AMPCO PITTSBURGH CORP
Form 10-Q
August 06, 2010

FORM 1O-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

OR

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

For the transition period from to

Commission File Number 1-898

AMPCO-PITTSBURGH CORPORATION

Pennsylvania	25-1117717
(State of Incorporation)	(I.R.S. Employer Identification No.)

600 Grant Street, Suite 4600
Pittsburgh, Pennsylvania 15219
(Address of principal executive offices)

(412)456-4400
(Registrant's telephone number)

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 periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes √ No

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

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

Large accelerated filer Accelerated filer √
Non-accelerated filer Smaller reporting company ___

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

On August 6, 2010, 10,246,827 common shares were outstanding.

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AMPCO-PITTSBURGH CORPORATION

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PART I - FINANCIAL INFORMATION

AMPCO-PITTSBURGH CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	June 30, 2010	December 31, 2009
Assets		
Current assets:		
Cash and cash equivalents	$ 57,849,458	$ 66,440,864
Receivables, less allowance for doubtful accounts		
of $189,021 in 2010 and $428,074 in 2009	51,486,665	39,620,966
Inventories	69,707,140	69,974,934
Insurance receivable – asbestos	20,000,000	20,000,000
Other current assets	14,852,870	13,789,664
Total current assets	213,896,133	209,826,428
Property, plant and equipment, net	134,191,180	119,940,117
Insurance receivable - asbestos	88,992,377	95,430,060

Investments in joint ventures		14,584,827		14,867,317
Deferred tax assets		24,970,643		25,953,111
Other noncurrent assets		5,468,560		5,808,024
	$	482,103,720	$	471,825,057
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable	$	18,637,760	$	15,798,457
Accrued payrolls and employee benefits		11,291,036		10,497,091
Industrial Revenue Bond debt		13,311,000		13,311,000
Asbestos liability – current portion		30,000,000		30,000,000
Other current liabilities		22,418,842		19,897,991
Total current liabilities		95,658,638		89,504,539
Employee benefit obligations		52,358,077		52,372,460
Asbestos liability		138,001,259		147,093,191
Other noncurrent liabilities		2,226,690		3,652,411
Total liabilities		288,244,664		292,622,601
Commitments and contingent liabilities (Note 6)				
Shareholders' equity:				
Common stock - par value $1; authorized				
20,000,000 shares; issued and outstanding				
10,246,827 shares in 2010 and 10,245,927 in 2009		10,246,827		10,245,927
Additional paid-in capital		118,725,412		116,396,355
Retained earnings		130,700,393		116,804,408
Accumulated other comprehensive loss		(65,813,576)		(64,244,234)
Total shareholders' equity		193,859,056		179,202,456
	$	482,103,720	$	471,825,057

See Notes to Condensed Consolidated Financial Statements.

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AMPCO-PITTSBURGH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2010	2009	2010	2009
Net sales	$ 165,183,818	$ 160,733,852	$ 82,857,950	$ 74,978,864

Operating costs and expenses:				
Costs of products sold				
(excluding depreciation)	111,625,015	109,994,148	54,784,095	50,218,086
Selling and administrative	22,632,297	20,817,871	11,038,194	10,196,238
Depreciation	4,592,735	3,625,804	2,268,007	1,809,715
(Gain) loss on disposition of assets	(95,119)	-	2,771	-
Total operating expenses	138,754,928	134,437,823	68,093,067	62,224,039
Income from operations	26,428,890	26,296,029	14,764,883	12,754,825
Other income (expense):				
Investment-related income	45,512	146,815	24,723	64,208
Interest expense	(154,726)	(146,853)	(81,443)	(77,489)
Other - net	32,187	(2,313,221)	(676,990)	(535,446)
	(77,027)	(2,313,259)	(733,710)	(548,727)
Income before income taxes and equity losses in Chinese joint venture	26,351,863	23,982,770	14,031,173	12,206,098
Income tax provision	(8,648,000)	(8,871,000)	(4,582,000)	(4,413,000)
Equity losses in Chinese joint venture	(119,020)	-	(75,429)	-
Net income	$ 17,584,843	$ 15,111,770	$ 9,373,744	$ 7,793,098
Earnings per common share:				
Basic	$ 1.72	$ 1.48	$ 0.91	$ 0.77
Diluted	$ 1.71	$ 1.48	$ 0.91	$ 0.77
Cash dividends declared per share	$ 0.36	$ 0.36	$ 0.18	$ 0.18
Weighted-average number of common shares outstanding:				
Basic shares	10,246,517	10,180,881	10,246,827	10,184,228
Diluted shares	10,275,114	10,181,779	10,289,545	10,178,381

See Notes to Condensed Consolidated Financial Statements.

AMPCO-PITTSBURGH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30, 2010	2009
Net cash flows provided by operating activities	$ 15,138,275	$ 21,709,482
Cash flows from investing activities:		
Purchases of property, plant and equipment	(20,118,017)	(13,474,176)
Investment in Chinese joint venture	-	(4,410,000)
Collateral for outstanding foreign currency exchange contracts (Note 8)	764,950	(4,326,000)
Purchases of long-term marketable securities	(275,250)	(574,268)
Proceeds from sale of long-term marketable securities	262,951	507,731
Other	103,534	1,774
Net cash flows used in investing activities	(19,261,832)	(22,274,939)
Cash flows from financing activities:		
Dividends paid	(3,688,696)	(3,663,899)
Proceeds from the issuance of common stock	9,731	300,825
Excess tax benefits from the exercise of stock options	4,013	89,453
Net cash flows used in financing activities	(3,674,952)	(3,273,621)
Effect of exchange rate changes on cash and cash equivalents	(792,897)	1,313,247
Net decrease in cash and cash equivalents	(8,591,406)	(2,525,831)
Cash and cash equivalents at beginning of period	66,440,864	81,606,793
Cash and cash equivalents at end of period	$ 57,849,458	$ 79,080,962
Supplemental information:		
Income tax payments	$ 2,748,000	$ 7,277,973
Interest payments	$ 154,533	$ 154,991
Non-cash investing activities:		
Purchases of property, plant and equipment included in accounts payable	$ 2,535,660	$ 1,006,147

See Notes to Condensed Consolidated Financial Statements.

AMPCO-PITTSBURGH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Unaudited Condensed Consolidated Financial Statements

The condensed consolidated balance sheet as of June 30, 2010, the condensed consolidated statements of operations for the six and three months ended June 30, 2010 and 2009 and the condensed consolidated statements of cash flows for the six months ended June 30, 2010 and 2009 have been prepared by Ampco-Pittsburgh Corporation (the Corporation) without audit. In the opinion of management, all adjustments, consisting of only normal and recurring adjustments necessary to present fairly the financial position, results of operations and cash flows for the periods presented, have been made. The results of operations for the six and three months ended June 30, 2010 are not necessarily indicative of the operating results expected for the full year.

Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted.

Recently Issued Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) issued new guidance replacing the quantitative-based risks and rewards calculation with a more qualitative approach for determining which enterprise, if any, has a controlling financial interest in a variable-interest entity. The new guidance also adds an additional reconsideration event for determining whether an entity is a variable-interest entity and ongoing assessments of whether an enterprise is the primary beneficiary. The new guidance became effective on January 1, 2010 and did not impact the operating results, financial position or liquidity of the Corporation.

In September 2009, the FASB issued ASU 2009-13, Multiple-Deliverable Revenue Arrangements, which addresses the accounting and revenue recognition of sales contracts with multiple products and/or services when such products and/or services are provided to the customer at different points in time or over different time periods. ASU 2009-13 requires the sales consideration to be allocated, at the inception of the arrangement, to each deliverable and/or service using the relative selling price method. ASU 2009-13 will be effective prospectively for revenue arrangements entered into or materially modified on or after January 1, 2011.

2. Inventories

At June 30, 2010 and December 31, 2009, approximately 63% and 65%, respectively, of the inventories were valued on the LIFO method with the remaining inventories valued on the FIFO method. Inventories were comprised of the following:

	June 30, 2010	(in thousands) December 31, 2009
Raw materials	$ 18,554	$ 18,274
Work-in-process	38,009	33,178
Finished goods	3,259	8,075
Supplies	9,885	10,448
	$ 69,707	$ 69,975

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3. Property, Plant and Equipment

Property, plant and equipment were comprised of the following:

	June 30, 2010	(in thousands) December 31, 2009
Land and land improvements	$ 4,764	$ 4,766
Buildings	36,748	31,387
Machinery and equipment	187,658	155,528
Construction-in-progress	25,482	45,188
Other	7,381	7,417
	262,033	244,286
Accumulated depreciation	(127,842)	(124,346)
	$ 134,191	$ 119,940

4. Other Current Liabilities

Other current liabilities were comprised of the following:

	June 30, 2010	(in thousands) December 31, 2009
Customer-related liabilities	$ 8,238	$ 10,111
Foreign currency exchange contracts	311	1,171

Accrued sales commissions	2,360	1,852
Accrued income taxes payable	2,749	-
Dividend payable	1,844	1,844
Other	6,917	4,920
	$ 22,419	$ 19,898

Included in customer-related liabilities are costs expected to be incurred with respect to product warranties. Changes in the liability for product warranty claims consisted of the following:

	(in thousands) Six Months Ended June 30,		Three Months Ended June 30,	
	2010	2009	2010	2009
Balance at beginning of the period	$4,929	$4,724	$4,956	$4,900
Satisfaction of warranty claims	(662)	(751)	(182)	(482)
Provision for warranty claims	1,198	889	553	437
Other, primarily impact from changes in foreign currency exchange rates	(176)	291	(38)	298
Balance at end of the period	$5,289	$5,153	$5,289	$5,153

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5. Pension and Other Postretirement Benefits

Contributions for the six months ended June 30, 2010 and 2009 were as follows:

	(in thousands)	
	2010	2009
U.S. pension benefits plans	$-	$5,000
U.K. pension benefits plan	$703	$687
Other postretirement benefits (e.g. net payments)	$346	$284
U.K. defined contribution plan	$155	$130

Net periodic pension and other postretirement costs include the following components:

	(in thousands) Six Months Ended June 30,		Three Months Ended June 30,	
	2010	2009	2010	2009
U.S. Pension Benefits				
Service cost	$1,434	$1,425	$650	$713

Interest cost	4,262	4,116	2,103	2,058
Expected return on plan assets	(4,786)	(5,045)	(2,532)	(2,523)
Amortization of prior service cost	328	317	164	159
Amortization of actuarial loss	1,742	863	961	431
Net benefit cost	$2,980	$1,676	$1,346	$838

Foreign Pension Benefits

Interest cost	$1,229	$1,068	$602	$534
Expected return on plan assets	(934)	(680)	(458)	(340)
Amortization of actuarial loss	230	212	113	106
Net benefit cost	$525	$600	$257	$300

Other Postretirement Benefits

Service cost	$226	$219	$113	$110
Interest cost	451	420	225	210
Amortization of prior service cost	43	43	22	21
Amortization of actuarial loss	-	3	-	2
Net benefit cost	$720	$685	$360	$343

6. Commitments and Contingent Liabilities

Outstanding standby and commercial letters of credit as of June 30, 2010 approximated $20,844,000, a major portion of which serves as collateral for the Industrial Revenue Bond debt.

In connection with the sale of a segment in 2003, the Corporation provided typical warranties to the buyer (such as those relating to income taxes, intellectual property, legal proceedings, product liabilities and title to property, plant and equipment) which primarily expire with the statutes of limitations. Losses suffered by the buyer as a result of the Corporation’s breach of warranties are reimbursable by the Corporation up to approximately $2,000,000. No amount has been paid to date and, based on experience while owning the segment, the Corporation expects that no amounts will become due.

See also Note 12 regarding litigation and Note 13 for environmental matters.

7. Comprehensive Income (Loss)

The Corporation's comprehensive income (loss) consisted of:

(in thousands)	Six Months Ended June 30,		Three Months Ended June 30,	
	2010	2009	2010	2009

Net income	$17,585	$15,112	$9,374	$7,793
Foreign currency translation adjustments	(3,556)	5,344	(694)	5,251
Unrecognized components of employee benefit plans	1,305	939	617	481
Unrealized holding (losses) gains on marketable securities	(43)	209	(117)	255
Change in the fair value of derivatives (cash flow hedges)	725	702	271	(584)
Comprehensive income	$16,016	$22,306	$9,451	$13,196

8. Foreign Currency Exchange and Futures Contracts

Certain of the Corporation's operations are subject to risk from exchange rate fluctuations in connection with sales in foreign currencies. To minimize this risk, foreign currency sales contracts are entered into which are designated as cash flow or fair value hedges and are recorded in the condensed consolidated balance sheet as either an asset or a liability measured at their fair value. The accounting for changes in the fair value of a derivative depends on the use of the derivative. To the extent that a derivative is designated and effective as a cash flow hedge of an exposure to future changes in value, the change in fair value of the derivative is deferred in accumulated other comprehensive income (loss). Any portion considered to be ineffective, including that arising from the unlikelihood of an anticipated transaction to occur, is reported as a component of earnings (other income/expense) immediately. Upon occurrence of the anticipated transaction, the derivative designated and effective as a cash flow hedge is de-designated as a fair value hedge and the change in fair value previously deferred in accumulated other comprehensive income (loss) is reclassified to earnings (net sales) with subsequent changes in fair value recorded as a component of earnings (other income/expense). To the extent that a derivative is designated and effective as a hedge of an exposure to changes in fair value, the change in the derivative's fair value will be offset in the condensed consolidated statement of operations by the change in the fair value of the item being hedged and is recorded as a component of earnings (other income/expense).

No portion of the existing cash flow hedges is considered to be ineffective, including any ineffectiveness arising from the unlikelihood of an anticipated transaction to occur. Additionally, no amounts have been excluded from assessing the effectiveness of the hedge.

As of June 30, 2010, approximately $38,699,000 of anticipated foreign-denominated sales has been hedged of which $12,676,000 is covered by cash flow contracts settling at various dates through June 2012 and the remaining $26,023,000 is covered by fair value contracts settling at various dates through September 2013. As of June 30, 2010, the fair value of foreign currency sales contracts designated as cash flow hedges expecting to settle within the next 12 months approximated $1,937,000 and is recorded as other current assets. The fair value of the remaining cash flow contracts equaled $497,000 and is recorded as other noncurrent assets. The change in the fair value of the contracts is recorded as a component of accumulated other comprehensive income (loss) and approximated $1,269,000, net of income taxes, as of June 30, 2010. During the six months ended June 30, 2010, approximately $1,555,000, net of income taxes, was recognized as comprehensive income (loss). The change in the fair value will be reclassified to earnings when the projected sales occur with approximately $1,797,000 expected to be released to pre-tax earnings within the next 12 months. During the six months ended June 30, 2010 and 2009, approximately $387,000 and $(64,000), respectively, was released to pre-tax earnings and during the three months ended June 30, 2010 and 2009, approximately $336,000 and $(67,000), respectively, was released to pre-tax earnings.

As of June 30, 2010, the fair value of foreign currency sales contracts designated as fair value hedges expecting to settle within the next 12 months approximated $211,000 and is recorded as other current liabilities. (The fair value of the related hedged item, recorded as other current assets, approximated $238,000.) The fair value of the remaining fair value hedges equaled $117,000 and is recorded as other noncurrent assets. (The fair value of the

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related hedged item, recorded as other noncurrent liabilities, approximated $92,000). The fair value of assets held as collateral as of June 30, 2010 approximated $1,494,000.

Gains (losses) on foreign exchange transactions included in other income (expense) approximated $472,000 and $(1,847,000) for the six months ended June 30, 2010 and 2009, respectively, and $(448,000) and $(460,000) for the three months ended June 30, 2010 and 2009, respectively.

The Corporation enters into foreign currency purchase contracts to manage the volatility associated with Euro-denominated progress payments to be made for certain machinery and equipment. The contracts are designated as cash flow hedges and are recorded in the condensed consolidated balance sheet as either an asset or a liability measured at their fair value. To the extent that a derivative is designated and effective as a cash flow hedge of an exposure to future changes in value, the change in fair value of the foreign currency purchase contract is deferred in accumulated other comprehensive income (loss). Any portion considered to be ineffective, including that arising from the unlikelihood of an anticipated transaction to occur, is reported as a component of earnings (other income/expense) immediately. Upon occurrence of the anticipated transaction (i.e., remittance of the progress payment), the foreign currency purchase contract is settled and the change in fair value deferred in accumulated other comprehensive income (loss) is reclassified to earnings (depreciation expense) over the life of the underlying assets.

As of June 30, 2010, approximately $583,000 of anticipated foreign-denominated purchases has been hedged with cash flow contracts settling at various dates through September 2010. As of June 30, 2010, the fair value of these contracts approximated $100,000 and is recorded as other current liabilities. Additionally, the fair value of the contracts which settled by June 30, 2010 approximated $626,000 and is recorded within property, plant and equipment, net (specifically, construction-in-progress). The change in the fair value of the contracts (both outstanding and settled) is recorded as a component of accumulated other comprehensive income (loss) and approximated $332,000, net of income taxes, as of June 30, 2010. During the six months ended June 30, 2010, approximately $(252,000), net of income taxes, was recognized as comprehensive income (loss). Since the underlying assets have not yet been placed in service, no amounts relating to the settled contracts have been released to earnings during the six months ended June 30, 2010. Additionally, the amount expected to be released to earnings (as an offset to depreciation expense) within the next 12 months is not significant.

At June 30, 2010, the Corporation has purchase commitments covering approximately 71% or $11,359,000 of anticipated natural gas usage over the next three and one-half years at one of its subsidiaries. The commitments qualify as normal purchases and, accordingly, are not reflected on the condensed consolidated balance sheet.

Additionally, one of the Corporation’s subsidiaries is subject to risk from increases in the price of commodities (copper and aluminum) used in the production of inventory. To minimize this risk, futures contracts are entered into which are designated as cash flow hedges. Changes in fair value of the derivative is deferred in accumulated other comprehensive income (loss). Any portion considered to be ineffective, including that arising from the unlikelihood of an anticipated transaction to occur, is reported as a component of earnings (other income/expense) immediately. Upon occurrence of the anticipated transaction, the futures contract is settled and the change in fair value previously deferred in accumulated other comprehensive income (loss) is reclassified to earnings (costs of products sold) when the projected sales occur. At June 30, 2010, approximately 72% or $2,393,000 of anticipated copper purchases and 63% or $819,000 of anticipated aluminum purchases are hedged over the next 6 months. The fair value of these contracts (both outstanding and settled) approximated $(290,000) as of June 30, 2010. The change in the fair value of the contracts designated as cash flow hedges is recorded as a component of accumulated other comprehensive income (loss) and approximated $(181,000), net of income taxes, as of June 30, 2010. During the six months ended June 30, 2010, approximately $(211,000), net of income taxes, was recognized as comprehensive income (loss). Approximately $(290,000) of the change in fair value is expected to be released to pre-tax earnings over the next 12 months. During the six months ended June 30, 2010 and 2009, approximately $200,000 and $212,000, respectively, was released to pre-tax earnings and during the three months ended June 30, 2010 and 2009, approximately $32,000 and $73,000, respectively, was released to pre-tax earnings. The fair value of assets held as collateral as of June 30, 2010 approximated $253,000.

The Corporation does not enter into derivative transactions for speculative purposes and, therefore, holds no derivative instruments for trading purposes.

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9. Stock-Based Compensation

In February 2010, the Compensation Committee granted 325,000 of non-qualified stock options to certain employees. The options have a ten-year life with one-third vesting at the date of grant, one-third vesting on the first anniversary date of the date of grant and one-third vesting on the second anniversary date of the date of grant. The exercise price of $25.77 was equal to the closing price of the Corporation’s common stock on the New York Stock Exchange on the date of grant and the fair value of the options was $10.77 per share.

The fair value of the options as of the date of grant was calculated using the Black-Scholes option-pricing model based on an assumption for the expected life of the options of six years, a risk-free interest rate of 2.98%, an expected dividend yield of 3.00% and an expected volatility of 55.12%. The resultant stock-based compensation expense of $3,500,000 will be recognized over the requisite service period.

The risk-free interest rate is equal to the yield that was available on U.S. Treasury zero-coupon issues at the date of grant with a remaining term equal to the expected life of the options. The expected life of the options was estimated by considering historical exercise experience of the employee group and the vesting period of the awards. The expected dividend yield was based on a dividend amount giving consideration to the Corporation’s future expectations of dividend increases over the expected life of the options. The expected volatility was based on the historical prices of the Corporation’s stock and dividend amounts over the past six years, a period equal to the expected life of the stock options.

Stock-based compensation expense associated with vested options for the current and any previous grants for the six months ended June 30, 2010 and 2009 equaled $2,316,000 and $1,045,000, respectively. The related income tax benefit recognized in the condensed consolidated statement of operations for the related periods was approximately $810,000 and $366,000. Stock-based compensation expense for the three months ended June 30, 2010 and 2009 equaled $672,000 and $380,000, respectively. The related income tax benefit recognized in the condensed consolidated statement of operations for the related periods was approximately $235,000 and $133,000, respectively.

10.Fair Value

The Corporation’s financial assets and liabilities that are reported at fair value in the accompanying condensed consolidated balance sheet as of June 30, 2010 were as follows:

	(in thousands)			
	Quoted Prices in Active Markets for Identical Inputs (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Investments				
Other noncurrent assets	$ 2,566	$ -	$ -	$ 2,566
Foreign currency exchange (sales and purchase) contracts				
Other current assets	-	2,175	-	2,175
Other noncurrent assets	-	614	-	614
Other current liabilities	-	311	-	311
Other noncurrent liabilities	-	92	-	92

11.Business Segments

Presented below are the net sales and income before income taxes for the Corporation's two business segments.

	(in thousands)			
	Six Months Ended June 30,		Three Months Ended June 30,	
	2010	2009	2010	2009
Net Sales:				
Forged and Cast Rolls	$121,711	$102,628	$61,563	$45,205
Air and Liquid Processing	43,473	58,106	21,295	29,774
Total Reportable Segments	$165,184	$160,734	$82,858	$74,979
Income before Income Taxes:				
Forged and Cast Rolls	$28,805	$25,001	$15,340	$11,044
Air and Liquid Processing	3,967	6,367	2,172	4,146
Total Reportable Segments	32,772	31,368	17,512	15,190
Other expense, including corporate costs – net	(6,420)	(7,385)	(3,481)	(2,984)
Total	$26,352	$23,983	$14,031	$12,206

12.Litigation (claims not in thousands)

Litigation

The Corporation and its subsidiaries are involved in various claims and lawsuits incidental to their businesses. In addition, it is also subject to asbestos litigation as described below.

Asbestos Litigation

Claims have been asserted alleging personal injury from exposure to asbestos-containing components historically used in some products of certain of the Corporation's operating subsidiaries ("Asbestos Liability") and of an inactive subsidiary in dissolution and another former division of the Corporation. Those subsidiaries, and in some cases the Corporation, are defendants (among a number of defendants, typically over 50) in cases filed in various state and federal courts.

Asbestos Claims

The following table reflects approximate information about the claims for Asbestos Liability against the subsidiaries and the Corporation, along with certain asbestos claims asserted against the inactive subsidiary in dissolution and the former division, for the six months ended June 30, 2010:

Approximate open claims at end of period	8,155 (1)
Gross settlement and defense costs (in 000's)	$ 8,710
Approximate claims settled or dismissed	636

(1) Included as "open claims" are approximately 1,928 claims classified in various jurisdictions as "inactive" or transferred to a state or federal judicial panel on multi-district litigation, commonly referred to as the MDL.

A substantial majority of the settlement and defense costs reflected in the above table were reported and paid by insurers. Because claims are often filed and can be settled or dismissed in large groups, the amount and timing of settlements, as well as the number of open claims, can fluctuate significantly from period to period. In 2006, for the first time, a claim for Asbestos Liability against one of the Corporation's subsidiaries was tried to a jury. The trial resulted in a defense verdict. Plaintiffs appealed that verdict and in 2008 the California Court of Appeals reversed the jury verdict and remanded the case back to the trial court.

Asbestos Insurance

Certain of the Corporation's subsidiaries and the Corporation have an arrangement (the "Coverage Arrangement") with insurers responsible for historical primary and some umbrella insurance coverage for Asbestos Liability (the "Paying Insurers"). Under the Coverage Arrangement, the Paying Insurers accept financial responsibility, subject to the limits of the policies and based on fixed defense percentages and specified indemnity allocation formulas, for a substantial majority of the pending claims for Asbestos Liability. The claims against the inactive subsidiary in dissolution of the Corporation, approximately 330 as of June 30, 2010, are not included within the Coverage Arrangement. The one claim filed against the former division also is not included within the Coverage Arrangement. The Corporation believes that the claims against the inactive subsidiary in dissolution and the former division are immaterial.

The Coverage Arrangement includes an acknowledgement that Howden Buffalo, Inc. ("Howden") is entitled to coverage under policies covering Asbestos Liability for claims arising out of the historical products manufactured or distributed by Buffalo Forge, a former subsidiary of the Corporation (the "Products"). The Coverage Arrangement does not provide for any prioritization on access to the applicable policies or monetary cap other than the limits of the policies, and, accordingly, Howden may access the policies at any time for any covered claim arising out of a Product. In general, access by Howden to the policies covering the Products will erode the coverage under the policies available to the

Corporation and the relevant subsidiaries for Asbestos Liability alleged to arise out of not only the Products but also other historical products of the Corporation and its subsidiaries covered by the applicable policies.

On August 4, 2009, Howden filed a lawsuit in the United States District Court for the Western District of Pennsylvania against the Corporation, two insurance companies that allegedly issued policies to Howden that are not relevant to the Corporation, and two other insurance companies that issued excess insurance policies covering certain subsidiaries of the Corporation (the "Excess Policies"), but that are not yet part of the Coverage Arrangement. In the lawsuit, Howden seeks a declaratory judgment from the court as to the respective rights and obligations of Howden, the Corporation and the insurance carriers under the Excess Policies. One of the excess carriers and the Corporation have filed cross-claims against each other seeking declarations regarding their respective rights and obligations under Excess Policies issued by that carrier. The Corporation's cross-claim also seeks damages for the carrier's failure to pay certain defense and indemnity costs.

Asbestos Valuations

In 2006, the Corporation retained Hamilton, Rabinovitz & Associates, Inc. ("HR&A"), a nationally recognized expert in the valuation of asbestos liabilities, to assist the Corporation in estimating the potential liability for pending and unasserted future claims for Asbestos Liability. HR&A was not requested to estimate asbestos claims against the inactive subsidiary in dissolution or the former division, which the Corporation believes are immaterial. Based on this analysis, the Corporation recorded a reserve for Asbestos Liability claims pending or projected to be asserted through 2013 as at December 31, 2006. HR&A's analysis most recently was updated in 2008, and additional reserves were established by the Corporation as at December 31, 2008 for Asbestos Liability claims pending or projected to be asserted through 2018. The methodology used by HR&A in its projection in 2008 of the operating subsidiaries' liability for pending and unasserted potential future claims for Asbestos Liability, which is substantially the same as the methodology employed by HR&A in the 2006 estimate, relied upon and included the following factors:

§ HR&A's interpretation of a widely accepted forecast of the population likely to have been exposed to asbestos;

§ epidemiological studies estimating the number of people likely to develop asbestos-related diseases;

§ HR&A's analysis of the number of people likely to file an asbestos-related injury claim against the subsidiaries and the Corporation based on such epidemiological data and relevant claims history from January 1, 2006 to September 30, 2008;

§ an analysis of pending cases, by type of injury claimed and jurisdiction where the claim is filed;

§ an analysis of claims resolution history from January 1, 2006 to September 30, 2008 to determine the average settlement value of claims, by type of injury claimed and jurisdiction of filing; and

§ an adjustment for inflation in the future average settlement value of claims, at an annual inflation rate based on the Congressional Budget Office's ten year forecast of inflation.

Using this information, HR&A estimated in 2008 the number of future claims for Asbestos Liability that would be filed through the year 2018, as well as the settlement or indemnity costs that would be incurred to resolve both pending and future unasserted claims through 2018. This methodology has been accepted by numerous courts. For purposes of its condensed consolidated financial statements for the six months ended June 30, 2010, the Corporation reviewed its current Asbestos Liability and ultimately utilized the estimate by HR&A completed in 2008, as updated by the Corporation to reflect its Asbestos Liability expenditures through June 30, 2010.

In conjunction with developing the aggregate liability estimate referenced above, the Corporation also developed an estimate of probable insurance recoveries for its asbestos liabilities. In developing the estimate, the Corporation considered HR&A's projection for settlement or indemnity costs for Asbestos Liability and management's projection of associated defense costs (based on current defense cost levels with an annual 5% inflation factor), as well as a number of additional factors . These additional factors included the Coverage Arrangement, self-insured retentions, policy exclusions, policy limits, policy provisions regarding coverage for defense costs, attachment points, prior impairment of policies and gaps in the coverage, policy exhaustions, insolvencies among certain of the insurance carriers, the nature of the underlying claims for Asbestos Liability asserted against the subsidiaries and the Corporation as reflected in the Corporation's asbestos claims database, as well as estimated erosion of insurance limits on account of claims against Howden arising out of the Products. In addition to consulting with the Corporation's outside legal counsel on these insurance matters, the Corporation retained in 2008 a nationally-recognized insurance consulting firm to assist the Corporation with certain policy allocation matters that also are among the several factors considered by the Corporation when analyzing potential recoveries from relevant historical insurance for Asbestos Liabilities. Based upon all of the factors considered by the Corporation, and taking into account the Corporation's analysis of publicly available information regarding the credit-worthiness of various insurers, the Corporation estimated the probable insurance recoveries for Asbestos Liability and defense costs through 2018. Although the Corporation believes that the assumptions employed in the insurance valuation were reasonable and previously consulted with its outside legal counsel and insurance consultant regarding those assumptions, there are other assumptions that could have been employed that would have resulted in materially lower insurance recovery projections.

Based on the analyses described above, the Corporation's reserve at December 31, 2008 for the total costs, including defense costs, for Asbestos Liability claims pending or projected to be asserted through 2018 was $207,014,000, of which approximately 86% was attributable to settlement costs for unasserted claims projected to be filed through 2018 and future defense costs. The reserve at June 30, 2010 was $168,001,000. While it is reasonably possible that the Corporation will incur additional charges for Asbestos Liability and defense costs in excess of the amounts currently reserved, the Corporation believes that there is too much uncertainty to provide for reasonable estimation of the number of future claims, the nature of such claims and the cost to resolve them beyond 2018. Accordingly, no reserve has been recorded for any costs that may be incurred after 2018.

The Corporation's receivable at December 31, 2008 for insurance recoveries attributable to the claims for which the Corporation's Asbestos Liability reserve has been established, including the portion of incurred defense costs covered by the Coverage Arrangement, and the probable payments and reimbursements relating to the estimated indemnity and defense costs for pending and unasserted future Asbestos Liability claims, was $136,176,000 ($108,992,000 as of June 30, 2010). The insurance receivable recorded by the Corporation does not assume any recovery from insolvent carriers, and substantially all of the insurance recoveries deemed probable were from insurance companies rated A – (excellent) or better by A.M. Best Corporation. There can be no assurance, however, that there will not be further insolvencies among the relevant insurance carriers, or that the assumed percentage recoveries for certain carriers will prove correct. The $70,838,000 difference between insurance recoveries and projected costs at December 31, 2008 is not due to exhaustion of all insurance coverage for Asbestos Liability. The Corporation and the subsidiaries have substantial additional insurance coverage which the Corporation expects to be available for Asbestos Liability claims and defense costs the subsidiaries and it may incur after 2018. However, this insurance coverage also can be expected to have gaps creating significant shortfalls of insurance recoveries as against claims expense, which could be material in future years.

The amounts recorded by the Corporation for Asbestos Liabilities and insurance receivables rely on assumptions that are based on currently known facts and strategy. The Corporation's actual expenses or insurance recoveries could be significantly higher or lower than those recorded if assumptions used in the Corporation's or HR&A's calculations vary significantly from actual results. Key variables in these assumptions are identified above and include the number and type of new claims to be filed each year, the average cost of disposing of each such new claim, average annual defense costs, the resolution of coverage issues with insurance carriers, and the solvency risk with respect to the relevant insurance carriers. Other factors that may affect the Corporation's Asbestos Liability and ability to recover under its insurance policies include uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case, reforms that may be made by state and federal courts, and the passage of state or federal tort reform legislation.

The Corporation intends to evaluate its estimated Asbestos Liability and related insurance receivables as well as the underlying assumptions during the fourth quarter of this year and thereafter on a regular basis to determine whether any adjustments to the estimates are required. Due to the uncertainties surrounding asbestos litigation and insurance, these regular reviews may result in the Corporation incurring future charges; however, the

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Corporation is currently unable to estimate such future charges. Adjustments, if any, to the Corporation's estimate of its recorded Asbestos Liability and/or insurance receivables could be material to operating results for the periods in which the adjustments to the liability or receivable are recorded, and to the Corporation's liquidity and consolidated financial position.

13. Environmental Matters

The Corporation is currently performing certain remedial actions in connection with the sale of real estate previously owned and has been named a Potentially Responsible Party at three third-party landfill sites. In addition, as a result of a sale of a segment, the Corporation retained the liability to remediate certain environmental contamination at two of the sold locations, one of which has been completed, and has agreed to indemnify the buyer against third-party claims arising from the discharge of certain contamination from one of these locations, the cost for which was accrued at the time of sale.

Environmental exposures are difficult to assess and estimate for numerous reasons including lack of reliable data, the multiplicity of possible solutions, the years of remedial and monitoring activity required, and identification of new sites. In the opinion of management and in consideration of advice from the Corporation's consultants, the potential liability for all environmental proceedings of approximately $700,000 at June 30, 2010 is considered adequate based on information known to date.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Executive Overview

The Corporation operates in two business segments – Forged and Cast Rolls and Air and Liquid Processing. Business activity for the Forged and Cast Rolls group is showing signs of improvement as a result of the global steel industry operating at higher levels when compared to the post-financial crisis period of a year ago. Additionally, a weaker British Pound Sterling against most regional currencies is contributing further to the demand for rolling mill rolls for our U.K. operations. Excess inventory levels within the industry exist and pricing pressures from customers remain however. The Air and Liquid Processing group continues to be negatively impacted by reduced demand principally from its construction and energy sector customer base.

Consolidated Results of Operations for the Six and Three Months Ended June 30, 2010 and 2009

Net Sales. Net sales for the six months ended June 30, 2010 and 2009 were $165,184,000 and $160,734,000, respectively, and $82,858,000 and $74,979,000, respectively, for the three months then ended. Backlog approximated $422,408,000 at June 30, 2010 versus $501,311,000 as of December 31, 2009 and $567,304,000 as of June 30, 2009. A discussion of sales and backlog for the Corporation's two segments is included below.

Costs of Products Sold. Costs of products sold, excluding depreciation, as a percentage of net sales approximated 67.6% and 68.4% for the six months ended June 30, 2010 and 2009, respectively, and 66.1% and 67.0% of net sales for the three months ended June 30, 2010 and 2009, respectively. The slight improvement is primarily attributable to product mix.

Selling and Administrative. The increase in selling and administrative expenses is primarily due to the recognition of stock-based compensation costs of $1,555,000 and $292,000 for the six and three months ended June 30, 2010, respectively, associated with the February 2010 stock option grant.

Depreciation. The increase in depreciation expense is associated with the assets placed in service as a result of the major capital investment program that began in 2008 for the Forged and Cast Rolls segment.

Income from Operations. Income from operations for the six months ended June 30, 2010 and 2009 approximated $26,429,000 and $26,296,000, respectively, and $14,765,000 and $12,755,000 for the three months ended June 30, 2010 and 2009, respectively. A discussion of operating results for the Corporation's two segments is included below.

Forged and Cast Rolls. Sales and operating income for the six and three months ended June 30, 2010 exceeded the comparable prior year periods. The improvement is primarily volume related with shipments for both its domestic and international customers increasing, during the second quarter in particular, and more than offsetting the effects of lower revenues from the variable-index surcharge program and higher costs for direct materials. Backlog approximated $384,616,000 at June 30, 2010 against $468,500,000 as of December 31, 2009 and $524,162,000 as of June 30, 2009. The decline is a result of shipments outpacing new orders. With existing orders in backlog extending multiple years and excess inventories on hand at certain customer locations, it is unlikely that backlog will reach the record highs of earlier years in the foreseeable future. Approximately $258,000,000 of the current backlog is expected to ship after 2010. Additionally, the segment has commitments of approximately $74,000,000 from customers under long-term supply arrangements which will be included in backlog upon receipt of specific purchase orders closer to the requirement dates for delivery.

Air and Liquid Processing. Sales and operating income for the segment decreased when compared to the six and three months ended June 30, 2009. Buffalo Pumps has been adversely affected by a reduction in the volume of pumps supplied to the energy sector and for the U.S. Navy. Sales and operating income for Aerofin have declined as a result of reduced activity with its utility customers. Buffalo Air Handling has been negatively impacted by the cutback in spending by the construction industry. As of June 30, 2010, backlog approximated $37,792,000 in comparison to $32,811,000 as of December 31, 2009 and $43,142,000 as of June 30, 2009. The reduction in backlog from a year ago is reflective of the economic slowdown in its industries. The majority of the current backlog is expected to ship in 2010.

Other Income (Expense). The fluctuation in year-to-date other income (expense) when compared to the prior year is primarily attributable to foreign exchange gains during the current year versus foreign exchange losses in the prior year.

Income Taxes. The decrease in the effective income tax rate between the current and prior year periods is partially attributable to a change in the composition of projected net income before income taxes. For 2010, a higher proportion of net income before income taxes is anticipated to be generated by the U.K. operation which is taxed at a statutory rate of 28% versus a statutory federal rate of 35% in the U.S. Additionally, higher beneficial permanent differences and lower state taxes further reduced the estimated effective income tax rate for 2010.

Net Income and Earnings per Common Share. As a result of the above, the Corporation's net income for the six months ended June 30, 2010 and 2009 equaled $17,585,000 or $1.72 per common share and $15,112,000 or $1.48 per common share, respectively, and $9,374,000 or $0.91 per common share and $7,793,000 or $0.77 per common share for the three months ended June 30, 2010 and 2009.

Liquidity and Capital Resources

Net cash flows provided by operating activities decreased for the six months ended June 30, 2010 when compared to the six months ended June 30, 2009. The decrease is principally due to an increase in accounts receivables reflective of the higher volume of shipments for the Forged and Cast Rolls group.

Net cash flows used in investing activities improved for the six months ended June 30, 2010 when compared to the same prior year period. Although capital expenditures increased during the current year period, Union Electric Steel made additional contributions during 2009 toward its 49% interest in its Chinese joint venture and Davy Roll deposited $4,326,000 (£3,000,000) in escrow to be held as collateral for its outstanding foreign currency exchange contracts. A portion of these monies were returned to Davy Roll in 2010 and 2009 and no further deposits have been required to date. The increase in capital expenditures is associated with the Forged and Cast Rolls group and its in-process capital investment program. As of June 30, 2010, future capital expenditures approximating $18,000,000, to be spent over the next 12 – 18 months, have been approved.

The effect of exchange rate changes on cash and cash equivalents for the six months ended June 30, 2010 is related to the decline in the value of the U.K. pound sterling against the U.S. dollar.

As a result of the above, cash and cash equivalents decreased $8,591,000 in 2010 and ended the period at $57,849,000 in comparison to $66,441,000 at December 31, 2009.

Funds on hand and funds generated from future operations are expected to be sufficient to finance the operational and capital expenditure requirements of the Corporation. The Corporation also maintains short-term lines of credit and an overdraft facility in excess of the cash needs of its businesses. The total available at June 30, 2010 was approximately $9,000,000 (including £3,000,000 in the U.K. and €400,000 in Belgium).

Litigation and Environmental Matters

See Notes 12 and 13 to the condensed consolidated financial statements.

Critical Accounting Pronouncements

The Corporation's critical accounting policies, as summarized in its Annual Report on Form 10-K for the year ended December 31, 2009, remain unchanged.

Recently Issued Accounting Pronouncements

See Note 1 to the condensed consolidated financial statements.

Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of the Form 10-Q contain forward-looking statements that reflect the Corporation's current views with respect to future events and financial performance.

Forward-looking statements are identified by the use of the words "believes," "expects," "anticipates," "estimates," "projects," "forecasts" and other expressions that indicate future events and trends. Forward-looking statements speak only as of the date on which such statements are made, are not guarantees of future performance or expectations and involve risks and uncertainties. For the Corporation, these risks and uncertainties include, but are not limited to, those described under Item 1A, Risk Factors, of Part II of this Form 10-Q. In addition, there may be events in the future that the Corporation is not able to accurately predict or control which may cause actual results to differ materially from expectations expressed or implied by forward-looking statements. The Corporation undertakes no obligation to update any forward-looking statement whether as a result of new information, events or otherwise.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There were no material changes in the Corporation's exposure to market risk from December 31, 2009.

ITEM 4 – CONTROLS AND PROCEDURES

(a) Disclosure controls and procedures. An evaluation of the effectiveness of the Corporation's disclosure controls and procedures as of the end of the period covered by this report was carried out under the supervision, and with the participation, of management, including the principal executive officer and principal financial officer. Disclosure controls and procedures are defined under Securities and Exchange Commission ("SEC") rules as controls and other procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the required time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, the Corporation's management, including the principal executive officer and principal financial officer, has concluded that the Corporation's disclosure controls and procedures were effective as of June 30, 2010.

(c) Changes in internal control over financial reporting. There were no changes in the Corporation's internal control over financial reporting during the quarter ended June 30, 2010, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

PART II - OTHER INFORMATION

AMPCO-PITTSBURGH CORPORATION

Item 1 Legal Proceedings

The information contained in Note 12 to the condensed consolidated financial statements (Litigation) is incorporated herein by reference.

Item 1A Risk Factors

There are no material changes to the Risk Factors contained in Item 1A to Part I of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009.

Items 2-5 None

Item 6 Exhibits

(3) Articles of Incorporation and By-laws

(a) Articles of Incorporation

Incorporated by reference to the Quarterly Reports on Form 10-Q for the quarters ended March 31, 1983, March 31, 1984, March 31, 1985, March 31, 1987 and September 30, 1998.

(b) By-laws

Incorporated by reference to the Quarterly Reports on Form 10-Q for the quarters ended September 30, 1994, March 31, 1996, June 30, 2001 and June 30, 2004.

(10) Material Contracts

(a) 1988 Supplemental Executive Retirement Plan

Incorporated by reference to the Annual Report on Form 10-K for the year ended December 31, 2008.

(b) Severance Agreements between Ampco-Pittsburgh Corporation and certain officers and employees of Ampco-Pittsburgh Corporation

Incorporated by reference to the Annual Report on Form 10-K for the year ended December 31, 2008.

(c) 2008 Omnibus Incentive Plan

Incorporated by reference to the Proxy Statement dated March 6, 2008.

(d) Retirement and Consulting Agreement between Ampco-Pittsburgh Corporation and Ernest G. Siddons dated April 30, 2009.

Incorporated by reference to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.

(31.1)

Certification of the principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(31.2) Certification of the principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(32.1) Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(32.2) Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

AMPCO-PITTSBURGH CORPORATION

DATE: August 6, 2010	BY: s/Robert A. Paul Robert A. Paul Chairman and Chief Executive Officer
DATE: August 6, 2010	BY: s/Marliss D. Johnson Marliss D. Johnson Vice President, Controller and Treasurer

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AMPCO-PITTSBURGH CORPORATION

EXHIBIT INDEX

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