STANDARD MOTOR PRODUCTS INC
Form 10-Q
July 31, 2018

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

FORM 10-Q

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

For the quarterly period ended June 30, 2018

or

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

Commission file number: 1-4743

Standard Motor Products, Inc.
(Exact name of registrant as specified in its charter)

New York	11-1362020
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

37-18 Northern Blvd., Long Island City, N.Y.	11101
(Address of principal executive offices)	(Zip Code)

(718) 392-0200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes 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 (§232.405 of this chapter) 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 definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller reporting company
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 the close of business on July 27, 2018, there were 22,428,120 outstanding shares of the registrant's Common Stock, par value $2.00 per share.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

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PART I – FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share data)	Three Months Ended June 30, 2018 (Unaudited)	Three Months Ended June 30, 2017	Six Months Ended June 30, 2018 (Unaudited)	Six Months Ended June 30, 2017
Net sales	$286,636	$312,729	$548,462	$595,107
Cost of sales	205,347	222,063	394,584	420,331
Gross profit	81,289	90,666	153,878	174,776
Selling, general and administrative expenses	57,750	60,346	115,467	117,763
Restructuring and integration expenses	231	1,235	3,067	2,782
Other income, net	42	314	313	630
Operating income	23,350	29,399	35,657	54,861
Other non-operating income, net	480	1,010	449	1,890
Interest expense	1,251	722	1,883	1,190
Earnings from continuing operations before taxes	22,579	29,687	34,223	55,561
Provision for income taxes	5,752	11,426	8,799	20,933
Earnings from continuing operations	16,827	18,261	25,424	34,628
Loss from discontinued operations, net of income taxes	(882)	(497)	(1,490)	(1,130)
Net earnings	$15,945	$17,764	$23,934	$33,498
Per Share Data:				
Net earnings per common share – Basic:				
Earnings from continuing operations	$0.75	$0.80	$1.13	$1.52
Discontinued operations	(0.04)	(0.02)	(0.07)	(0.05)
Net earnings per common share – Basic	$0.71	$0.78	$1.06	$1.47
Net earnings per common share – Diluted:				
Earnings from continuing operations	$0.73	$0.78	$1.11	$1.48
Discontinued operations	(0.04)	(0.02)	(0.07)	(0.04)
Net earnings per common share – Diluted	$0.69	$0.76	$1.04	$1.44
Dividend declared per share	$0.21	$0.19	$0.42	$0.38
Average number of common shares	22,471,428	22,820,079	22,484,894	22,833,263
Average number of common shares and dilutive common shares	22,958,469	23,329,082	22,962,049	23,332,480

See accompanying notes to consolidated financial statements (unaudited).

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Unaudited)		(Unaudited)	
Net earnings	$ 15,945	$ 17,764	$ 23,934	$ 33,498
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(5,935)	2,733	(3,716)	5,456
Pension and postretirement plans:				
Amortization of:				
Unrecognized gain	(12)	(271)	(21)	(330)
Unrecognized actuarial gains	12	472	12	472
Income tax related to pension and postretirement plans	—	(81)	4	(57)
Pension and postretirement plans, net of tax	—	120	(5)	85
Total other comprehensive income (loss), net of tax	(5,935)	2,853	(3,721)	5,541
Comprehensive income	$ 10,010	$ 20,617	$ 20,213	$ 39,039

See accompanying notes to consolidated financial statements (unaudited).

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)	June 30, 2018 (Unaudited)	December 31, 2017
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 18,573	$ 17,323
Accounts receivable, less allowances for discounts and doubtful accounts of $5,533 and $4,967 for 2018 and 2017, respectively	173,861	140,057
Inventories	331,453	326,411
Unreturned customer inventories	18,246	—
Prepaid expenses and other current assets	16,458	12,300
Total current assets	558,591	496,091
Property, plant and equipment, net of accumulated depreciation of $186,603 and $191,081 for 2018 and 2017, respectively	91,277	89,103
Goodwill	67,360	67,413
Other intangibles, net	52,216	56,261
Deferred income taxes	31,842	32,420
Investments in unconsolidated affiliates	34,725	31,184
Other assets	15,934	15,095
Total assets	$ 851,945	$ 787,567
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$ 88,528	$ 57,000
Current portion of other debt	5,169	4,699
Accounts payable	94,988	77,990
Sundry payables and accrued expenses	29,391	40,012
Accrued customer returns	42,536	35,916
Accrued core liability	26,138	11,899
Accrued rebates	34,142	35,346
Payroll and commissions	20,861	23,035
Total current liabilities	341,753	285,897
Long-term debt	34	79
Other accrued liabilities	15,449	14,561
Accrued asbestos liabilities	32,339	33,376
Total liabilities	389,575	333,913
Commitments and contingencies		
Stockholders' equity:		
Common stock – par value $2.00 per share:		
Authorized – 30,000,000 shares; issued 23,936,036 shares	47,872	47,872
Capital in excess of par value	103,403	100,057
Retained earnings	370,461	357,153

Accumulated other comprehensive income	(7,830)	(4,109)
Treasury stock – at cost (1,490,526 shares and 1,424,025 shares in 2018 and 2017, respectively)	(51,536)	(47,319)
Total stockholders' equity	462,370	453,654
Total liabilities and stockholders' equity	$ 851,945	$ 787,567

See accompanying notes to consolidated financial statements (unaudited).

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Six Months Ended June 30, 2018	2017
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$23,934	$33,498
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	11,706	11,316
Amortization of deferred financing cost	172	172
Increase to allowance for doubtful accounts	93	1,230
Increase to inventory reserves	1,553	767
Amortization of deferred gain on sale of building	(218)	(524)
Equity income from joint ventures	(125)	(1,111)
Employee Stock Ownership Plan allocation	1,278	1,080
Stock-based compensation	3,896	4,005
Decrease in deferred income taxes	502	749
Loss on discontinued operations, net of tax	1,490	1,130
Change in assets and liabilities:		
Increase in accounts receivable	(34,524)	(53,069)
Increase in inventories	(6,650)	(27,048)
Increase in prepaid expenses and other current assets	(2,988)	(943)
Increase in accounts payable	15,684	17,475
Increase (decrease) in sundry payables and accrued expenses	(9,115)	5,663
Net change in other assets and liabilities	(2,502)	(1,225)
Net cash provided by (used in) operating activities	4,186	(6,835)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions of and investments in businesses	(8,572)	—
Capital expenditures	(11,325)	(8,843)
Other investing activities	16	2
Net cash used in investing activities	(19,881)	(8,841)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings under line-of-credit agreements	31,529	24,134
Net borrowings (payments) of other debt and capital lease obligations	758	(21)
Purchase of treasury stock	(7,640)	(5,176)
Increase in overdraft balances	1,990	1,488
Dividends paid	(9,437)	(8,674)
Net cash provided by financing activities	17,200	11,751
Effect of exchange rate changes on cash	(255)	518
Net increase (decrease) in cash and cash equivalents	1,250	(3,407)
CASH AND CASH EQUIVALENTS at beginning of period	17,323	19,796
CASH AND CASH EQUIVALENTS at end of period	$18,573	$16,389

Supplemental disclosure of cash flow information:

Cash paid during the period for:

Interest	$1,656	$956
Income taxes	$9,622	$19,499
Noncash investing activity:		
Accrual for additional investment in China joint venture	$1,373	$—

See accompanying notes to consolidated financial statements (unaudited).

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
Six Months Ended June 30, 2018
(Unaudited)

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
(In thousands)						
Balance at December 31, 2017	$ 47,872	$ 100,057	$ 357,153	$ (4,109)	$ (47,319)	$ 453,654
Cumulative effect adjustment (Note 2)	—	—	(1,189)	—	—	(1,189)
Net earnings	—	—	23,934	—	—	23,934
Other comprehensive income, net of tax	—	—	—	(3,721)	—	(3,721)
Cash dividends paid	—	—	(9,437)	—	—	(9,437)
Purchase of treasury stock	—	—	—	—	(7,324)	(7,324)
Stock-based compensation	—	2,581	—	—	1,315	3,896
Employee Stock Ownership Plan	—	765	—	—	1,792	2,557
Balance at June 30, 2018	$ 47,872	$ 103,403	$ 370,461	$ (7,830)	$ (51,536)	$ 462,370

See accompanying notes to consolidated financial statements (unaudited).

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Basis of Presentation

Standard Motor Products, Inc. and subsidiaries (referred to as the "Company," "we," "us," or "our") is engaged in the manufacture and distribution of replacement parts for motor vehicles in the automotive aftermarket industry with a complementary focus on heavy duty, industrial equipment and the original equipment service market.

The accompanying unaudited financial information should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017. The unaudited consolidated financial statements include our accounts and all domestic and international companies in which we have more than a 50% equity ownership, except in instances where the minority shareholder maintains substantive participating rights, in which case we follow the equity method of accounting. Investments in unconsolidated affiliates are accounted for on the equity method, as we do not have a controlling financial interest but have the ability to exercise significant influence. All significant inter-company items have been eliminated.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the interim periods are not necessarily indicative of the results of operations for the entire year.

Reclassification

Certain prior period amounts in the accompanying consolidated financial statements and related notes have been reclassified to conform to the 2018 presentation.

Note 2. Summary of Significant Accounting Policies

The preparation of consolidated annual and quarterly financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. We have made a number of estimates and assumptions in the preparation of these consolidated financial statements. We can give no assurance that actual results will not differ from those estimates. Some of the more significant estimates include allowances for doubtful accounts, realizability of inventory, goodwill and other intangible assets, depreciation and amortization of long-lived assets, product liability, other postretirement benefits, asbestos, environmental and litigation matters, the valuation of deferred tax assets and sales return allowances.

There have been no material changes to our critical accounting policies and estimates from the information provided in Note 1 of the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2017, except for changes made as a result of the adoption of the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers, described under the heading, "Recently Issued Accounting Pronouncements" below and in Note 3, "Net Sales."

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Recently Issued Accounting Pronouncements

Standards that were adopted

Revenue from Contracts with Customers

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers, ("ASU 2014-09") which replaces numerous requirements in U.S. generally accepted accounting principles, including industry-specific requirements, and provide companies with a single comprehensive revenue recognition model for recognizing revenue from contracts with customers. Under the new guidance, an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The two permitted transition methods under the new standard are (1) the full retrospective method, in which case the standard would be applied to each prior reporting period presented, with the cumulative effect of applying the standard recognized at the earliest period presented, or (2) the modified retrospective method, in which case the cumulative effect of applying the standard would be recognized at the date of initial application.

Effective January 1, 2018, we adopted the requirements of ASU 2014-09, Revenue from Contracts with Customers, using the modified retrospective method. We recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. We expect the impact of the adoption of the new standard to be immaterial to our net income on an ongoing basis.

The adoption of the new standard did not result in a material difference between the recognition of revenue under ASU 2014-09 and prior accounting standards. For the majority of our net sales, revenue continues to be recognized when products are shipped from our distribution facilities, or when received by our customers, depending upon the terms of the contract. Under the new revenue standard, (1) the return of cores from customers used in our manufacturing processes for air conditioning compressors, diesel injectors, and diesel pumps is estimated and recorded as unreturned customer inventories at the time of sale, and (2) overstock returns are recorded gross of expected recoveries. Adoption of the new standard resulted in the recording of unreturned customer inventories, and an increase in accrued core liabilities and accrued customer returns, with partially offsetting changes in net sales and cost of sales, and no material change to our net income on an ongoing basis.

The cumulative effect of the changes made to our consolidated balance sheet as of January 1, 2018 for the adoption of ASU 2014-09 is as follows (in thousands):

	Balance at December 31, 2017	Adjustments Due to Adoption of ASU 2014-09	Balance at January 1, 2018
Balance Sheet			
Unreturned customer inventories	$ —	$ 19,950	$ 19,950
Accrued customer returns	35,916	6,670	42,586
Accrued core liability	11,899	14,469	26,368
Retained earnings	357,153	(1,189)	355,964

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The adoption of ASU 2014-09 resulted in the following changes to our consolidated balance sheet as of June 30, 2018 and our consolidated statement of operations for the three months and six months ended June 30, 2018 (in thousands):

	As Reported	Balances Without Adoption of ASU 2014-09	Effect of Change
Balance Sheet			
Unreturned customer inventories	$ 18,246	$ —	$ 18,246
Prepaid expenses and other current assets	16,458	16,733	(275)
Accrued customer returns	42,536	36,184	6,352
Accrued core liability	26,138	14,123	12,015
Retained earnings	370,461	370,857	(396)

	Three Months Ended June 30, 2018			Six Months Ended June 30, 2018		
	As Reported	Balances Without Adoption of ASU 2014-09	Effect of Change	As Reported	Balances Without Adoption of ASU 2014-09	Effect of Change
Statement of Operations						
Net sales	$ 286,636	$ 286,531	$ 105	$ 548,462	$ 546,009	$ 2,453
Cost of sales	205,347	205,781	(434)	394,584	393,199	1,385
Earnings from continuing operations before taxes	22,579	22,040	539	34,223	33,155	1,068
Provision for income taxes	5,752	5,615	137	8,799	8,524	275
Net earnings	15,945	15,543	402	23,934	23,141	793

See Note 3 for further information regarding our adoption of ASU 2014-09.

The following table provides a brief description of the impact of additional recently adopted accounting pronouncements on our financial statements:

Standard	Description	Date of adoption	Effects on the financial statements or other significant matters
ASU 2016-15, Statement of Cash Flows	This standard is intended to reduce diversity in practice and to provide guidance as to how certain cash receipts and cash payments are presented and classified in the statement of cash flows.	January 1, 2018	The retrospective adoption of the new standard did not result in any changes in our reporting of cash receipts and cash payments in our consolidated statement of cash flows.
ASU 2017-07, Improving the Presentation of Net Periodic Pension	This standard requires employers that present operating income in their consolidated statement of operations to include only the service cost component of net periodic pension	January 1, 2018	The adoption of the new standard resulted in the reclassification of all components of net periodic pension cost and net periodic postretirement

Cost and Net Periodic Postretirement Benefit Cost	cost and net periodic postretirement benefit cost in operating expenses (together with other employee compensation costs). The other components of net benefit cost, including amortization of prior service cost/credit, and settlement and curtailment effects, are to be included in other non-operating income (expense). The new standard requires retrospective reclassification of the effects of the new standard on the statement of operations.	benefit cost, other than the service cost component, in our statement of operations from selling, general and administrated expenses, to other non-operating income (expense). We adopted the new standard retrospectively, and as such, all prior period amounts have been reclassified for comparative purposes.

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Standards that are not yet adopted as of June 30, 2018

Leases

In February 2016, the FASB issued ASU 2016-02, Leases, ("ASU 2016-02"), which outlines the need to recognize a right-of-use asset and a lease liability for virtually all leases (other than leases that meet the definition of a short-term lease). For income statement purposes, the FASB retained the dual model, requiring leases to be classified as either operating or financing. Operating leases will result in straight-line expense while finance leases will result in a front-loaded expense pattern. The new standard is effective for annual reporting periods beginning after December 15, 2018, which for us is January 1, 2019, and interim periods within those annual periods. The new standard will require that we recognize all of our leases, including our current operating leases, on the balance sheet. The new standard must be adopted utilizing a modified retrospective transition and provides for certain expedients.

To date, we have taken an inventory of all of our operating leases, which consists primarily of real estate, equipment and auto leases, started our review of key lease agreements including contract reviews for embedded leases, and are currently evaluating lease terms, lease payments and appropriate discount rates to use in calculating the right-of-use asset and lease liability. In addition, we are currently evaluating the transition package of practical expedients permitted within the new standard, which among other things, allows us to use hindsight to determine the reasonably certain lease term for existing leases, and allows for the adoption of the new standard at the effective date without adjusting the comparative prior periods presented. We will be continuously assessing the impact of the new standard and the impact on our systems, processes and controls through January 1, 2019, our planned adoption date.

The following table provides a brief description of additional recently issued accounting pronouncements that have not yet been adopted as of June 30, 2018, and that could have an impact on our financial statements:

Standard	Description	Date of adoption	Effects on the financial statements or other significant matters
ASU 2017-04, Simplifying the Test for Goodwill Impairment	This standard is intended to simplify the accounting for goodwill impairment. ASU 2017-04 removes Step 2 of the test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill.	January 1, 2020, with early adoption permitted	The new standard should be applied prospectively. We will consider the new standard when performing our annual impairment test and evaluate when we will adopt the new standard.
ASU 2016-13, Financial Instruments – Credit Losses	This standard creates a single model to measure impairment on financial assets, which includes trade account receivables. An estimate of expected credit losses on trade account receivables over their contractual life will be required to be recorded at inception, based on historical	January 1, 2020, with early adoption permitted	The new standard requires adoption through a cumulative-effect adjustment to retained earnings as of the effective date, without adjusting period periods. We do not anticipate that the adoption

information, current conditions, and reasonable and supportable forecasts.	of this standard will have a material impact on manner in which we estimate our allowance for doubtful accounts on trade accounts receivable, or on our consolidated financial statements.

Note 3. Net Sales

Significant Accounting Policy

We recognize revenues when our performance obligation has been satisfied and the control of products has been transferred to a customer which typically occurs upon shipment. Revenue is measured as the amount of consideration we expect to receive in exchange for the transfer of goods or providing services. Shipping and handling costs, as well as freight to customers, are included in distribution expenses as part of selling, general and administrative expenses.

Revenue Recognition

We derive our revenue primarily from sales of replacement parts for motor vehicles from both our Engine Management and Temperature Control Segments. The amount of consideration we receive and revenue we recognize depends on the marketing incentives, product warranty and overstock returns we offer to our customers. For certain of our sales of remanufactured products, we also charge our customers a deposit for the return of a used core component which we can use in our future remanufacturing activities. Such deposit is not recognized as revenue at the time of the sale but rather carried as a core liability. At the same time, we estimate the core expected to be returned from the customer and record the estimated return as unreturned customer inventory. The liability is extinguished when a core is actually returned to us, or at period end when we estimate and recognize revenue for the core deposits not expected to be returned. We estimate and record provisions for cash discounts, quantity rebates, sales returns and warranties in the period the sale is recorded, based upon our prior experience and current trends. Significant management judgments and estimates must be made and used in estimating sales returns and allowances relating to revenue recognized in any accounting period.

Product Warranty and Overstock Returns

Many of our products carry a warranty ranging from a 90-day limited warranty to a lifetime limited warranty, which generally covers defects in materials or workmanship and failure to meet industry published specifications and/or the result of installation error. In addition to warranty returns, we also permit our customers to return new, undamaged products to us within customer-specific limits (which are generally limited to a specified percentage of their annual purchases from us) in the event that they have overstocked their inventories. At the time products are sold, we accrue a liability for product warranties and overstock returns as a percentage of sales based upon estimates established using historical information on the nature, frequency and average cost of the claim and the probability of the customer return. At the same time, we record an estimate of anticipated customer returns as unreturned customer inventory. Revision to these estimates is made when necessary, based upon changes in these factors. We regularly study trends of such claims.

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Disaggregation of Net Sales

We disaggregate our net sales from contracts with customers by geographic area, major product group, and major sales channels for each of our segments, as we believe it best depicts how the nature, amount, timing and uncertainty of our net sales are affected by economic factors. The following tables provide disaggregation of net sales information for the three months and six months ended June 30, 2018 and 2017 (in thousands):

Three months ended June 30, 2018 (a)	Engine Management	Temperature Control	Other (c)	Total
Geographic Area:				
United States	$ 182,383	$ 74,267	$ —	$256,650
Canada	7,288	5,516	2,837	15,641
Mexico	4,447	173	—	4,620
Europe	2,406	147	—	2,553
Other foreign	6,905	267	—	7,172
Total	$ 203,429	$ 80,370	$ 2,837	$286,636
Major Product Group:				
Ignition, emissions and fuel system parts	$ 162,462	$ —	$ 1,191	$163,653
Wire and cable	40,967	—	158	41,125
Compressors	—	46,940	818	47,758
Other climate control parts	—	33,430	670	34,100
Total	$ 203,429	$ 80,370	$ 2,837	$286,636
Major Sales Channel:				
Aftermarket	$ 171,864	$ 70,679	$ 2,837	$245,380
OE/OES	25,801	9,296	—	35,097
Export	5,764	395	—	6,159
Total	$ 203,429	$ 80,370	$ 2,837	$286,636

Three months ended June 30, 2017 (a)(b)	Engine Management	Temperature Control	Other (c)	Total
Geographic Area:				
United States	$ 201,142	$ 80,874	$ —	$282,016
Canada	8,056	5,554	1,989	15,599
Mexico	5,056	208	—	5,264
Europe	3,151	320	—	3,471
Other foreign	5,944	435	—	6,379
Total	$ 223,349	$ 87,391	$ 1,989	$312,729
Major Product Group:				
Ignition, emissions and fuel system parts	$ 178,105	$ —	$ 840	$178,945
Wire and cable	45,244	—	150	45,394
Compressors	—	49,644	601	50,245
Other climate control parts	—	37,747	398	38,145
Total	$ 223,349	$ 87,391	$ 1,989	$312,729
Major Sales Channel:				
Aftermarket	$ 191,846	$ 76,799	$ 1,989	$270,634
OE/OES	26,168	9,810	—	35,978

Export	5,335	782	—	6,117
Total	$ 223,349	$ 87,391	$ 1,989	$312,729

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Six months ended June 30, 2018 (a)	Engine Management	Temperature Control	Other (c)	Total
Geographic Area:				
United States	$ 356,967	$ 129,838	$ —	$486,805
Canada	15,092	9,448	4,944	29,484
Mexico	12,669	385	—	13,054
Europe	5,886	311	—	6,197
Other foreign	12,303	619	—	12,922
Total	$ 402,917	$ 140,601	$ 4,944	$548,462
Major Product Group:				
Ignition, emissions and fuel system parts	$ 323,539	$ —	$ 2,853	$326,392
Wire and cable	79,378	—	349	79,727
Compressors	—	76,838	762	77,600
Other climate control parts	—	63,763	980	64,743
Total	$ 402,917	$ 140,601	$ 4,944	$548,462
Major Sales Channel:				
Aftermarket	$ 341,174	$ 122,309	$ 4,944	$468,427
OE/OES	50,857	17,397	—	68,254
Export	10,886	895	—	11,781
Total	$ 402,917	$ 140,601	$ 4,944	$548,462

Six months ended June 30, 2017 (a)(b)	Engine Management	Temperature Control	Other (c)	Total
Geographic Area:				
United States	$ 387,044	$ 145,913	$ —	$532,957
Canada	17,823	9,910	2,763	30,496
Mexico	12,087	432	—	12,519
Europe	6,965	524	—	7,489
Other foreign	10,744	902	—	11,646
Total	$ 434,663	$ 157,681	$ 2,763	$595,107
Major Product Group:				
Ignition, emissions and fuel system parts	$ 343,258	$ —	$ 1,564	$344,822
Wire and cable	91,405	—	376	91,781
Compressors	—	87,545	299	87,844
Other climate control parts	—	70,136	524	70,660
Total	$ 434,663	$ 157,681	$ 2,763	$595,107
Major Sales Channel:				
Aftermarket	$ 371,611	$ 138,598	$ 2,763	$512,972
OE/OES	52,672	17,799	—	70,471
Export	10,380	1,284	—	11,664
Total	$ 434,663	$ 157,681	$ 2,763	$595,107

(a) Segment net sales include intersegment sales in our Engine Management and Temperature Control segments.

(b) Amounts have not been restated and are reported under accounting standards in effect in the period presented as we adopted ASU 2014-09, Revenue from Contracts with Customers, using the modified retrospective method.

(c) Other consists of the elimination of intersegment sales from our Engine Management and Temperature Control segments as well as sales from our Canadian business unit that does not meet the criteria of a reportable operating segment.

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Geographic Area

We sell our line of products primarily in the United States, with additional sales in Canada, Mexico, Europe, Asia and Latin America. Sales are attributed to countries based upon the location of the customer. Our sales are substantially denominated in U.S. dollars.

Major Product Group

The Engine Management segment of the Company principally generates revenue from the sale of automotive engine replacement parts including ignition, emission and fuel system parts, and wire and cable parts. The Temperature Control segment of the Company principally generates revenue from the sale of automotive temperature control systems replacement parts including air conditioning compressors and other climate control parts.

Major Sales Channel

In the aftermarket channel, we sell our products to warehouse distributors and retailers. Our customers buy directly from us and sell directly to jobber stores, professional technicians and to "do-it-yourselfers" who perform automotive repairs on their personal vehicles. In the Original Equipment ("OE") and Original Equipment Service ("OES") channel, we sell our products to original equipment manufacturers who redistribute our products within their distribution network, independent dealerships and service dealer technicians. Lastly, in the Export channel, our domestic entities sell to customers outside the United States.

Note 4. Business Acquisitions and Investments

2018 Increase in Equity Investment

Foshan GWO YNG SMP Vehicle Climate Control & Cooling Products Co. Ltd.

In April 2014, we formed a 50/50 joint venture with Gwo Yng Enterprise Co., Ltd. ("Gwo Yng"), a China-based manufacturer of air conditioner accumulators, filter driers, hose assemblies and switches for the automotive aftermarket and OEM/OES markets. We acquired our 50% interest in the joint venture for approximately $14 million. We determined, at that time, that due to a lack of a voting majority and other qualitative factors, we do not control the operations of the joint venture and accordingly, our investment in the joint venture was accounted for under the equity method of accounting.

In March 2018, we acquired an additional 15% equity interest in the joint venture for RMB 26,475,583 (approximately $4.2 million), thereby increasing our equity interest in the joint venture to 65%. Payment for our additional 15% investment will be made in six cash installments, with $2.8 million paid through June 30, 2018 and the balance paid on various dates through the end of 2018. Although we have increased our equity interest in the joint venture to 65%, the minority shareholder will maintain participating rights that will allow it to participate in certain significant financial and operating decisions that occur in the ordinary course of business. As a result of the existence of these substantive participating rights of the minority shareholder, we will continue to account for our investment in the joint venture under the equity method of accounting.

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

2017 Equity Investment

Foshan FGD SMP Automotive Compressor Co., Ltd.

In November 2017, we formed a 50/50 joint venture with Foshan Guangdong Automotive Air Conditioning Co., Ltd. ("FGD"), a China-based manufacturer of air conditioning compressors for the automotive aftermarket and the Chinese OE market. We acquired our 50% interest in the joint venture for approximately $12.5 million. Payment for our acquired interest in the joint venture was made in installments with approximately $6.8 million paid in 2017 and the balance of approximately $5.7 million paid in January 2018. We determined that due to a lack of a voting majority, and other qualitative factors, we do not control the operations of the joint venture and accordingly, our investment in the joint venture is accounted for under the equity method of accounting.

Note 5. Restructuring and Integration Expenses

The aggregated liabilities included in "sundry payables and accrued expenses" and "other accrued liabilities" in the consolidated balance sheet relating to the restructuring and integration activities as of December 31, 2017 and June 30, 2018 and activity for the six months ended June 30, 2018 consisted of the following (in thousands):

	Workforce Reduction	Other Exit Costs	Total
Exit activity liability at December 31, 2017	$ 2,854	$ —	$ 2,854
Restructuring and integration costs:			
Amounts provided for during 2018	50	3,017	3,067
Non-cash usage, including asset write-downs	—	(181)	(181)
Cash payments	(1,748)	(2,836)	(4,584)
Foreign currency exchange rate changes	26	—	26
Exit activity liability at June 30, 2018	$ 1,182	$ —	$ 1,182

Restructuring Costs

Plant Rationalization Program

In February 2016, in connection with our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement a plant rationalization initiative. As part of the plant rationalization, all our Grapevine, Texas production activities have been relocated to facilities in Greenville, South Carolina and Reynosa, Mexico, and certain production activities were relocated from our Greenville, South Carolina manufacturing facility to our manufacturing facility in Bialystok, Poland. In addition, certain service functions were relocated from Grapevine, Texas to our administrative offices in Lewisville, Texas and our Grapevine, Texas facility was closed. As of June 30, 2018, the plant rationalization program is substantially completed. Cash payments made during the first six months of 2018 consisted primarily of severance payments to employees.

Activity, by segment, for the six months ended June 30, 2018 related to our plant rationalization program consisted of the following (in thousands):

	Engine Management	Temperature Control	Other	Total

Exit activity liability at December 31, 2017	$ —	$ 1,476	$ —	$1,476
Restructuring and integration costs:				
Amounts provided for during 2018	—	204	—	204
Cash payments	—	(1,204)	—	(1,204)
Exit activity liability at June 30, 2018	$ —	$ 476	$ —	$476

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Orlando Plant Rationalization Program

In January 2017, to further our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement a plant rationalization initiative at our Orlando, Florida facility. As part of the Orlando plant rationalization, all of our Orlando, Florida production activities have been relocated to our Independence, Kansas manufacturing facility. In addition, certain production activities were relocated from our Independence, Kansas manufacturing facility to our Reynosa, Mexico manufacturing facility and our Orlando, Florida facility was closed. As of June 30, 2018, the Orlando plant rationalization program is substantially completed. The remaining aggregate liability related to the program as of June 30, 2018 consists of future cash severance payments to be made to former employees.

Activity, by segment, for the six months ended June 30, 2018 related to our Orlando plant rationalization program consisted of the following (in thousands):

	Engine Management	Temperature Control	Other	Total
Exit activity liability at December 31, 2017	$ 986	$ —	$ —	$986
Restructuring and integration costs:				
Amounts provided for during 2018	1,471	—	—	1,471
Non-cash usage, including asset write-downs	(12)	—	—	(12)
Cash payments	(1,739)	—	—	(1,739)
Exit activity liability at June 30, 2018	$ 706	$ —	$ —	$706

Integration Costs

Wire and Cable Relocation

In connection with our acquisition of the North American automotive ignition wire business of General Cable Corporation in May 2016, we incurred certain integration expenses, including costs incurred in connection with the consolidation of the General Cable Corporation Altoona, Pennsylvania wire distribution center into our existing wire distribution center in Edwardsville, Kansas and the relocation of certain machinery and equipment. In October 2016, we further announced our plan to relocate all production from the acquired Nogales, Mexico wire set assembly operation to our existing wire assembly facility in Reynosa, Mexico and to close the Nogales, Mexico plant. As of June 30, 2018, the wire and cable relocation program is substantially completed. All of our Nogales, Mexico production activities have been relocated to our Reynosa, Mexico assembly facility and our Nogales, Mexico plant was closed.

Activity, by segment, for the six months ended June 30, 2018 related to our wire and cable relocation program consisted of the following (in thousands):

	Engine Management	Temperature Control	Other	Total
Exit activity liability at December 31, 2017	$ 392	$ —	$ —	$392
Restructuring and integration costs:				
Amounts provided for during 2018	1,392	—	—	1,392
Non-cash usage, including asset write-downs	(169)	—	—	(169)

Cash payments	(1,641)	—	—	(1,641)
Foreign currency exchange rate changes	26	—	—	26
Exit activity liability at June 30, 2018	$ —	$ —	$ —	$—

Note 6. Sale of Receivables

From time to time, we sell undivided interests in certain of our receivables to financial institutions. We enter these agreements at our discretion when we determine that the cost of factoring is less than the cost of servicing our receivables with existing debt. Under the terms of the agreements, we retain no rights or interest, have no obligations with respect to the sold receivables, and do not service the receivables after the sale. As such, these transactions are being accounted for as a sale.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Pursuant to these agreements, we sold $184.1 million and $341.6 million of receivables during the three months and six months ended June 30, 2018, respectively, and $224.3 million and $404.1 million for the comparable periods in 2017. A charge in the amount of $6.3 million and $11.7 million related to the sale of receivables is included in selling, general and administrative expense in our consolidated statements of operations for the three months and six months ended June 30, 2018, respectively, and $6.4 million and $11.6 million for the comparable periods in 2017. If we do not enter into these arrangements or if any of the financial institutions with which we enter into these arrangements were to experience financial difficulties or otherwise terminate these arrangements, our financial condition, results of operations and cash flows could be materially and adversely affected by delays or failures to collect future trade accounts receivable.

Note 7. Inventories

Inventories, which are stated at the lower of cost (determined by means of the first-in, first-out method) or market, consist of the following:

	June 30, 2018	December 31, 2017
	(In thousands)	
Finished goods	$218,000	$ 209,800
Work in process	9,029	7,536
Raw materials	104,424	109,075
Subtotal	331,453	326,411
Unreturned customer inventories (1)	18,246	—
Total inventories	$349,699	$ 326,411

(1) The adoption of ASU 2014-09 using the modified retrospective method resulted in the recording of unreturned customer inventories commencing on January 1, 2018, see Note 2, "Summary of Significant Accounting Policies" for additional information.

Note 8. Acquired Intangible Assets

Acquired identifiable intangible assets consist of the following:

	June 30, 2018	December 31, 2017
	(In thousands)	
Customer relationships	$87,226	$ 87,290
Trademarks and trade names	6,800	6,800
Non-compete agreements	3,192	3,193
Patents	723	723
Supply agreements	800	800
Leaseholds	160	160
Total acquired intangible assets	98,901	98,966
Less accumulated amortization (1)	(47,668)	(43,853)
Net acquired intangible assets	$51,233	$ 55,113

(1) Applies to all intangible assets, except for trademarks and trade names totaling $5.2 million, which have indefinite useful lives and, as such, are not being amortized.

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Total amortization expense for acquired intangible assets was $1.9 million and $3.8 million for the three months and six months ended June 30, 2018, respectively, and $2.1 million and $4.2 million for the comparable periods in 2017. Based on the current estimated useful lives assigned to our acquired intangible assets, amortization expense is estimated to be $3.7 million for the remainder of 2018, $6.3 million in 2019, $5.9 million in 2020, $4.6 million in 2021 and $25.5 million in the aggregate for the years 2022 through 2031.

Note 9. Credit Facilities and Long-Term Debt

Total debt outstanding is summarized as follows:

	June 30, 2018	December 31, 2017
	(In thousands)	
Revolving credit facilities	$88,528	$ 57,000
Other (1)	5,203	4,778
Total debt	$93,731	$ 61,778
Current maturities of debt	$93,697	$ 61,699
Long-term debt	34	79
Total debt	$93,731	$ 61,778

(1) Other includes borrowings under our Polish overdraft facility of Zloty 19.1 million (approximately $5.1 million).

Revolving Credit Facility

In October 2015, we entered into a Credit Agreement with JPMorgan Chase Bank, N.A., as agent, and a syndicate of lenders for a senior secured revolving credit facility with a line of credit of up to $250 million (with an additional $50 million accordion feature) and a maturity date in October 2020. The line of credit under the agreement also allows for a $10 million line of credit to Canada as part of the $250 million available for borrowing. Direct borrowings under the credit agreement bear interest at LIBOR plus a margin ranging from 1.25% to 1.75% based on our borrowing availability, or floating at the alternate base rate plus a margin ranging from 0.25% to 0.75% based on our borrowing availability, at our option. The credit agreement is guaranteed by certain of our subsidiaries and secured by certain of our assets.

Borrowings under the credit agreement are secured by substantially all of our assets, including accounts receivable, inventory and certain fixed assets, and those of certain of our subsidiaries. Availability under the credit agreement is based on a formula of eligible accounts receivable, eligible inventory, eligible equipment and eligible fixed assets. After taking into account outstanding borrowings under the credit agreement, there was an additional $158.3 million available for us to borrow pursuant to the formula at June 30, 2018. Outstanding borrowings under the credit agreements, which are classified as current liabilities, were $88.5 million and $57 million at June 30, 2018 and December 31, 2017, respectively. Borrowings under the restated credit agreement have been classified as current liabilities based upon the accounting rules and certain provisions in the agreement.

At June 30, 2018, the weighted average interest rate on our credit agreement was 3.5%, which consisted of $80 million in direct borrowings at 3.3% and an alternative base rate loan of $8.5 million at 5.3%. At December 31, 2017, the weighted average interest rate on our credit agreement was 2.7%, which consisted of $57 million in direct

borrowings. During the six months ended June 30, 2018, our average daily alternative base rate loan balance was $1.9 million, compared to a balance of $5.2 million for the six months ended June 30, 2017, and a balance of $3.8 million for the year ended December 31, 2017.

At any time that our borrowing availability is less than the greater of either (a) $25 million, or 10% of the commitments if fixed assets are not included in the borrowing base, or (b) $31.25 million, or 12.5% of the commitments if fixed assets are included in the borrowing base, the terms of the credit agreement provide for, among other provisions, a financial covenant requiring us, on a consolidated basis, to maintain a fixed charge coverage ratio of 1:1 at the end of each fiscal quarter (rolling four quarters). As of June 30, 2018, we were not subject to these covenants. The credit agreement permits us to pay cash dividends of $20 million and make stock repurchases of $20 million in any fiscal year subject to a minimum availability of $25 million. Provided specific conditions are met, the credit agreement also permits acquisitions, permissible debt financing, capital expenditures, and cash dividend payments and stock repurchases of greater than $20 million.

Polish Overdraft Facility

In December 2017, our Polish subsidiary, SMP Poland sp.z.o.o., entered into an overdraft facility with HSBC Bank Polska S.A. (“HSBC Poland”) for Zloty 30 million (approximately $8 million). The facility expires in December 2018. Borrowings under the overdraft facility will bear interest at a rate equal to WIBOR + 0.75% and are guaranteed by Standard Motor Products, Inc., the ultimate parent company. At June 30, 2018, borrowings under the overdraft facility were Zloty 19.1 million (approximately $5.1 million).

Deferred Financing Costs

We had deferred financing costs of $0.8 million and $1 million as of June 30, 2018 and December 31, 2017, respectively. Deferred financing costs are related to our revolving credit facility. Deferred financing costs as of June 30, 2018 are being amortized in the amounts of $0.2 million for the remainder of 2018, $0.3 million in 2019 and $0.3 million in 2020.

Note 10. Accumulated Other Comprehensive Income

Changes in Accumulated Other Comprehensive Income by Component (in thousands)

	Three Months Ended June 30, 2018		
	Foreign Currency Translation Adjustments	Unrecognized Postretirement Benefit Costs (Credit)	Total
Balance at March 31, 2018	$ (2,006)	$ 111	$ (1,895)
Other comprehensive income before reclassifications	(5,935)	7	(5,928)
Amounts reclassified from accumulated other comprehensive income	—	(7)	(7)
Other comprehensive income, net	(5,935)	—	(5,935)
Balance at June 30, 2018	$ (7,941)	$ 111	$ (7,830)

	Six Months Ended June 30, 2018		
	Foreign Currency Translation Adjustments	Unrecognized Postretirement Benefit Costs (Credit)	Total
Balance at December 31, 2017	$ (4,225)	$ 116	$ (4,109)
Other comprehensive income before reclassifications	(3,716)	7	(3,709)
Amounts reclassified from accumulated other comprehensive income	—	(12)	(12)
Other comprehensive income, net	(3,716)	(5)	(3,721)
Balance at June 30, 2018	$ (7,941)	$ 111	$ (7,830)

Reclassifications Out of Accumulated Other Comprehensive Income (in thousands)

Details About Accumulated Other Comprehensive Income Components	Three Months Ended June 30, 2018	Six Months Ended June 30, 2018
Amortization of postretirement benefit plans:		
Prior service benefit (1)	$ —	$ —
Unrecognized gain (1)	(12)	(21)
Total before income tax	(12)	(21)
Income tax expense	5	9
Total reclassifications for the period	$ (7)	$ (12)

(1) These accumulated other comprehensive income components are included in the computation of net periodic postretirement benefit costs, which are included in other non-operating income, net in our consolidated statements of operations (see Note 12 for additional details).

Note 11. Stock-Based Compensation Plans

We account for our stock-based compensation plans in accordance with the provisions of FASB ASC 718, Stock Compensation, which requires that a company measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost is recognized in the consolidated statement of operations over the period during which an employee is required to provide service in exchange for the award.

Restricted and Performance Stock Grants

As part of the 2016 Omnibus Incentive Plan, we currently grant shares of restricted stock to eligible employees and our independent directors and performance-based stock to eligible employees. Selected executives and other key personnel are granted performance awards whose vesting is contingent upon meeting various performance measures with a retention feature. Performance-based shares are subject to a three-year measuring period and the achievement of performance targets and, depending upon the achievement of such performance targets, they may become vested on the third anniversary of the date of grant. Each period we evaluate the probability of achieving the applicable targets, and we adjust our accrual accordingly. Restricted shares granted to employees become fully vested upon the third anniversary of the date of grant; and for selected key executives, certain additional restricted share grants vest 25% upon the attainment of age 60, 25% upon the attainment of age 63 and become fully vested upon the attainment of age 65. Restricted shares granted to directors become fully vested upon the first anniversary of the date of grant.

Commencing with the 2015 grants, restricted and performance shares issued to certain key executives and directors are subject to a one or two year holding period upon the lapse of the three year vesting period. Forfeitures on restricted stock grants are estimated at 5% for employees and 0% for executives and directors, respectively, based on our evaluation of historical and expected future turnover.

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Our restricted and performance-based share activity was as follows for the six months ended June 30, 2018:

	Shares	Weighted Average Grant Date Fair Value Per Share
Balance at December 31, 2017	853,958	$ 33.25
Granted	9,129	37.53
Vested	(25,845)	35.38
Forfeited	(3,950)	42.82
Balance at June 30, 2018	833,292	$ 33.18

We recorded compensation expense related to restricted shares and performance-based shares of $3.3 million ($2.5 million, net of tax) and $3.5 million ($2.2 million, net of tax) for the six months ended June 30, 2018 and 2017, respectively. The unamortized compensation expense related to our restricted and performance-based shares was $12.8 million at June 30, 2018, and is expected to be recognized as they vest over a weighted average period of 4.2 years and 0.8 years for employees and directors, respectively.

Note 12. Employee Benefits

We provided, and continue to provide, certain medical and dental care benefits to eligible retired U.S. and Canadian employees. Under the U.S. plan, for non-union employees, a Health Reimbursement Account ("HRA") was established beginning January 1, 2009 for each qualified U.S. retiree. Annually, and through the year ended December 31, 2016, a fixed amount was credited into the HRA to cover both medical and dental costs for all current and future eligible retirees. Under the Canadian plan, retiree medical and dental benefits were funded using insurance contracts. Premiums under the insurance contracts were funded on a pay-as-you-go basis. The postretirement medical plans to substantially all eligible U.S. and Canadian employees terminated on December 31, 2016. For U.S. plan participants, balances in the HRA accounts upon termination of the plan at December 31, 2016 will remain available for use until December 31, 2018. Any remaining balance at December 31, 2018 will be forfeited. Postretirement medical and dental benefits to eligible employees will continue to be provided to the 20 former union employees in the U.S.

The components of net periodic benefit cost for our postretirement benefit plans for the three months and six months ended June 30, 2018 and 2017 were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
Postretirement benefits	2018	2017 (1)	2018	2017 (1)
Service cost	$ —	$ —	$ —	$ —
Interest cost	1	2	3	4
Amortization of prior service cost	—	—	—	—
Actuarial net gain	(12)	(271)	(21)	(330)
Net periodic benefit cost (credit)	$ (11)	$ (269)	$ (18)	$ (326)

(1) Net periodic benefit cost (credit) has been reclassified from selling, general and administrative expenses to other non-operating income (expense), net on our consolidated statement of operations upon adoption of ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost, see Note 2, "Summary of Significant Accounting Policies" for additional information.

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We maintain a defined contribution Supplemental Executive Retirement Plan for key employees. Under the plan, these employees may elect to defer a portion of their compensation and, in addition, we may at our discretion make contributions to the plan on behalf of the employees. In March 2018, we made company contributions to the plan of $0.6 million related to calendar year 2017.

We also have an Employee Stock Ownership Plan and Trust for employees who are not covered by a collective bargaining agreement. In connection therewith, we maintain an employee benefits trust to which we contribute shares of treasury stock. We are authorized to instruct the trustees to distribute such shares toward the satisfaction of our future obligations under the plan. The shares held in trust are not considered outstanding for purposes of calculating earnings per share until they are committed to be released. The trustees will vote the shares in accordance with their fiduciary duties. During the six months ended June 30, 2018, we contributed to the trust an additional 53,300 shares from our treasury and released 53,300 shares from the trust leaving 200 shares remaining in the trust as of June 30, 2018.

Note 13. Fair Value Measurements

The carrying value of our financial instruments consisting of cash and cash equivalents, deferred compensation, and short term borrowings approximate their fair value. In each instance, fair value is determined after considering Level 1 inputs under the three-level fair value hierarchy. For fair value purposes, the carrying value of cash and cash equivalents approximates fair value due to the short maturity of those investments. The fair value of the assets held by the deferred compensation plan are based on the quoted market prices of the underlying funds which are held in registered investment companies. The carrying value of our revolving credit facilities, classified as short term borrowings, equals fair market value because the interest rate reflects current market rates.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Note 14. Earnings Per Share

The following are reconciliations of the earnings available to common stockholders and the shares used in calculating basic and dilutive net earnings per common share (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Basic Net Earnings Per Common Share:				
Earnings from continuing operations	$ 16,827	$ 18,261	$ 25,424	$ 34,628
Loss from discontinued operations	(882)	(497)	(1,490)	(1,130)
Net earnings available to common stockholders	$ 15,945	$ 17,764	$ 23,934	$ 33,498
Weighted average common shares outstanding	22,471	22,820	22,485	22,833
Earnings from continuing operations per common share	$ 0.75	$ 0.80	$ 1.13	$ 1.52
Loss from discontinued operations per common share	(0.04)	(0.02)	(0.07)	(0.05)
Basic net earnings per common share	$ 0.71	$ 0.78	$ 1.06	$ 1.47
Diluted Net Earnings Per Common Share:				
Earnings from continuing operations	$ 16,827	$ 18,261	$ 25,424	$ 34,628
Loss from discontinued operations	(882)	(497)	(1,490)	(1,130)
Net earnings available to common stockholders	$ 15,945	$ 17,764	$ 23,934	$ 33,498
Weighted average common shares outstanding	22,471	22,820	22,485	22,833
Plus incremental shares from assumed conversions:				
Dilutive effect of restricted stock and performance-based stock	487	509	477	499
Weighted average common shares outstanding – Diluted	22,958	23,329	22,962	23,332
Earnings from continuing operations per common share	$ 0.73	$ 0.78	$ 1.11	$ 1.48
Loss from discontinued operations per common share	(0.04)	(0.02)	(0.07)	(0.04)
Diluted net earnings per common share	$ 0.69	$ 0.76	$ 1.04	$ 1.44

The shares listed below were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive for the periods presented or because they were excluded under the treasury method (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Restricted and performance-based shares	251	228	265	240

Note 15. Industry Segments

We have two major reportable operating segments, each of which focuses on a specific line of replacement parts. Our Engine Management Segment manufactures and remanufactures ignition and emission parts, ignition wires, battery

cables, fuel system parts and sensors for vehicle systems. Our Temperature Control Segment manufactures and remanufactures air conditioning compressors, air conditioning and heating parts, engine cooling system parts, power window accessories and windshield washer system parts.

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The following tables show our net sales, intersegment revenue and operating income by our operating segments (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net Sales (a)				
Engine Management	$203,429	$223,349	$402,917	$434,663
Temperature Control	80,370	87,391	140,601	157,681
All Other	2,837	1,989	4,944	2,763
Consolidated	$286,636	$312,729	$548,462	$595,107
Intersegment Revenue (a)				
Engine Management	$4,981	$5,831	$10,972	$13,143
Temperature Control	2,140	2,095	3,820	4,124
All Other	(7,121)	(7,926)	(14,792)	(17,267)
Consolidated	$—	$—	$—	$—
Operating Income				
Engine Management	$23,138	$26,489	$40,514	$53,774
Temperature Control	4,882	8,262	5,713	12,229
All Other	(4,670)	(5,352)	(10,570)	(11,142)
Consolidated	$23,350	$29,399	$35,657	$54,861

a) Segment net sales include intersegment sales in our Engine Management and Temperature Control segments.

For the disaggregation of our net sales from contracts with customers by geographic area, major product group and major sales channels for each of our segments, see Note 3, "Net Sales."

Note 16. Commitments and Contingencies

Asbestos

In 1986, we acquired a brake business, which we subsequently sold in March 1998 and which is accounted for as a discontinued operation. When we originally acquired this brake business, we assumed future liabilities relating to any alleged exposure to asbestos-containing products manufactured by the seller of the acquired brake business. In accordance with the related purchase agreement, we agreed to assume the liabilities for all new claims filed on or after September 2001. Our ultimate exposure will depend upon the number of claims filed against us on or after September 2001 and the amounts paid for indemnity and defense thereof. At June 30, 2018, approximately 1,550 cases were outstanding for which we may be responsible for any related liabilities. Since inception in September 2001 through June 30, 2018, the amounts paid for settled claims are approximately $24.8 million.

In evaluating our potential asbestos-related liability, we have considered various factors including, among other things, an actuarial study of the asbestos related liabilities performed by an independent actuarial firm, our settlement amounts and whether there are any co-defendants, the jurisdiction in which lawsuits are filed, and the status and results of settlement discussions. As is our accounting policy, we consider the advice of actuarial consultants with

experience in assessing asbestos-related liabilities to estimate our potential claim liability. The methodology used to project asbestos-related liabilities and costs in our actuarial study considered: (1) historical data available from publicly available studies; (2) an analysis of our recent claims history to estimate likely filing rates into the future; (3) an analysis of our currently pending claims; and (4) an analysis of our settlements to date in order to develop average settlement values.

The most recent actuarial study was performed as of August 31, 2017. The updated study has estimated an undiscounted liability for settlement payments, excluding legal costs and any potential recovery from insurance carriers, ranging from $35.2 million to $54 million for the period through 2060. The change from the prior year study was a $4.2 million increase for the low end of the range and a $6.3 million increase for the high end of the range. The increase in the estimated undiscounted liability from the prior year study at both the low end and high end of the range reflects our actual experience over the prior twelve months, our historical data and certain assumptions with respect to events that may occur in the future. Based on the information contained in the actuarial study and all other available information considered by us, we have concluded that no amount within the range of settlement payments was more likely than any other and, therefore, in assessing our asbestos liability we compare the low end of the range to our recorded liability to determine if an adjustment is required. Based upon the results of the August 31, 2017 actuarial study, in September 2017 we increased our asbestos liability to $35.2 million, the low end of the range, and recorded an incremental pre-tax provision of $6 million in earnings (loss) from discontinued operations in the accompanying statement of operations. Future legal costs, which are expensed as incurred and reported in loss from discontinued operations in the accompanying statement of operations, are estimated, according to the updated study, to range from $44.3 million to $79.6 million for the period through 2060.

We plan to perform an annual actuarial evaluation during the third quarter of each year for the foreseeable future. Given the uncertainties associated with projecting such matters into the future and other factors outside our control, we can give no assurance that additional provisions will not be required. We will continue to monitor the circumstances surrounding these potential liabilities in determining whether additional provisions may be necessary. At the present time, however, we do not believe that any additional provisions would be reasonably likely to have a material adverse effect on our liquidity or consolidated financial position.

Other Litigation

We are currently involved in various other legal claims and legal proceedings (some of which may involve substantial amounts), including claims related to commercial disputes, product liability, employment, and environmental. Although these legal claims and legal proceedings are subject to inherent uncertainties, based on our understanding and evaluation of the relevant facts and circumstances, we believe that the ultimate outcome of these matters will not, either individually or in the aggregate, have a material adverse effect on our business, financial condition or results of operations. We may at any time determine that settling any of these matters is in our best interests, which settlement may include substantial payments. Although we cannot currently predict the specific amount of any liability that may ultimately arise with respect to any of these matters, we will record provisions when the liability is considered probable and reasonably estimable. Significant judgment is required in both the determination of probability and the determination as to whether an exposure can be reasonably estimated. As additional information becomes available, we reassess our potential liability related to these matters. Such revisions of the potential liabilities could have a material adverse effect on our business, financial condition or results of operations.

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STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Warranties

We generally warrant our products against certain manufacturing and other defects. These product warranties are provided for specific periods of time of the product depending on the nature of the product. As of June 30, 2018 and 2017, we have accrued $21.7 million and $24.5 million, respectively, for estimated product warranty claims included in accrued customer returns. The accrued product warranty costs are based primarily on historical experience of actual warranty claims.

The following table provides the changes in our product warranties (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Balance, beginning of period	$20,560	$25,609	$20,929	$24,072
Liabilities accrued for current year sales	23,136	25,693	44,378	51,423
Settlements of warranty claims	(21,991)	(26,774)	(43,602)	(50,967)
Balance, end of period	$21,705	$24,528	$21,705	$24,528

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements in this Report are indicated by words such as "anticipates," "expects," "believes," "intends," "plans," "estimates," "projects," "strategies" and similar expressi These statements represent our expectations based on current information and assumptions and are inherently subject to risks and uncertainties. Our actual results could differ materially from those which are anticipated or projected as a result of certain risks and uncertainties, including, but not limited to, changes in business relationships with our major customers and in the timing, size and continuation of our customers' programs; changes in our receivables factoring arrangements, such as changes in terms, termination of contracts and/or the impact of rising interest rates; the ability of our customers to achieve their projected sales; competitive product and pricing pressures; increases in production or material costs that cannot be recouped in product pricing; the performance of the aftermarket, heavy duty, industrial equipment and original equipment markets; changes in the product mix and distribution channel mix; economic and market conditions; successful integration of acquired businesses; our ability to achieve benefits from our cost savings initiatives; product liability and environmental matters (including, without limitation, those related to asbestos-related contingent liabilities and remediation costs at certain properties); as well as other risks and uncertainties, such as those described under Risk Factors, Quantitative and Qualitative Disclosures About Market Risk and those detailed herein and from time to time in the filings of the Company with the SEC. Forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. In addition, historical information should not be considered as an indicator of future performance. The following discussion should be read in conjunction with the unaudited consolidated financial statements, including the notes thereto, included elsewhere in this Report.

Business Overview

We are a leading independent manufacturer and distributor of replacement parts for motor vehicles in the automotive aftermarket industry with a complementary focus on heavy duty, industrial equipment and the original equipment market. We are organized into two major operating segments, each of which focuses on specific lines of replacement parts. Our Engine Management Segment manufactures and remanufactures ignition and emission parts, ignition wires, battery cables, fuel system parts and sensors for vehicle systems. Our Temperature Control Segment manufactures and remanufactures air conditioning compressors, air conditioning and heating parts, engine cooling system parts, power window accessories, and windshield washer system parts.

We sell our products primarily to large retail chains, warehouse distributors, original equipment manufacturers and original equipment service part operations in the United States, Canada, Latin America, and Europe. Our customers consist of many of the leading auto parts retail chains, such as NAPA Auto Parts (National Automotive Parts Association, Inc.), Advance Auto Parts, Inc./CARQUEST Auto Parts, AutoZone, Inc., O'Reilly Automotive, Inc., Canadian Tire Corporation Limited and The Pep Boys Manny, Moe & Jack, as well as national program distribution groups, such as Auto Value and All Pro/Bumper to Bumper (Aftermarket Auto Parts Alliance, Inc.), Automotive Distribution Network LLC, The National Pronto Association ("Pronto"), Federated Auto Parts Distributors, Inc. ("Federated"), Pronto and Federated's affiliate, the Automotive Parts Services Group or The Group, Auto Plus and specialty market distributors. We distribute parts under our own brand names, such as Standard®, Blue Streak®, BWD®, Select®, Intermotor®, GP Sorensen®, TechSmart®, Tech Expert®, OEM®, LockSmart®, Four Seasons®, EVERCO®, ACi® and Hayden® and through co-labels and private labels, such as CARQUEST®, Duralast®, Duralast Gold®, Import Direct®, Master Pro®, Omni-Spark®, Ultima Select®, Murray®, NAPA® Echlin®, NAPA Proformer™ Mileage Plus®, NAPA Temp Products™, NAPA® Belden®, Cold Power®, Driveworks™ and ToughOne.™

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Our goal is to grow revenues and earnings and deliver returns in excess of our cost of capital by being the best-in-class, full-line, full-service supplier of premium products to the engine management and temperature control markets. Our management places significant emphasis on improving our financial performance by achieving operating efficiencies and improving asset utilization, while maintaining product quality and high customer order fill rates. We intend to continue to improve our operating efficiency, customer satisfaction and cost position by increasing cost effective vertical integration in key product lines through internal development and improving our cost effectiveness and competitive responsiveness to better serve our customer base, including sourcing certain products from low cost regions such as those in Asia without compromising product quality.

Seasonality. Historically, our operating results have fluctuated by quarter, with the greatest sales occurring in the second and third quarters of the year and revenues generally being recognized at the time of shipment. It is in these quarters that demand for our products is typically the highest, specifically in the Temperature Control Segment of our business. In addition to this seasonality, the demand for our Temperature Control products during the second and third quarters of the year may vary significantly with the summer weather and customer inventories. For example, a cool summer, as we experienced in 2017, may lessen the demand for our Temperature Control products, while a warm summer, as we experienced in 2016, may increase such demand. As a result of this seasonality and variability in demand of our Temperature Control products, our working capital requirements typically peak near the end of the second quarter, as the inventory build up of air conditioning products is converted to sales and payments on the receivables associated with such sales have yet to be received. During this period, our working capital requirements are typically funded by borrowing from our revolving credit facility.

Inventory Management. We face inventory management issues as a result of overstock returns. We permit our customers to return new, undamaged products to us within customer-specific limits (which are generally limited to a specified percentage of their annual purchases from us) in the event that they have overstocked their inventories. In addition, the seasonality of our Temperature Control Segment requires that we increase our inventory during the winter season in preparation of the summer selling season and customers purchasing such inventory have the right to make returns. We accrue for overstock returns as a percentage of sales, after giving consideration to recent returns history.

Discounts, Allowances and Incentives. We offer a variety of usual customer discounts, allowances and incentives. First, we offer cash discounts for paying invoices in accordance with the specified discount terms of the invoice. Second, we offer pricing discounts based on volume purchased from us and participation in our cost reduction initiatives. These discounts are principally in the form of “off-invoice” discounts and are immediately deducted from sales at the time of sale. For those customers that choose to receive a payment on a quarterly basis instead of “off-invoice,” we accrue for such payments as the related sales are made and reduce sales accordingly. Finally, rebates and discounts are provided to customers as advertising and sales force allowances, and allowances for warranty and overstock returns are also provided. Management analyzes historical returns, current economic trends, and changes in customer demand when evaluating the adequacy of the sales returns and other allowances. Significant management judgments and estimates must be made and used in connection with establishing the sales returns and other allowances in any accounting period. We account for these discounts and allowances as a reduction to revenues, and record them when sales are recorded.

Tax Cuts and Jobs Act

In December 2017, the U.S. enacted the Tax Cuts and Jobs Act (the “Act”), which included a broad range of tax reform affecting businesses, including the reduction of the federal corporate income tax rate from 35% to 21%, changes in the deductibility of certain business expenses, and the manner in which international operations are taxed in the U.S. Reflecting the impact of the Act on our income tax provision, the effective income tax rate for the three months and six months ended June 30, 2018 was 25.5% and 25.7%, respectively, as compared to an effective income tax rate of 38.5% and 37.7% for the comparable periods of 2017, respectively.

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As related to the deemed repatriation of earnings of foreign subsidiaries, the Act includes a mandatory one-time tax on accumulated earnings of foreign subsidiaries. As a result, all previously unremitted earnings for which no U.S. deferred tax liability had been accrued are now subject to U.S. tax. In accordance with the guidelines provided in the Act, as of December 31, 2017 we have aggregated the estimated foreign earnings and profits, utilized participating deductions and available foreign tax credits. The gross repatriation tax was $2.3 million, which was offset by $0.9 million of foreign tax credits for a net repatriation tax charge of $1.4 million. The net repatriation tax of $1.4 million was recorded in the fourth quarter of 2017. During the second quarter of 2018, we updated our estimate of the gross repatriation tax to $2.5 million, which was paid in full to the U.S. Treasury and which has been reflected in the second quarter 2018 tax provision. Notwithstanding the U.S. taxation of these amounts, we intend to continue to invest most or all of these earnings indefinitely outside of the U.S., and do not expect to incur any significant additional taxes related to such amounts.

Interim Results of Operations:

Comparison of the Three Months Ended June 30, 2018 to the Three Months Ended June 30, 2017

Sales. Consolidated net sales for the three months ended June 30, 2018 were $286.6 million, a decrease of $26.1 million, or 8.3%, compared to $312.7 million in the same period of 2017. Consolidated net sales decreased in both our Engine Management and Temperature Control Segments.

The following table summarizes consolidated net sales by segment and by major product group within each segment for the three months ended June 30, 2018 and 2017 (in thousands):

	Three Months Ended June 30,	
	2018	2017
Engine Management:		
Ignition, Emission and Fuel System Parts	$ 162,462	$ 178,105
Wire and Cable	40,967	45,244
Total Engine Management	203,429	223,349
Temperature Control:		
Compressors	46,940	49,644
Other Climate Control Parts	33,430	37,747
Total Temperature Control	80,370	87,391
All Other	2,837	1,989
Total	$ 286,636	$ 312,729

Engine Management's net sales decreased $19.9 million, or 8.9%, to $203.4 million for the three months ended June 30, 2018. Net sales in the ignition, emissions and fuel systems parts product group for the three months ended June 30, 2018 were $162.5 million, a decrease of $15.6 million, or 8.8%, compared to $178.1 million in the same period of 2017. Net sales in the wire and cable product group for the three months ended June 30, 2018 were $41 million, a decrease of $4.3 million, or 9.5%, compared to $45.2 million in the three months ended June 30, 2017. Engine Management's decrease in net sales for the second quarter of 2018 compared to the same period in 2017 reflects the impact of a strong second quarter in 2017 driven by pipeline orders from certain customers, who were in the process of increasing the breadth and depth of their inventories. In addition, Engine Management's year-over-year decrease in net sales reflects the impact of the gradual decline in our wire and cable business, which is an older technology used on fewer cars, and due to the product lifecycle will continue to reduce overall Engine Management net sales. Excluding the impact of the prior year pipeline orders and the decline in the wire and cable business, our Engine

Management business experienced increases in the low single digits, in line with our long term forecast for the division. Furthermore, our customers are reporting increases in Engine Management sell-through, showing sequential improvement over the last few quarters.

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Temperature Control's net sales decreased $7 million, or 8%, to $80.4 million for the three months ended June 30, 2018. Net sales in the compressors product group for the three months ended June 30, 2018 were $46.9 million, a decrease of $2.7 million, or 5.4%, compared to $49.6 million in the same period of 2017. Net sales in the other climate control parts product group for the three months ended June 30, 2018 were $33.4 million, a decrease of $4.3 million, or 11.4%, compared to $37.7 million in the three months ended June 30, 2017. Temperature Control's decrease in net sales for the second quarter of 2018 compared to the same period in 2017 reflects the impact of a mild 2017 summer leaving our customers with higher than normal inventory levels going into 2018, and a cool early spring. As such, 2018 pre-season orders were significantly lower than 2017. However, in mid-May, the weather finally turned warm, and we began to see a large influx of orders in June. A portion of these were shipped in June, with the balance carrying over into July. Due to the continuing warm weather, our customers are experiencing substantial POS increases over 2017. As such, incoming business remains robust, and we anticipate healthy Temperature Control sales in the third quarter.

Gross Margins. Gross margins, as a percentage of consolidated net sales, decreased to 28.4% in the second quarter of 2018, compared to 29% in the second quarter of 2017. The following table summarizes gross margins by segment for the three months ended June 30, 2018 and 2017, respectively (in thousands):

Three Months Ended June 30,	Engine Management	Temperature Control	Other	Total
2018				
Net sales	$ 203,429	$ 80,370	$2,837	$286,636
Gross margins	57,782	20,800	2,707	81,289
Gross margin percentage	28.4 %	25.9 %	—	28.4 %
2017				
Net sales	$ 223,349	$ 87,391	$1,989	$312,729
Gross margins	65,599	23,111	1,956	90,666
Gross margin percentage	29.4 %	26.4 %	—	29 %

Compared to the second quarter of 2017, gross margins at Engine Management decreased 1 percentage points from 29.4% to 28.4%, while gross margins at Temperature Control decreased 0.5 percentage points from 26.4% to 25.9%. The gross margin percentage decrease in Engine Management compared to the prior year reflects a year-over-year increase in inefficiencies and redundant costs incurred during our various planned production moves, as well as a decline in production volumes. The gross margin percentage decrease in Temperature Control compared to the prior year resulted primarily from lower production volumes following a mild 2017 summer season.

Selling, General and Administrative Expenses. Selling, general and administrative expenses ("SG&A") were $57.8 million, or 20.1% of consolidated net sales, in the second quarter of 2018, as compared to $60.3 million, or 19.3% of consolidated net sales, in the second quarter of 2017. The $2.5 million decrease in SG&A expenses as compared to the second quarter of 2017 is principally due to lower selling and marketing costs which are associated with our decline in sales volumes.

Restructuring and Integration Expenses. Restructuring and integration expenses for the second quarter of 2018 were $0.2 million compared to restructuring and integration expenses of $1.2 million for the second quarter of 2017. The $1 million year-over-year decrease in restructuring and integration expenses reflects the impact of lower expenses incurred in connection with the plant rationalization program that commenced in February 2016, the wire and cable relocation program announced in October 2016, and the Orlando plant rationalization program that commenced in January 2017, all of which were substantially completed as of June 30, 2018.

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Other Income, Net. Other income, net was $42,000 in the second quarter of 2018, compared to $0.3 million in the second quarter of 2017. During the second quarter of 2017, we recognized a deferred gain of $0.3 million related to the sale-leaseback of our Long Island City, New York facility. The recognition of the deferred gain related to the sale-leaseback of our Long Island City, New York facility ended in the first quarter of 2018 upon the termination of the initial 10-year lease term for the facility.

Operating Income. Operating income decreased to $23.4 million in the second quarter of 2018, compared to $29.4 million in the second quarter of 2017. The year-over-year decrease in operating income of $6 million is the result of the impact of lower consolidated net sales and lower gross margins as a percentage of consolidated net sales, which more than offset the impact of lower SG&A expenses and lower restructuring and integration expenses.

Other Non-Operating Income, Net. Other non-operating income, net was $0.5 million in the second quarter of 2018, compared to $1 million in the second quarter of 2017. The year-over-year decline in other non-operating income, net resulted primarily from lower year-over-year equity income from our joint ventures, the unfavorable impact of changes in foreign currency exchange rates, and the year-over-year decline in the actuarial net gain related to our postretirement medical benefit plans. Our postretirement medical benefit plans to substantially all eligible U.S. and Canadian employees terminated on December 31, 2016.

Interest Expense. Interest expense increased to $1.3 million in the second quarter of 2018, compared to $0.7 million in the second quarter of 2017. The year-over-year increase in interest expense reflects the impact of both higher average outstanding borrowings in 2018 when compared to 2017, and higher year-over-year average interest rates on our revolving credit facility.

Income Tax Provision. The income tax provision in the second quarter of 2018 was $5.8 million at an effective tax rate of 25.5% compared to $11.4 million at an effective tax rate of 38.5% for the same period in 2017. The lower effective tax rate in the second quarter of 2018 compared to the second quarter of 2017 reflects the impact of the Tax Cuts and Jobs Act enacted in the U.S. in December 2017, which included a broad range of tax reform affecting businesses, including the reduction of the federal corporate tax rate from 35% to 21%, changes in the deductibility of certain business expenses, and the manner in which international operations are taxed in the U.S.

Loss from Discontinued Operations. Loss from discontinued operations, net of tax, reflects legal expenses associated with our asbestos-related liability. We recorded $0.9 million and $0.5 million as a loss from discontinued operations for the second quarter of 2018 and 2017, respectively. As discussed more fully in Note 16, “Commitments and Contingencies” in the notes to our consolidated financial statements (unaudited), we are responsible for certain future liabilities relating to alleged exposure to asbestos containing products.

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Comparison of the Six Months Ended June 30, 2018 to the Six Months Ended June 30, 2017

Sales. Consolidated net sales for the six months ended June 30, 2018 were $548.5 million, a decrease of $46.6 million, or 7.8%, compared to $595.1 million in the same period of 2017. Consolidated net sales decreased in both our Engine Management and Temperature Control Segments.

The following table summarizes consolidated net sales by segment and by major product group within each segment for the six months ended June 30, 2018 and 2017 (in thousands):

	Six Months Ended June 30,	
	2018	2017
Engine Management:		
Ignition, Emission and Fuel System Parts	$ 323,539	$ 343,258
Wire and Cable	79,378	91,405
Total Engine Management	402,917	434,663
Temperature Control:		
Compressors	76,838	87,545
Other Climate Control Parts	63,763	70,136
Total Temperature Control	140,601	157,681
All Other	4,944	2,763
Total	$ 548,462	$ 595,107

Engine Management's net sales decreased $31.7 million, or 7.3%, to $402.9 million for the first six months of 2018. Net sales in the ignition, emissions and fuel systems parts product group for the six months ended June 30, 2018 were $323.5 million, a decrease of $19.8 million, or 5.8%, compared to $343.3 million in the same period of 2017. Net sales in the wire and cable product group for the six months ended June 30, 2018 were $79.4 million, a decrease of $12 million, or 13.2%, compared to $91.4 million in the first six months of 2017. Engine Management's decrease in net sales for the first six months of 2018 compared to the same period in 2017 reflects the impact of the strong first six months of 2017 driven by pipeline orders from certain customers, who were in the process of increasing the breadth and depth of their inventories. In addition, Engine Management's year-over-year decrease in net sales reflects the impact of the gradual decline in our wire and cable business, which is an older technology used on fewer cars, and due to the product lifecycle will continue to reduce overall Engine Management net sales. Excluding the impact of the prior year pipeline orders and the decline in the wire and cable business, our Engine Management business experienced increases in the low single digits, in line with our long term forecast for the division. Furthermore, our customers are reporting increases in Engine Management sell-through, showing sequential improvement over the last few quarters.

Temperature Control's net sales decreased $17.1 million, or 10.8%, to $140.6 million for the first six months of 2018. Net sales in the compressors product group for the six months ended June 30, 2018 were $76.8 million, a decrease of $10.7 million, or 12.2%, compared to $87.5 million in the same period of 2017. Net sales in the other climate control parts product group for the six months ended June 30, 2018 were $63.8 million, a decrease of $6.3 million, or 9%, compared to $70.1 million in the first six months of 2017. Temperature Control's decrease in net sales for the first six months of 2018 compared to the same period in 2017 reflects the impact of a mild 2017 summer leaving our customers with higher than normal inventory levels going into 2018, and a cool early spring. As such, 2018 pre-season orders were significantly lower than 2017. However, in mid-May, the weather finally turned warm, and we began to see a large influx of orders in June. A portion of these were shipped in June, with the balance carrying over into July. Due to the continuing warm weather, our customers are experiencing substantial POS increases over

2017. As such, incoming business remains robust, and we anticipate healthy Temperature Control sales in the third quarter.

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Gross Margins. Gross margins, as a percentage of consolidated net sales, decreased to 28.1% in the first six months of 2018, compared to 29.4% during the same period in 2017. The following table summarizes gross margins by segment for the six months ended June 30, 2018 and 2017, respectively (in thousands):

Six Months Ended June 30,	Engine Management	Temperature Control	Other	Total
2018				
Net sales	$ 402,917	$ 140,601	$4,944	$548,462
Gross margins	114,252	34,467	5,159	153,878
Gross margin percentage	28.4 %	24.5 %	—	28.1 %
2017				
Net sales	$ 434,663	$ 157,681	$2,763	$595,107
Gross margins	129,723	40,818	4,235	174,776
Gross margin percentage	29.8 %	25.9 %	—	29.4 %

Compared to the first six months of 2017, gross margins at Engine Management decreased 1.4 percentage points from 29.8% to 28.4%, and gross margins at Temperature Control decreased 1.4 percentage points from 25.9% to 24.5%. The gross margin percentage decrease in Engine Management compared to the prior year reflects a year-over-year increase in inefficiencies and redundant costs incurred during our various planned production moves, as well as the lower production volumes. The gross margin percentage decrease in Temperature Control compared to the prior year resulted primarily from lower production volumes following a mild 2017 summer season.

Selling, General and Administrative Expenses. Selling, general and administrative expenses ("SG&A") decreased to $115.5 million, or 21.1% of consolidated net sales, in the six months ended June 30, 2018, as compared to $117.8 million, or 19.8% of consolidated net sales, in the same period of 2017. The $2.3 million decrease in SG&A expenses as compared to the first six months of 2017 is principally due to lower selling and marketing expenses which are associated with our decline in sales volumes.

Restructuring and Integration Expenses. Restructuring and integration expenses for the six months ended June 30, 2018 were $3.1 million compared to restructuring and integration expenses of $2.8 million in the same period of 2017. The year-over-year increase in restructuring and integration expenses in the first six months of 2018 compared to the first six months of 2017 reflects the impact of higher expenses incurred in wire and cable relocation program announced in October 2016 and the Orlando plant rationalization program that commenced in January 2017, which more than offset the lower expenses incurred in the plant rationalization program that commenced in February 2016. All of the restructuring and integration programs were substantially completed as of June 30, 2018.

Other Income, Net. Other income, net was $0.3 million and $0.6 million in the six months ended June 30, 2018 and 2017, respectively. During 2018 and 2017, we recognized $0.2 million and $0.5 million, respectively, of deferred gain related to the sale-leaseback of our Long Island City, New York facility. The recognition of the deferred gain related to the sale-leaseback of our Long Island City, New York facility ended in the first quarter of 2018 upon the termination of the initial 10-year lease term for the facility.

Operating Income. Operating income was $35.7 million in the first six months of 2018, compared to $54.9 million for the same period in 2017. The year-over-year decrease in operating income of $19.2 million is the result of lower consolidated net sales, lower gross margins as a percentage of consolidated net sales, slightly higher restructuring and integration expenses, which more than offset the impact of lower SG&A expenses.

Other Non-Operating Income, Net. Other non-operating income, net was $0.4 million in the first six months of 2018, compared to other non-operating income, net of $1.9 million in the first six months of 2017. The year-over-year

decline in other non-operating income, net resulted primarily from lower year-over-year equity income from our joint ventures, the unfavorable impact of changes in foreign currency exchange rates, and the year-over-year decline in the actuarial net gain related to our postretirement medical benefit plans. Our postretirement medical benefit plans to substantially all eligible U.S. and Canadian employees terminated on December 31, 2016.

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Interest Expense. Interest expense increased to $1.9 million in the first six months of 2018, compared to $1.2 million for the same period in 2017. The year-over-year increase reflects the impact of both higher average outstanding borrowings during the first six months of 2018 when compared to the same period in 2017, and the higher year-over-year average interest rates on our revolving credit facility.

Income Tax Provision. The income tax provision for the six months ended June 30, 2018 was $8.8 million at an effective tax rate of 25.7%, compared to $20.9 million at an effective tax rate of 37.7% for the same period in 2017. The lower effective tax rate in the first six months of 2018 compared to the first six months of 2017 reflects the impact of the Tax Cuts and Jobs Act enacted in the U.S. in December 2017, which included a broad range of tax reform affecting businesses, including the reduction of the federal corporate tax rate from 35% to 21%, changes in the deductibility of certain business expenses, and the manner in which international operations are taxed in the U.S.

Loss from Discontinued Operations. Loss from discontinued operations, net of tax, reflects legal expenses associated with our asbestos-related liability. We recorded $1.5 million and $1.1 million as a loss from discontinued operations for the six months ended June 30, 2018 and 2017, respectively. As discussed more fully in Note 16, “Commitments and Contingencies” in the notes to our consolidated financial statements (unaudited), we are responsible for certain future liabilities relating to alleged exposure to asbestos containing products.

Restructuring and Integration Programs

As of June 30, 2018, the plant rationalization program that commenced in February 2016, the wire and cable relocation program announced in October 2016, and the Orlando plant rationalization program that commenced in January 2017 are all substantially completed.

For a detailed discussion on the restructuring and integration costs, see Note 5, “Restructuring and Integration Expenses,” of the notes to our consolidated financial statements (unaudited).

Liquidity and Capital Resources

Operating Activities. During the first six months of 2018, cash provided by operating activities was $4.2 million compared to cash used in operating activities of $6.8 million in the same period of 2017. The year-over-year increase in operating cash flow is primarily the result of the smaller year-over-year increase in accounts receivable, and the smaller year-over-year increase in inventories, offset, in part, by the decrease in net earnings, and the larger year-over-year increase in prepaid expenses and other current assets, and the year-over-year decrease in sundry payables and accrued expenses compared the year-over-year increase in sundry payables and accrued expenses in the same period of 2017.

Net earnings during the first six months of 2018 were $23.9 million compared to $33.5 million in the first six months of 2017. During the first six months of 2018, (1) the increase in accounts receivable was $34.5 million compared to the year-over-year increase in accounts receivable of $53.1 million in 2017; (2) the increase in inventories was $6.7 million compared to the year-over-year increase in inventories of $27 million in 2017; (3) the increase in prepaid expenses and other current assets was $3 million compared to the year-over-year increase in prepaid expenses and other current assets of $0.9 million in 2017; and (4) the decrease in sundry payables and accrued expenses was $9.1 million compared to the year-over-year increase in sundry payables and accrued expenses of $5.7 million in 2017. We continue to actively manage our working capital to maximize our operating cash flow.

Investing Activities. Cash used in investing activities was $19.9 million in the first six months of 2018, compared to $8.8 million in the same period of 2017. Investing activities during the first six months of 2018 consisted of (1) the payment of the third and final contribution of $5.8 million for our November 2017 acquisition of a 50% interest in a joint venture with Foshan Guangdong Automotive Air Conditioning Co., Ltd., a China-based manufacturer of air conditioning compressors for the automotive aftermarket and the Chinese OE market; (2) the payment of initial installments of $2.8 million for our 15% increase in equity ownership in an joint venture with Gwo Yng Enterprise Co., Ltd., a China-based manufacturer of air conditioner accumulators, filter driers, hose assemblies and switches for the automotive aftermarket and OEM/OES markets; and (3) capital expenditures of $11.3 million. Investing activities during the first six months of 2017 consisted of capital expenditures of $8.8 million.

Financing Activities. Cash provided by financing activities was $17.2 million in the first six months of 2018 as compared to $11.8 million in the same period of 2017. During the first six months of 2018, (1) we increased borrowings under our revolving credit facility by $31.5 million as compared to the increase in borrowings under our revolving credit facility of $24.1 million in 2017; (2) we made cash payments in the first six months of 2018 for the repurchase of shares of our common stock of $7.6 million as compared to $5.2 million in 2017; and (3) we paid dividends of $9.4 million in the first six months of 2018 as compared to $8.7 million in the comparable period last year. In February 2018, our Board of Directors voted to increase our quarterly dividend from $0.19 per share in 2017 to $0.21 per share in 2018.

In October 2015, we entered into a Credit Agreement with JPMorgan Chase Bank, N.A., as agent, and a syndicate of lenders for a senior secured revolving credit facility with a line of credit of up to $250 million (with an additional $50 million accordion feature) and a maturity date in October 2020. The line of credit under the agreement also allows for a $10 million line of credit to Canada as part of the $250 million available for borrowing. Direct borrowings under the credit agreement bear interest at LIBOR plus a margin ranging from 1.25% to 1.75% based on our borrowing availability, or floating at the alternate base rate plus a margin ranging from 0.25% to 0.75% based on our borrowing availability, at our option. The credit agreement is guaranteed by certain of our subsidiaries and secured by certain of our assets.

Borrowings under the credit agreement are secured by substantially all of our assets, including accounts receivable, inventory and certain fixed assets, and those of certain of our subsidiaries. Availability under the credit agreement is based on a formula of eligible accounts receivable, eligible inventory, eligible equipment and eligible fixed assets. After taking into account outstanding borrowings under the credit agreement, there was an additional $158.3 million available for us to borrow pursuant to the formula at June 30, 2018. Outstanding borrowings under the credit agreements, which are classified as current liabilities, were $88.5 million and $57 million at June 30, 2018 and December 31, 2017, respectively. Borrowings under the restated credit agreement have been classified as current liabilities based upon the accounting rules and certain provisions in the agreement.

At June 30, 2018, the weighted average interest rate on our credit agreement was 3.5%, which consisted of $80 million in direct borrowings at 3.3% and an alternative base rate loan of $8.5 million at 5.3%. At December 31, 2017, the weighted average interest rate on our credit agreement was 2.7%, which consisted of $57 million in direct borrowings. During the six months ended June 30, 2018, our average daily alternative base rate loan balance was $1.9 million, compared to a balance of $5.2 million for the six months ended June 30, 2017 and our average daily alternative base rate loan balance of $3.8 million for the year ended December 31, 2017.

At any time that our borrowing availability is less than the greater of either (a) $25 million, or 10% of the commitments if fixed assets are not included in the borrowing base, or (b) $31.25 million, or 12.5% of the commitments if fixed assets are included in the borrowing base, the terms of the credit agreement provide for, among other provisions, a financial covenant requiring us, on a consolidated basis, to maintain a fixed charge coverage ratio of 1:1 at the end of each fiscal quarter (rolling four quarters). As of June 30, 2018, we were not subject to these covenants. The credit agreement permits us to pay cash dividends of $20 million and make stock repurchases of $20

million in any fiscal year subject to a minimum availability of $25 million. Provided specific conditions are met, the credit agreement also permits acquisitions, permissible debt financing, capital expenditures, and cash dividend payments and stock repurchases of greater than $20 million.

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In December 2017, our Polish subsidiary, SMP Poland sp.z.o.o., entered into an overdraft facility with HSBC Bank Polska S.A. ("HSBC Poland") for Zloty 30 million (approximately $8 million). The facility expires on December 2018. Borrowings under the overdraft facility will bear interest at a rate equal to WIBOR + 0.75% and are guaranteed by Standard Motor Products, Inc., the ultimate parent company. At June 30, 2018, borrowings under the overdraft facility were Zloty 19.1 million (approximately $5.1 million).

In order to reduce our accounts receivable balances and improve our cash flow, we sell undivided interests in certain of our receivables to financial institutions. We enter these agreements at our discretion when we determine that the cost of factoring is less than the cost of servicing our receivables with existing debt. Under the terms of the agreements, we retain no rights or interest, have no obligations with respect to the sold receivables, and do not service the receivables after the sale. As such, these transactions are being accounted for as a sale.

Pursuant to these agreements, we sold $184.1 million and $341.6 million of receivables during the three months and six months ended June 30, 2018, respectively, and $224.3 million and $404.1 million for the comparable periods in 2017. A charge in the amount of $6.3 million and $11.7 million related to the sale of receivables is included in selling, general and administrative expense in our consolidated statements of operations for the three months and six months ended June 30, 2018, respectively, and $6.4 million and $11.6 million for the comparable periods in 2017. If we do not enter into these arrangements or if any of the financial institutions with which we enter into these arrangements were to experience financial difficulties or otherwise terminate these arrangements, our financial condition, results of operations and cash flows could be materially and adversely affected by delays or failures to collect future trade accounts receivable.

During 2017, our Board of Directors authorized the purchase of up to $30 million of our common stock under stock repurchase programs. Under these programs, during the year ended December 31, 2017 and the three months ended March 31, 2018, we repurchased 539,760 and 61,756 shares of our common stock, respectively, at a total cost of $24.8 million and $2.9 million, respectively. Additionally, in April 2018 and May 2018, we repurchased 20,900 and 29,651 shares of our common stock, respectively, at a total cost of $1 million and $1.3 million, respectively, thereby completing the 2017 Board of Directors' authorizations.

In May 2018, our Board of Directors authorized the purchase of up to an additional $20 million of our common stock under a new stock repurchase program. Stock will be purchased from time to time, in the open market or through private transactions, as market conditions warrant. Under this program, in May 2018 and June 2018, we repurchased 29,604 and 16,360 shares of our common stock, respectively, at a total cost of $1.3 million and $0.8 million, respectively. As of June 30, 2018, there was approximately $17.9 million available for future stock repurchases under the program. During the period from July 1, 2018 through July 27, 2018, we repurchased an additional 17,390 shares of our common stock under the program at a total cost of $0.8 million, thereby reducing the amount available for future stock repurchases under the 2018 Board of Directors authorization to $17.1 million.

We anticipate that our cash flow from operations, available cash and available borrowings under our revolving credit facility will be adequate to meet our future liquidity needs for at least the next twelve months. Significant assumptions underlie this belief, including, among other things, that there will be no material adverse developments in our business, liquidity or capital requirements. If material adverse developments were to occur in any of these areas, there can be no assurance that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our revolving credit facility in amounts sufficient to enable us to pay the principal and interest on our indebtedness, or to fund our other liquidity needs. In addition, if we default on any of our indebtedness, or breach any financial covenant in our revolving credit facility, our business could be adversely affected. For further information regarding the risks of our business, please refer to the Risk Factors section of our Annual Report on Form 10-K for the year ending December 31, 2017.

The following table summarizes our contractual commitments as of June 30, 2018 and expiration dates of commitments through 2028 (a) (b):

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(In thousands)	2018	2019	2020	2021	2022	2023-2028	Total
Lease obligations	$4,743	$8,078	$6,990	$6,355	$5,364	$3,932	$35,462
Postretirement benefits	317	39	36	32	29	101	554
Severance payments related to restructuring and integration							