We seek to hedge against this risk by using long-term agreements, as appropriate. See Part I, Item 3 “Quantitative and Qualitative Disclosures about Market Risk—Commodity Price Risk” included below.

Selling, general and administrative

The principal components of our selling, general and administrative expenses are salaries and benefits for our office personnel, advertising and promotional expenses, product warranty expense, expenses relating to certain information technology systems and amortization of our intangibles.

Engineering — research and development

We incur costs in connection with research and development programs that are expected to contribute to future earnings. Such costs are expensed as incurred.

Non-GAAP Financial Measures

We use Adjusted Earnings before Interest, Taxes, Depreciation, and Amortization (“EBITDA”) and Adjusted EBITDA as a percent of net sales to measure our operating profitability. We believe that Adjusted EBITDA and Adjusted EBITDA as a percent of net sales provide management, investors and creditors with useful measures of the operational results of our business and increase the period-to-period comparability of our operating profitability and comparability with other companies. Adjusted EBITDA as a percent of net sales is also used in the calculation of management’s incentive compensation program. The most directly comparable U.S. generally accepted accounting principles (“GAAP”) measure to Adjusted EBITDA and Adjusted EBITDA as a percent of net sales is Net income and Net income as a percent of net sales, respectively. Adjusted EBITDA is calculated as earnings before interest expense, income tax expense, amortization of intangible assets, depreciation of property, plant and equipment and other adjustments as defined by the Second Amended and Restated Credit Agreement dated as of March 29, 2019 (the “Credit Agreement”) governing Allison Transmission, Inc.’s (“ATI”), our wholly-owned subsidiary, term loan facility in the amount of \$640 million due March 2026 (“New Term Loan”). Adjusted EBITDA as a percent of net sales is calculated as Adjusted EBITDA divided by net sales.

We use Adjusted free cash flow to evaluate the amount of cash generated by our business that, after the capital investment needed to maintain and grow our business and certain mandatory debt service requirements, can be used for repayment of debt, stockholder distributions and strategic opportunities, including investing in our business. We believe that Adjusted free cash flow enhances the understanding of the cash flows of our business for management, investors and creditors. Adjusted free cash flow is also used in the calculation of management’s incentive compensation program. The most directly comparable GAAP measure to Adjusted free cash flow is Net cash provided by operating activities. Adjusted free cash flow is calculated as Net cash provided by operating activities, excluding non-recurring restructuring charges, after additions of long-lived assets.

The following is a reconciliation of Net income and Net income as a percent of net sales to Adjusted EBITDA and Adjusted EBITDA as a percent of net sales and a reconciliation of Net cash provided by operating activities to Adjusted free cash flow:

(unaudited, dollars in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net income (GAAP)	\$ 77	\$ 149	\$ 239	\$ 497
plus:				
Interest expense, net	34	32	100	101
Depreciation of property, plant and equipment	25	20	71	57
Income tax expense	21	45	70	137
Amortization of intangible assets	11	22	40	65
Restructuring charges (a)	—	—	12	—
Stock-based compensation expense (b)	6	2	11	10
Unrealized loss on foreign exchange (c)	—	—	2	—
Acquisition-related earnouts (d)	—	—	1	—
Expenses related to long-term debt refinancing (e)	—	—	—	1
UAW Local 933 retirement incentive (f)	—	(1)	—	(1)
Adjusted EBITDA (Non-GAAP)	\$ 174	\$ 269	\$ 546	\$ 867
Net sales (GAAP)	\$ 532	\$ 669	\$ 1,546	\$ 2,081
Net income as a percent of net sales (GAAP)	14.5%	22.3%	15.5%	23.9%
Adjusted EBITDA as a percent of net sales (Non-GAAP)	32.7%	40.2%	35.3%	41.7%
Net cash provided by operating activities (GAAP)	\$ 158	\$ 212	\$ 398	\$ 645
(Deductions) or additions to reconcile to Adjusted free cash flow:				
Additions of long-lived assets	(31)	(47)	(80)	(91)
Restructuring charges (a)	9	—	12	—
Adjusted free cash flow (Non-GAAP)	\$ 136	\$ 165	\$ 330	\$ 554

- (a) Represents restructuring charges (recorded in Cost of sales, Selling, general and administrative, and Engineering - research and development) related to voluntary and involuntary separation programs for both hourly and salaried employees in the second quarter of 2020.
- (b) Represents stock-based compensation expense (recorded in Cost of sales, Selling, general and administrative, and Engineering - research and development).
- (c) Represents losses (recorded in Other income, net) on intercompany financing transactions related to investments in plant assets for our India facility.
- (d) Represents expenses (recorded in Selling, general and administrative and Engineering – research and development) for earnouts related to our acquisition of Vantage Power Limited.
- (e) Represents expenses (recorded in Other income, net) related to the refinancing of the prior term loan due 2022 and prior revolving credit facility due 2021 in the first quarter of 2019.
- (f) Represents a charge (recorded in Cost of sales) related to a retirement incentive program for certain employees represented by the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (“UAW”) pursuant to the UAW Local 933 collective bargaining agreement effective through November 2023.

Results of Operations

Comparison of three months ended September 30, 2020 and 2019

The recent outbreak of COVID-19 had a material adverse effect on our results of operations for the third quarter 2020. We continue to actively monitor the impact of the global pandemic, which we expect to materially adversely impact our business and results of operations for the fourth quarter 2020 and likely beyond. See "Trends Impacting our Business" above for additional information on the impact of COVID-19 on our results of operations.

The following table sets forth certain financial information for the three months ended September 30, 2020 and 2019. The following table and discussion should be read in conjunction with the information contained in our condensed consolidated financial statements and the notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

(unaudited, dollars in millions)	Three Months Ended September 30,			
	2020	% of net sales	2019	% of net sales
Net sales	\$ 532	100%	\$ 669	100%
Cost of sales	278	52	321	48
Gross profit	254	48	348	52
Operating expenses:				
Selling, general and administrative	93	18	85	13
Engineering — research and development	33	6	39	6
Total operating expenses	126	24	124	19
Operating income	128	24	224	33
Interest expense, net	(34)	(6)	(32)	(4)
Other income, net	4	—	2	—
Income before income taxes	98	18	194	29
Income tax expense	(21)	(4)	(45)	(7)
Net income	\$ 77	14%	\$ 149	22%

Net sales

Net sales for the quarter ended September 30, 2020 were \$532 million compared to \$669 million for the quarter ended September 30, 2019, a decrease of 20%. The decrease was principally driven by an \$88 million, or 24%, decrease in net sales in the North America On-Highway end market principally driven by lower demand for Rugged Duty Series and Highway Series models primarily due to the effects of the COVID-19 pandemic, a \$28 million, or 28%, decrease in net sales in the Outside North America On-Highway end market principally driven by lower global demand due to the effects of the COVID-19 pandemic, a \$20 million, or 83%, decrease in net sales in the Outside North America Off-Highway end market principally driven by lower demand in the energy, mining and construction sectors, a \$12 million, or 9%, decrease in net sales in the Service Parts, Support Equipment and Other end market principally driven by lower demand for North America service parts and support equipment partially offset by aluminum die cast component volume associated with the acquisition of Walker Die Casting in September 2019 and a \$5 million, or 83%, decrease in net sales in the North America Off-Highway end market principally driven by lower demand for hydraulic fracturing applications, partially offset by a \$16 million, or 40%, increase in net sales in the Defense end market principally driven by Tracked vehicle demand.

Cost of sales

Cost of sales for the quarter ended September 30, 2020 was \$278 million compared to \$321 million for the quarter ended September 30, 2019, a decrease of 13%. The decrease was principally driven by decreased direct material and manufacturing expense commensurate with decreased net sales and lower incentive compensation expense, partially offset by increased depreciation expense.

Gross profit

Gross profit for the quarter ended September 30, 2020 was \$254 million compared to \$348 million for the quarter ended September 30, 2019, a decrease of 27%. The decrease was principally driven by \$111 million related to decreased net sales, partially offset by lower manufacturing expense commensurate with decreased net sales, \$7 million of price increases on certain products and \$5 million of lower incentive compensation expense. Gross profit as a percent of net sales for the three months ended September 30, 2020 decreased 430 basis points compared to the same period in 2019 principally driven by lower net sales, partially offset by price increases on certain products and lower incentive compensation expense.

Selling, general and administrative

Selling, general and administrative expenses for the quarter ended September 30, 2020 were \$93 million compared to \$85 million for the quarter ended September 30, 2019, an increase of 9%. The increase was principally driven by \$23 million of unfavorable product warranty adjustments to address a transmission performance issue associated with shift quality in a defined population of products and \$4 million of higher stock compensation expense, partially offset by \$11 million of lower intangible amortization expense, \$7 million of lower commercial activities spending and \$7 million of lower incentive compensation expense.

Engineering — research and development

Engineering expenses for the quarter ended September 30, 2020 were \$33 million compared to \$39 million for the quarter ended September 30, 2019, a decrease of 15%. The decrease was principally driven by intra-year timing of product initiatives spending and \$2 million of lower incentive compensation expense.

Interest expense, net

Interest expense, net for the quarter ended September 30, 2020 was \$34 million compared to \$32 million for the quarter ended September 30, 2019, an increase of 6%. The increase was principally driven by \$4 million of increased interest expense on interest rate hedges that became effective in the third quarter of 2019 and \$1 million of interest expense on ATI's new revolving credit facility with commitments in the amount of \$600 million due September 2024 ("New Revolving Credit Facility"), partially offset by approximately \$4 million of lower interest expense on ATI's New Term Loan due to lower variable interest rates.

Other income, net

Other income, net for the quarter ended September 30, 2020 was \$4 million compared to \$2 million for the quarter ended September 30, 2019. The change was principally driven by \$1 million of favorable change associated with assets held in a rabbi trust.

Income tax expense

Income tax expense for the three months ended September 30, 2020 was \$21 million, resulting in an effective tax rate of 21%, compared to \$45 million of income tax expense and an effective tax rate of 23% for the three months ended September 30, 2019. The decrease in income tax expense was principally driven by decreased taxable income. The decrease in the effective tax rate was principally driven by increased estimated U.S. federal income tax deductions.

Comparison of nine months ended September 30, 2020 and 2019

The recent outbreak of COVID-19 had a material adverse effect on our results of operations for the nine months ended September 30, 2020. We continue to actively monitor the impact of the global pandemic, which we expect to materially adversely impact our business and results of operations for the fourth quarter 2020 and likely beyond. See "Trends Impacting our Business" above for additional information on the impact of COVID-19 on our results of operations.

The following table sets forth certain financial information for the nine months ended September 30, 2020 and 2019. The following table and discussion should be read in conjunction with the information contained in our condensed consolidated financial statements and the notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

<i>(unaudited, dollars in millions)</i>	Nine Months Ended September 30,			
	2020	% of net sales	2019	% of net sales
Net sales	\$ 1,546	100%	\$ 2,081	100%
Cost of sales	801	52	985	47
Gross profit	745	48	1,096	53
Operating expenses:				
Selling, general and administrative	237	15	262	13
Engineering — research and development	107	7	107	5
Total operating expenses	344	22	369	18
Operating income	401	26	727	35
Interest expense, net	(100)	(6)	(101)	(5)
Other income, net	8	—	8	—
Income before income taxes	309	20	634	30
Income tax expense	(70)	(5)	(137)	(6)
Net income	\$ 239	15%	\$ 497	24%

Net sales

Net sales for the nine months ended September 30, 2020 were \$1,546 million compared to \$2,081 million for the nine months ended September 30, 2019, a decrease of 26%. The decrease was principally driven by a \$347 million, or 30%, decrease in net sales in the North America On-Highway end market principally driven by lower demand for Rugged Duty Series and Highway Series models primarily due to the effects of the COVID-19 pandemic, a \$96 million, or 32%, decrease in net sales in the Outside North America On-Highway end market principally driven by lower global demand due to the effects of the COVID-19 pandemic, a \$63 million, or 15%, decrease in net sales in the Service Parts, Support Equipment and Other end market principally driven by lower demand for North America service parts and support equipment primarily due to the effects of the COVID-19 pandemic partially offset by aluminum die cast component volume associated with the acquisition of Walker Die Casting, a \$41 million, or 45%, decrease in net sales in the Outside North America Off-Highway end market principally driven by lower demand in the energy, mining and construction sectors and a \$17 million, or 59%, decrease in net sales in the North America Off-Highway end market principally driven by lower demand for hydraulic fracturing applications, partially offset by a \$29 million, or 27%, increase in net sales in the Defense end market principally driven by Tracked vehicle demand.

Cost of sales

Cost of sales for the nine months ended September 30, 2020 was \$801 million compared to \$985 million for the nine months ended September 30, 2019, a decrease of 19%. The decrease was principally driven by decreased direct material and manufacturing expenses commensurate with decreased net sales, lower incentive compensation expense and favorable material costs, partially offset by increased depreciation expense and restructuring charges.

Gross profit

Gross profit for the nine months ended September 30, 2020 was \$745 million compared to \$1,096 million for the nine months ended September 30, 2019, a decrease of 32%. The decrease was principally driven by \$396 million related to decreased net sales, \$8 million of increased depreciation expense and \$5 million of restructuring charges, partially offset by lower manufacturing expense commensurate with decreased net sales, \$17 million of lower incentive compensation expense, \$9 million of favorable material costs and \$9 million of price increases on certain products. Gross profit as a percent of net sales for the nine months ended September 30, 2020 decreased 450 basis points compared to the same period in 2019 principally driven by lower net sales, increased depreciation expense and restructuring charges, partially offset by lower incentive compensation expense, favorable material costs and price increases on certain products.

Selling, general and administrative

Selling, general and administrative expenses for the nine months ended September 30, 2020 were \$237 million compared to \$262 million for the nine months ended September 30, 2019, a decrease of 10%. The decrease was principally driven by \$25 million of lower intangible amortization expense, \$24 million of lower incentive compensation expense and decreased commercial activities spending, partially offset by unfavorable product warranty adjustments, including a \$23 million adjustment in the third quarter of 2020 to address a transmission performance issue associated with shift quality in a defined population of products and \$3 million of restructuring charges.

Engineering — research and development

Engineering expenses for the nine months ended September 30, 2020 and 2019 were both \$107 million. Engineering expense was principally driven by \$4 million of restructuring charges and the intra-year timing of product initiatives spending, offset by \$8 million of lower incentive compensation expense.

Interest expense, net

Interest expense, net for the nine months ended September 30, 2020 was \$100 million compared to \$101 million for the nine months ended September 30, 2019, a decrease of 1%. The decrease was principally driven by approximately \$10 million of lower interest expense on ATI's New Term Loan due to lower variable interest rates and \$5 million of expenses related to the long-term debt refinancing in 2019 that did not recur in 2020, partially offset by \$7 million of increased interest expense on interest rate hedges that became effective in the third quarter of 2019, \$3 million of interest expense on ATI's New Revolving Credit Facility and increased interest expense due to higher interest rates related to long-term debt refinancing in the first quarter of 2019 that extended maturities at fixed interest rates.

Other income, net

Other income, net was \$8 million for each of the nine months ended September 30, 2020 and September 30, 2019.

Income tax expense

Income tax expense for the nine months ended September 30, 2020 was \$70 million, resulting in an effective tax rate of 23%, compared to \$137 million of income tax expense and an effective tax rate of 22% for the nine months ended September 30, 2019. The decrease in income tax expense was principally driven by decreased taxable income. The change in the effective tax rate was principally driven by decreased estimated U.S. federal income tax deductions.

Liquidity and Capital Resources

We generate cash primarily from our operations to fund our operating, investing and financing activities. Our principal uses of cash are operating expenses, capital expenditures, working capital needs, debt service, dividends on common stock, stock repurchases and strategic growth initiatives, including acquisitions. Our ability to generate cash in the future and our future uses of cash are subject to general economic, financial, competitive, legislative, regulatory and other factors that may be beyond our control, including the impact to our cash flow that has been experienced due to lower net sales, and is expected to continue to be experienced, related to COVID-19. We had total available cash and cash equivalents of \$251 million and \$192 million as of September 30, 2020 and December 31, 2019, respectively. Of the available cash and cash equivalents, \$151 million and \$122 million were deposited in operating accounts as of September 30, 2020 and December 31, 2019, respectively, while \$100 million and \$70 million were invested in U.S. government backed securities as of September 30, 2020 and December 31, 2019, respectively.

As of September 30, 2020, the total of cash and cash equivalents held by foreign subsidiaries was \$70 million, the majority of which was located in China and Europe. We manage our worldwide cash requirements considering available funds among the subsidiaries through which we conduct our business and the cost effectiveness with which those funds can be accessed. As a result, we do not currently anticipate any local liquidity restrictions will preclude us from funding our targeted initiatives or operating needs with local resources.

We have not recognized any deferred tax liabilities associated with earnings in foreign subsidiaries, except for our subsidiary located in China, as they are intended to be permanently reinvested and used to support foreign operations or have no associated tax requirements. We have recorded a deferred tax liability of \$3 million for the tax liability associated with the remittance of previously taxed income and unremitted earnings for our subsidiary located in China. The U.S. Tax Cuts and Jobs Act requirement of a one-time repatriation tax on foreign earnings and profits resulted in us recording a \$6 million liability for the deemed repatriation to be paid to the U.S. Government in 2017. In the future, the U.S. Tax Cuts and Jobs Act provides for tax free repatriations of earnings and profits generated by foreign subsidiaries through a 100% dividends received deduction. The remaining deferred tax liabilities, if recorded, related to unremitted earnings that are indefinitely reinvested are not material.

Our liquidity requirements are significant, primarily due to our debt service requirements. As of September 30, 2020, we had \$640 million of indebtedness associated with ATI's New Term Loan, \$1,000 million of indebtedness associated with ATI's 5.0% Senior Notes due September 2024 ("5.0% Senior Notes"), \$400 million of indebtedness associated with ATI's 4.75% Senior Notes due October 2027 ("4.75% Senior Notes") and \$500 million of indebtedness associated with ATI's 5.875% Senior Notes due June 2029 ("5.875% Senior Notes" and, together with the 5.0% Senior Notes and 4.75% Senior Notes, the "Senior Notes"). The minimum required quarterly principal payment on ATI's New Term Loan through its maturity date of March 2026 is \$2 million. We made \$5 million and \$92 million of principal payments on the New Senior Secured Credit Facility during the nine months ended September 30, 2020 and 2019, respectively. There are no required quarterly principal payments on ATI's Senior Notes.

The New Senior Secured Credit Facility provides for a \$600 million New Revolving Credit Facility, net of an allowance for up to \$75 million in outstanding letter of credit commitments. Throughout the nine months ended September 30, 2020, we made periodic withdrawals and payments on the New Revolving Credit Facility as part of our debt and cash management plans. The maximum amount outstanding under the New Revolving Credit Facility at any time during the nine months ended September 30, 2020 was \$500 million. As of September 30, 2020, we had \$595 million available under the New Revolving Credit Facility, net of \$5 million in letters of credit. If we have commitments outstanding on the New Revolving Credit Facility at the end of a fiscal quarter, the New Senior Secured Credit Facility requires us to maintain a specified maximum first lien net leverage ratio of 5.50x. Additionally, within the terms of the New Senior Secured Credit Facility, a first lien net leverage ratio at or below 4.00x results in the elimination of excess cash flow payments on the New Senior Secured Credit Facility for the applicable year. As of September 30, 2020, our first lien net leverage ratio was 0.51x. The New Senior Secured Credit Facility also provides certain financial incentives based on our first lien net leverage ratio. A first lien net leverage ratio at or below 4.00x and above 3.50x results in a 25 basis point reduction to the applicable margin on the New Revolving Credit Facility. A first lien net leverage ratio at or below 3.50x results in an additional 25 basis point reduction to the applicable margin on the New Revolving Credit Facility. These reductions remain in effect as long as we achieve a first lien net leverage ratio at or below the related threshold.

In addition, the Credit Agreement includes, among other things, customary restrictions (subject to certain exceptions) on our ability to incur certain indebtedness, grant certain liens, make certain investments, engage in acquisitions, consolidations and mergers, declare or pay certain dividends, and repurchase shares of our common stock. The indentures governing the Senior Notes contain negative covenants restricting or limiting our ability to, among other things, incur or guarantee additional indebtedness, incur liens, pay dividends on, redeem or repurchase our capital stock, make certain investments, permit payment or dividend restrictions on certain of our subsidiaries, sell assets, engage in certain transactions with affiliates, and consolidate or merge or sell all or substantially all of our assets. As of September 30, 2020, we are in compliance with all covenants under the New Senior Secured Credit Facility and indentures governing the Senior Notes.

Our credit ratings are reviewed by Moody's Investors Service ("Moody's") and Fitch Ratings ("Fitch"). Moody's rates our corporate credit at 'Ba2', New Term Loan at 'Baa3', 5.0% Senior Notes at 'Ba3', 4.75% Senior Notes at 'Ba3' and 5.875% Senior Notes at 'Ba3'. Fitch rates our corporate credit at 'BB', New Term Loan at 'BB+', 5.0% Senior Notes at 'BB', 4.75% Senior Notes at 'BB' and 5.875% Senior Notes at 'BB'.

On November 14, 2016, our Board of Directors authorized us to repurchase up to \$1,000 million of our common stock pursuant to a stock repurchase program (the "Repurchase Program"). On November 8, 2017, July 30, 2018 and May 9, 2019, our Board of Directors increased the authorization by \$500 million, \$500 million and \$1,000 million, respectively, bringing the total amount authorized under the Repurchase Program to \$3,000 million. We repurchased \$16 million of our common stock under the Repurchase Program during the three months ended September 30, 2020. During the nine months ended September 30, 2020, we repurchased \$196 million of our common stock under the Repurchase Program. All of the repurchase transactions during the nine months ended September 30, 2020 were settled in cash during the same period. As of September 30, 2020, we had \$856 million available under the Repurchase Program.

The following table shows our sources and uses of funds for the nine months ended September 30, 2020 and 2019 (in millions):

<i>Statements of Cash Flows Data</i>	Nine Months Ended	
	2020	September 30, 2019
Cash flows provided by operating activities	\$ 398	\$ 645
Cash flows used for investing activities	\$ (76)	\$ (323)
Cash flows used for financing activities	\$ (263)	\$ (399)

Generally, cash provided by operating activities has been adequate to fund our operations. While we cannot predict the duration or scope of the COVID-19 pandemic and its impact on our operations, customers and suppliers, the negative financial impact to our cash provided by operating activities has been and likely will continue to be material. We have significant liquidity, including \$251 million of cash and cash equivalents and \$595 million available under the New Revolving Credit Facility as of September 30, 2020. At this time, we believe these actions along with cash provided by operating activities, cash and cash equivalents and borrowing capacity under the New Senior Secured Credit Facility will be sufficient to meet our cash requirements for the next twelve months.

Cash provided by operating activities

Operating activities for the nine months ended September 30, 2020 generated \$398 million of cash compared to \$645 million for the nine months ended September 30, 2019. The decrease was principally driven by lower gross profit and higher cash interest expense, partially offset by lower cash income taxes and lower operating working capital requirements.

Cash used for investing activities

Investing activities for the nine months ended September 30, 2020 used \$76 million of cash compared to \$323 million for the nine months ended September 30, 2019. The decrease was principally driven by \$232 million of business acquisition spending in 2019 that did not recur in 2020, an \$11 million decrease in capital expenditures and a \$4 million 2020 net working capital settlement related to the acquisition of Walker Die Casting.

Cash used for financing activities

Financing activities for the nine months ended September 30, 2020 used \$263 million of cash compared to \$399 million for the nine months ended September 30, 2019. The decrease was principally driven by \$135 million of decreased stock repurchases.

Contingencies

We are a party to various legal actions and administrative proceedings and subject to various claims arising in the ordinary course of business, including those relating to commercial transactions, product liability, personal injury and workers' compensation, safety, health, taxes, environmental and other matters. For more information, see NOTE P, "Commitments and Contingencies" of our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Critical Accounting Policies and Significant Accounting Estimates

A discussion of our critical accounting policies and significant accounting estimates is included in Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on February 27, 2020. The preparation of the condensed consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of some assets and liabilities and, in some instances, the reported amounts of revenues and expenses during the applicable reporting period. Actual results could differ materially from these estimates. Changes in estimates are recorded in results of operations in the period that the events or circumstances giving rise to such changes occur. Within the context of these critical accounting estimates, we are not currently aware of any reasonably likely events or circumstances that would result in different policies or estimates being reported for the three and nine months ended September 30, 2020.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements.

Recently Issued Accounting Pronouncements

See NOTE B, “Summary of Significant Accounting Policies” in Part I, Item 1, of this Quarterly Report on Form 10-Q.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. The words “believe,” “expect,” “anticipate,” “intend,” “estimate” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Although forward-looking statements reflect management’s good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements speak only as of the date the statements are made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to: the duration and spread of the COVID-19 outbreak, mitigating efforts deployed by government agencies and the public at large, and the overall impact from such outbreak on economic conditions, financial market volatility and our business, including but not limited to the operations of our manufacturing and other facilities, our supply chain, our distribution processes and demand for our products and the corresponding impacts to our net sales and cash flow; risks related to our substantial indebtedness; our participation in markets that are competitive; the highly cyclical industries in which certain of our end users operate; uncertainty in the global regulatory and business environments in which we operate; our ability to prepare for, respond to and successfully achieve our objectives relating to technological and market developments, competitive threats and changing customer needs, including with respect to electric hybrid and fully electric commercial vehicles; our ability to identify, consummate and effectively integrate acquisitions; the concentration of our net sales in our top five customers and the loss of any one of these; increases in cost, disruption of supply or shortage of raw materials or components used in our products; the failure of markets outside North America to increase adoption of fully automatic transmissions; the success of our research and development efforts, the outcome of which is uncertain; U.S. and foreign defense spending; risks associated with our international operations, including increased trade protectionism; general economic and industry conditions; the discovery of defects in our products, resulting in delays in new model launches, recall campaigns and/or increased warranty costs and reduction in future sales or damage to our brand and reputation; labor strikes, work stoppages or similar labor disputes, which could significantly disrupt our operations or those of our principal customers; and our intention to pay dividends and repurchase shares of our common stock.

Important factors that could cause actual results to differ materially from our expectations are disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2019 as filed with the SEC on February 27, 2020, Part II, Item 1A of our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2020 as filed with the SEC on May 5, 2020 and for the quarter ended June 30, 2020 as filed with the SEC on August 5, 2020 and Part II, Item 1A of this Quarterly Report on Form 10-Q. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements as well as other cautionary statements that are made from time to time in our public communications. You should evaluate all forward-looking statements made in this Quarterly Report on Form 10-Q in the context of these risks and uncertainties.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Our exposure to market risk consists of changes in interest rates, foreign currency rate fluctuations and movements in commodity prices.

Interest Rate Risk

We are subject to interest rate market risk in connection with a portion of our long-term debt. Our principal interest rate exposure relates to outstanding amounts under our New Senior Secured Credit Facility. Our New Senior Secured Credit Facility provides for variable rate borrowings of up to \$1,235 million, including \$595 million under our New Revolving Credit Facility, net of \$5 million of letters of credit. A one-eighth percent increase or decrease in assumed interest rates for the New Senior Secured Credit Facility, if fully drawn, as of September 30, 2020 would have an impact of approximately \$1 million on interest expense per year. As of September 30, 2020, we had no outstanding borrowings against the New Revolving Credit Facility.

From time to time, we enter into interest rate swap agreements to hedge the risk associated with our variable interest rate debt. During the first quarter of 2019, we entered into \$250 million of interest rate swaps and designated them as cash flow hedges under the hypothetical derivative method. As of September 30, 2020, we held interest rate swaps effective from (i) September 2019 to September 2022 with notional values totaling \$250 million and a weighted average LIBOR fixed rate of 3.01%, (ii) September 2019 to September 2025 with notional values totaling \$250 million and a weighted average LIBOR fixed rate of 3.04% and (iii) September 2022 to September 2025 with notional values totaling \$250 million and a weighted average LIBOR fixed rate of 2.82%.

Exchange Rate Risk

While our net sales and costs are denominated primarily in U.S. Dollars, net sales, costs, assets and liabilities are generated in other currencies including Brazilian Real, British Pound, Canadian Dollar, Chinese Yuan Renminbi, Euro, Hungarian Forint, Indian Rupee and Japanese Yen. The expansion of our business outside North America may further increase the risk that cash flows resulting from these activities may be adversely affected by changes in currency exchange rates.

Assuming current levels of foreign currency transactions, a 10% aggregate increase or decrease in the Japanese Yen, Euro, Indian Rupee and Chinese Yuan Renminbi would correspondingly change our earnings, net of tax, by an estimated \$4 million per year. We believe our other exposure to foreign currencies is immaterial.

Commodity Price Risk

We are subject to changes in our cost of sales caused by movements in underlying commodity prices. As of September 30, 2020, approximately 64% of our cost of sales consists of purchased components with significant raw material content. A substantial portion of the purchased parts are made of aluminum and steel. The cost of aluminum parts includes an adjustment factor on future purchases for fluctuations in aluminum prices based on accepted industry indices. In addition, a substantial amount of steel-based contracts also include an index-based component. As our costs change, we are able to pass through a portion of the changes in commodity prices to certain of our customers according to our long-term agreements ("LTAs"). We historically have not entered into long-term purchase contracts related to the purchase of aluminum and steel.

Assuming current levels of commodity purchases, a 10% variation in the price of aluminum and steel would correspondingly change our earnings by approximately \$4 million and \$5 million per year, respectively.

Many of our LTAs have incorporated a cost-sharing arrangement related to potential future commodity price fluctuations. For purposes of the sensitivity analysis above, the impact of these cost sharing arrangements has not been included.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are a party to various legal actions in the normal course of our business, including those related to commercial transactions, product liability, personal injury and workers' compensation, safety, health, taxes, environmental and other matters. Information pertaining to legal proceedings can be found in NOTE P, "Commitments and Contingencies" in the notes to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q and is incorporated herein by reference.

Item 1A. Risk Factors

Except as set forth below, there have been no material changes from our risk factors as previously reported in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2019 as filed with the Securities and Exchange Commission ("SEC") on February 27, 2020, as updated in Part II, Item 1A of our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2020 as filed with the SEC on May 5, 2020 and for the quarter ended June 30, 2020 as filed with the SEC on August 5, 2020.

The following risk factor included in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 has been updated:

Our financial condition and results of operations have been and are expected to continue to be materially adversely affected by the coronavirus pandemic.

The global spread of the novel strain of coronavirus (COVID-19) that has been declared a pandemic by the World Health Organization and the preventative measures taken to contain or mitigate the outbreak have caused, and are continuing to cause, significant volatility and uncertainty and economic disruptions. The outbreak has resulted in governments around the world implementing stringent measures to contain or mitigate the spread of the virus, including quarantines, "shelter in place" and "stay at home" orders, travel restrictions, business curtailments and other measures. While we continue to operate our plants consistent with applicable government guidelines, our global manufacturing facilities have cut back on operating levels and shifts and we experienced, and may experience again, production shutdowns at our manufacturing facilities in Hungary, India, and Tennessee during the second quarter of 2020 as a result of government orders, our inability to obtain component parts from suppliers and/or decreased customer demand. In addition, many of our suppliers and customers have experienced, and may continue to experience, production slowdowns and/or shutdowns, which may further impact our business, sales and results of operation.

The effects of the COVID-19 pandemic on the global economy began having a material impact on demand for our products and our results of operations during the second quarter 2020 and continued through the third quarter 2020 as our customers reduced or halted production. We expect a continued impact on demand for our products and on our results of operations in the future. The extent to which COVID-19 may continue to adversely impact our business depends on future developments, which are highly uncertain and unpredictable, including the severity and duration of the outbreak and the effectiveness of actions taken globally to contain or mitigate its effects. Any future financial impact cannot be estimated reasonably at this time, but is likely to materially adversely affect our business, supply chain, sales, results of operations, financial condition and cash flows. Even after the COVID-19 pandemic has subsided, we may experience materially adverse impacts to our business due to any resulting economic recession or depression that may continue to impact customer demand and the financial instability or operating viability of our suppliers and customers. Additionally, concerns over the economic impact of COVID-19 have caused extreme volatility in financial and other capital markets which may adversely impact our ability to access capital markets.

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

The following table sets forth information related to our repurchases of our common stock on a monthly basis in the three months ended September 30, 2020:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under Plans(1)
July 1 – July 31, 2020	—	\$ —	—	\$ 872,097,961
August 1 – August 31, 2020	152,051	\$ 36.17	152,051	\$ 866,598,781
September 1 – September 30, 2020	301,880	\$ 34.78	301,880	\$ 856,100,904
Total	<u>453,931</u>	\$ 35.24	<u>453,931</u>	

- (1) These values reflect the amounts that may be repurchased under the Repurchase Program approved by the Board of Directors on November 14, 2016 and the increases approved by the Board of Directors on November 8, 2017, July 30, 2018 and May 9, 2019 which, in the aggregate, authorized total repurchases of \$3,000 million. The Repurchase Program has no termination date.

Item 6. Exhibits

(a) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Periodic Report by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
101	The following financial information from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Comprehensive Income; (iii) the Condensed Consolidated Statements of Cash Flows; (iv) the Condensed Consolidated Statements of Stockholders' Equity; and (v) the Notes to Condensed Consolidated Financial Statements
104	Cover Page Interactive Data File – The cover page from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, formatted in Inline XBRL and contained in Exhibit 101

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLISON TRANSMISSION HOLDINGS, INC.

Date: October 29, 2020

By: /s/ David S. Graziosi

Name: David S. Graziosi
Title: President and Chief Executive Officer
(Principal Executive Officer)

Date: October 29, 2020

By: /s/ G. Frederick Bohley

Name: G. Frederick Bohley
Title: Senior Vice President, Chief Financial Officer and Treasurer (Principal
Financial Officer and Principal Accounting Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, David S. Graziosi, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Allison Transmission Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 29, 2020

/s/ David S. Graziosi

Name: David S. Graziosi
Title: President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, G. Frederick Bohley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Allison Transmission Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 29, 2020

/s/ G. Frederick Bohley

Name: G. Frederick Bohley

Title: Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Allison Transmission Holdings, Inc. (the "Company") on Form 10-Q for the quarter ending September 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, David S. Graziosi, President and Chief Executive Officer of the Company, and G. Frederick Bohley, Senior Vice President, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. § 1350 as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 29, 2020

/s/ David S. Graziosi

David S. Graziosi
President and Chief Executive Officer
(Principal Executive Officer)

Dated: October 29, 2020

/s/ G. Frederick Bohley

G. Frederick Bohley
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)