

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

FORM 10-Q

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

For the quarterly period ended June 30, 2014

OR

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

Commission File No. 001-35456

ALLISON TRANSMISSION HOLDINGS, INC.

(Exact name of registrant as specified in its charter)



Delaware
**(State or other jurisdiction of
incorporation or organization)**

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

One Allison Way
Indianapolis, IN
(Address of Principal Executive Offices)

46222
(Zip Code)

(317) 242-5000
(Registrant's telephone number, including area code)

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

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

As of July 14, 2014, there were 176,685,429 shares of Common Stock and 1,185 shares of Non-voting Common Stock outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

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

	June 30, 2014	December 31, 2013
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 126.7	\$ 184.7
Accounts receivables — net of allowance for doubtful accounts of \$0.6 and \$0.4	227.0	175.1
Inventories	169.5	160.4
Deferred income taxes, net	94.9	58.1
Other current assets	29.4	28.6
Total Current Assets	647.5	606.9
Property, plant and equipment, net	538.2	563.4
Intangible assets, net	1,561.4	1,610.8
Goodwill	1,941.0	1,941.0
Deferred income taxes, net	1.1	1.1
Other non-current assets	82.7	89.4
TOTAL ASSETS	\$ 4,771.9	\$ 4,812.6
LIABILITIES		
Current Liabilities		
Accounts payable	\$ 174.4	\$ 150.4
Product warranty liability	23.2	37.4
Current portion of long-term debt	17.9	17.9
Deferred revenue	22.0	29.2
Other current liabilities	140.8	152.3
Total Current Liabilities	378.3	387.2
Product warranty liability	63.5	53.1
Deferred revenue	47.1	43.2
Long-term debt	2,651.5	2,660.4
Deferred income taxes	165.8	76.2
Other non-current liabilities	171.7	153.7
TOTAL LIABILITIES	3,477.9	3,373.8
Commitments and contingencies (see NOTE O)		
STOCKHOLDERS' EQUITY		
Common stock, \$0.01 par value, 1,880,000,000 shares authorized, 176,577,025 and 183,375,436 shares issued and outstanding	1.8	1.8
Non-voting common stock, \$0.01 par value, 20,000,000 shares authorized, 1,185 shares issued and outstanding	0.0	0.0
Preferred stock, \$0.01 par value, 100,000,000 shares authorized, none issued and outstanding	—	—
Paid in capital	1,598.0	1,631.8
Accumulated deficit	(286.7)	(173.8)
Accumulated other comprehensive loss, net of tax	(19.1)	(21.0)
TOTAL STOCKHOLDERS' EQUITY	1,294.0	1,438.8
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 4,771.9	\$ 4,812.6

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

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

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Net sales	\$ 536.1	\$ 512.1	\$ 1,029.7	\$ 969.5
Cost of sales	297.6	286.0	568.7	545.1
Gross profit	238.5	226.1	461.0	424.4
Selling, general and administrative expenses	85.1	85.6	168.3	173.5
Engineering — research and development	21.2	22.8	45.7	51.8
Operating income	132.2	117.7	247.0	199.1
Interest income	0.2	0.2	0.4	0.4
Interest expense	(36.8)	(33.5)	(72.1)	(67.6)
Other expense, net	(0.9)	(2.6)	(1.3)	(5.7)
Income before income taxes	94.7	81.8	174.0	126.2
Income tax expense	(37.5)	(31.3)	(64.7)	(48.2)
Net income	\$ 57.2	\$ 50.5	\$ 109.3	\$ 78.0
Basic earnings per share attributable to common stockholders	\$ 0.32	\$ 0.27	\$ 0.61	\$ 0.42
Diluted earnings per share attributable to common stockholders	\$ 0.31	\$ 0.26	\$ 0.59	\$ 0.41
Dividends declared per common share	\$ 0.12	\$ 0.12	\$ 0.24	\$ 0.18
Comprehensive income	\$ 57.0	\$ 44.0	\$ 111.2	\$ 68.9

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

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

	Six months ended June 30,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 109.3	\$ 78.0
Add (deduct) items included in net income not using (providing) cash:		
Amortization of intangible assets	49.4	55.0
Depreciation of property, plant and equipment	47.4	49.7
Deferred income taxes	61.7	49.0
Unrealized gain on derivatives	(8.0)	(15.7)
Stock-based compensation	7.3	7.7
Excess tax benefit from stock-based compensation	(7.8)	(7.0)
Amortization of deferred financing costs	4.3	4.7
Impairment loss on investment in technology-related initiatives	—	2.5
Other	0.2	(0.2)
Changes in assets and liabilities:		
Accounts receivable	(52.0)	(44.2)
Inventories	(8.8)	(7.8)
Accounts payable	24.0	35.6
Other assets and liabilities	15.0	(22.9)
Net cash provided by operating activities	242.0	184.4
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions of long-lived assets	(22.7)	(25.8)
Investments in technology-related initiatives	(3.8)	(6.3)
Collateral for interest rate derivatives	1.7	1.3
Proceeds from disposal of assets	0.1	0.2
Net cash used for investing activities	(24.7)	(30.6)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of common stock	(249.8)	—
Dividend payments	(43.4)	(33.4)
Proceeds from exercise of stock options	22.4	25.2
Payments on long-term debt	(8.9)	(11.8)
Excess tax benefit from stock-based compensation	7.8	7.0
Taxes paid related to net share settlement of equity awards	(0.2)	(3.1)
Debt financing fees	(1.0)	(1.6)
Net cash used for financing activities	(273.1)	(17.7)
Effect of exchange rate changes on cash	(2.2)	11.1
Net (decrease) increase in cash and cash equivalents	(58.0)	147.2
Cash and cash equivalents at beginning of period	184.7	80.2
Cash and cash equivalents at end of period	<u>\$ 126.7</u>	<u>\$ 227.4</u>
Supplemental disclosures:		
Interest paid	\$ 68.6	\$ 79.6
Income taxes paid	\$ 3.1	\$ 3.0

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

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

NOTE A. OVERVIEW

Overview

Allison Transmission Holdings, Inc. and its subsidiaries (the “Company” or “Allison”), design and manufacture commercial and defense fully-automatic transmissions.

The business was founded in 1915 and has been headquartered in Indianapolis, Indiana since inception. The Company has 13 different transmission product lines. Although approximately 77% of revenues were generated in North America in 2013, the Company has a global presence by serving customers in Europe, Asia, South America and Africa. The Company serves customers through an independent network of approximately 1,400 independent distributor and dealer locations worldwide.

Since the introduction of the Company’s first fully-automatic transmission over 60 years ago, the Company’s products have gained acceptance in a wide variety of applications, including on-highway trucks (distribution, refuse, construction, fire and emergency), buses (primarily school, transit and hybrid-transit), motorhomes, off-highway vehicles and equipment (primarily energy, mining and construction) and defense vehicles (wheeled and tracked). The Company has developed over 100 different product models that are used in more than 2,500 different vehicle configurations, which are compatible with more than 500 combinations of engine brands, models and ratings. The Company also sells support equipment and Allison-branded replacement parts for the Company’s transmissions and remanufactured transmissions for use in the vehicle aftermarket.

NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The condensed consolidated financial statements as of and for the three and six months ended June 30, 2014 and 2013 have been prepared in accordance with accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, the condensed consolidated financial statements do not include all information and footnotes required by accounting principles generally accepted in the United States of America (“GAAP”) for complete financial statements. The information herein reflects all normal recurring material adjustments, which are, in the opinion of management, necessary for the fair statement of the results for the periods presented. The condensed consolidated financial statements herein consist of all wholly-owned domestic and foreign subsidiaries with all significant intercompany transactions eliminated.

These condensed consolidated financial statements present the financial position, results of operations and cash flows of the Company. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company’s Form 10-K for the year ended December 31, 2013 as filed with the Securities and Exchange Commission (“SEC”) on February 24, 2014. The interim period financial results for the three and six month periods presented are not necessarily indicative of results to be expected for any other interim period or for the entire year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Significant estimates include, but are not limited to, allowance for doubtful accounts, sales allowances, government price adjustments, fair market values and future cash flows associated with goodwill, indefinite life intangibles, long-lived asset impairment tests, useful lives for depreciation and amortization, warranty liability, determination of discount and other assumptions for pension and other postretirement benefit expense, income taxes and deferred tax valuation allowances, derivative valuation, and contingencies. The Company’s accounting policies involve the application of judgments and assumptions made by management that include inherent risks and uncertainties. Actual results could differ materially from these estimates. Changes in estimates are recorded in results of operations in the period that the events or circumstances giving rise to such changes occur.

Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued authoritative accounting guidance on a company’s accounting for revenue from contracts with customers. The guidance applies to all companies that enter into contracts with customers to transfer goods, service or nonfinancial assets. The guidance requires these companies to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also requires improved disclosures regarding the nature, timing, amount and uncertainty of revenue that is recognized. The guidance is effective prospectively for fiscal years beginning after December 15, 2016. Management is currently assessing the potential impact of the adoption of this guidance on the Company’s consolidated financial statements.

In July 2013, the FASB issued authoritative accounting guidance on the presentation of an unrecognized tax benefit when net operating loss (“NOL”) carryforwards exist. The guidance requires presentation of an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for an NOL carryforward, a similar tax loss or a tax credit carryforward. The guidance became effective for fiscal years beginning after December 15, 2013. The adoption of this guidance did not have a material effect on the Company’s condensed consolidated financial statements.

In March 2013, the FASB issued authoritative accounting guidance on a parent company’s accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. The guidance clarifies that when a parent company ceases to have a controlling financial interest in a subsidiary or group of assets, the cumulative translation adjustment should be released into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. The guidance became effective for fiscal years beginning after December 15, 2013. The adoption of this guidance did not have an effect on the Company’s condensed consolidated financial statements.

NOTE C. INVENTORIES

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

	June 30, 2014	December 31, 2013
Purchased parts and raw materials	\$ 86.4	\$ 79.7
Work in progress	8.0	5.7
Service parts	45.4	45.8
Finished goods	29.7	29.2
Total inventories	<u>\$ 169.5</u>	<u>\$ 160.4</u>

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

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NOTE D. GOODWILL AND OTHER INTANGIBLE ASSETS

As of June 30, 2014 and December 31, 2013, the carrying amount of the Company's Goodwill was \$1,941.0 million. The following presents a summary of other intangible assets (dollars in millions):

	June 30, 2014			December 31, 2013		
	Intangible assets, gross	Accumulated amortization	Intangible assets, net	Intangible assets, gross	Accumulated amortization	Intangible assets, net
Other intangible assets:						
Trade name	\$ 870.0	\$ —	\$ 870.0	\$ 870.0	\$ —	\$ 870.0
Customer relationships — defense	62.3	(26.1)	36.2	62.3	(24.4)	37.9
Customer relationships — commercial	831.8	(400.9)	430.9	831.8	(374.9)	456.9
Proprietary technology	476.3	(262.9)	213.4	476.3	(243.9)	232.4
Non-compete agreement	17.3	(12.0)	5.3	17.3	(11.1)	6.2
Patented technology — defense	28.2	(22.9)	5.3	28.2	(21.2)	7.0
Tooling rights	4.5	(4.2)	0.3	4.5	(4.1)	0.4
Patented technology — commercial	260.6	(260.6)	—	260.6	(260.6)	—
Total	<u>\$ 2,551.0</u>	<u>\$ (989.6)</u>	<u>\$ 1,561.4</u>	<u>\$ 2,551.0</u>	<u>\$ (940.2)</u>	<u>\$ 1,610.8</u>

As of June 30, 2014 and December 31, 2013, the net carrying value of our Goodwill and other intangibles was \$3,502.4 million and \$3,551.8 million, respectively.

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

	2015	2016	2017	2018	2019	Thereafter
Amortization expense	<u>\$97.1</u>	<u>\$92.4</u>	<u>\$89.7</u>	<u>\$87.2</u>	<u>\$85.7</u>	<u>\$ 189.9</u>

NOTE E. FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

Level 2 — Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace.

Level 3 — Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. At each balance sheet date, the Company performs an analysis of all instruments subject to authoritative accounting guidance and includes, in Level 3, all of those whose fair value is based on significant unobservable inputs. As of June 30, 2014 and December 31, 2013, the Company did not have any Level 3 financial assets or liabilities.

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The Company's assets and liabilities that are measured at fair value include cash and cash equivalents, available-for-sale securities, derivative instruments, assets held in a rabbi trust and a deferred compensation obligation. The Company's cash equivalents consist of short-term U.S. government backed securities. The Company's available-for-sale securities consist of ordinary shares of Torotrak plc ("Torotrak") associated with a license and exclusivity agreement with Torotrak. Torotrak's listed shares are traded on the London Stock Exchange under the ticker symbol "TRK." The Company's derivative instruments consist of interest rate swaps, foreign currency forward contracts and commodity swaps. The Company's assets held in the rabbi trust consist principally of publicly available mutual funds and target date retirement funds. The Company's deferred compensation obligation is directly related to the fair value of assets held in the rabbi trust.

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

The foreign currency contracts consist of forward rate contracts which are intended to hedge exposure of transactions denominated in certain currencies and reduce the impact of currency price volatility on the Company's financial results. The commodity contracts consist of forward rate contracts which are intended to hedge exposure of transactions involving purchases of component parts and energy to power our facilities, reducing the impact of commodity price volatility on the Company's financial results.

For the fair value measurement of foreign currency derivatives, the Company uses forward foreign exchange rates received from the issuing financial institution. These rates are periodically corroborated by comparing to third-party broker quotes. The foreign currency hedges are accounted for within the authoritative accounting guidance set forth on accounting for derivative instruments and hedging activities and have been recorded at fair value based upon quoted market rates. The fair values are included in Other current and non-current assets and liabilities in the Condensed Consolidated Balance Sheets. The Company generally does not elect to apply hedge accounting for these foreign currency contracts, and as a result, unrealized fair value adjustments and realized gains and losses are recorded in Other expense, net in the Condensed Consolidated Statements of Comprehensive Income during the period of change.

For the fair value measurement of commodity derivatives, the Company uses forward prices received from the issuing financial institution. These rates are periodically corroborated by comparing to third-party broker quotes. The commodity derivatives are accounted for within the authoritative accounting guidance set forth on accounting for derivative instruments and hedging activities and have been recorded at fair value based upon quoted market rates. The fair values are included in Other current and non-current assets and liabilities in the Condensed Consolidated Balance Sheets. The Company has either not qualified for or not elected hedge accounting treatment for these commodity contracts, and as a result, unrealized fair value adjustments and realized gains and losses are recorded in Other expense, net in the Condensed Consolidated Statements of Comprehensive Income.

For the fair value measurement of interest rate derivatives, the Company uses valuations from the issuing financial institution. The Company corroborates the valuation through the use of third-party valuation services using a standard replacement valuation model. The floating-to-fixed interest rate swaps are based on the London Interbank Offered Rate ("LIBOR") which is observable at commonly quoted intervals. The fair values are included in other current and non-current assets and liabilities in the Condensed Consolidated Balance Sheets. The Company has not qualified for hedge accounting treatment for the interest rate swaps and, as a result, fair value adjustments are charged directly to Interest expense in the Condensed Consolidated Statements of Comprehensive Income.

The following table summarizes the fair value of the Company's financial assets and (liabilities) as of June 30, 2014 and December 31, 2013 (dollars in millions):

	Fair Value Measurements Using					
	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		TOTAL	
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013
Cash and cash equivalents	\$ 126.7	\$ 184.7	\$ —	\$ —	\$ 126.7	\$ 184.7
Available-for-sale securities	11.2	8.2	—	—	11.2	8.2
Rabbi trust assets	2.7	1.3	—	—	2.7	1.3
Deferred compensation obligation	(2.7)	(1.3)	—	—	(2.7)	(1.3)
Derivative assets	—	—	0.4	1.6	0.4	1.6
Derivative liabilities	—	—	(12.2)	(21.4)	(12.2)	(21.4)
Total	\$ 137.9	\$ 192.9	\$ (11.8)	\$ (19.8)	\$ 126.1	\$ 173.1

Of the available Cash and cash equivalents, approximately \$125.7 million and \$179.7 million was deposited in operating accounts while approximately \$1.0 million and \$5.0 million was invested in U.S. government backed securities as of June 30, 2014 and December 31, 2013, respectively.

NOTE F. DEBT

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

	June 30, 2014	December 31, 2013
Long-term debt:		
Senior Secured Credit Facility Term B-2 Loan, variable, due 2017	\$ 423.5	\$ 423.5
Senior Secured Credit Facility Term B-3 Loan, variable, due 2019	1,774.6	1,783.5
Senior Notes, fixed 7.125%, due 2019	471.3	471.3
Total long-term debt	<u>2,669.4</u>	<u>2,678.3</u>
Less: current maturities of long-term debt	17.9	17.9
Total long-term debt less current portion	<u>\$2,651.5</u>	<u>\$ 2,660.4</u>

As of June 30, 2014, the Company had \$423.5 million of indebtedness associated with Allison Transmission, Inc.'s ("ATI"), the Company's wholly-owned subsidiary, Senior Secured Credit Facility Term B-2 Loan due 2017 ("Term B-2 Loan") and \$1,774.6 million of indebtedness associated with ATI's Senior Secured Credit Facility Term B-3 Loan due 2019 ("Term B-3 Loan") (together the Term B-2 Loan, Term B-3 Loan and revolving credit facility defined as the "Senior Secured Credit Facility"). The Company also had indebtedness of \$471.3 million of ATI's 7.125% senior cash pay notes due May 2019 ("7.125% Senior Notes").

The fair value of the Company's long-term debt obligations as of June 30, 2014 was \$2,705.8 million. The fair value is based on quoted Level 1 market prices of the Company's debt as of June 30, 2014. It is not expected that the Company would be able to repurchase a significant amount of its debt at these levels. The difference between the fair value and carrying value of the long-term debt is driven primarily by trends in the financial markets.

Senior Secured Credit Facility

The Senior Secured Credit Facility is collateralized by a lien on substantially all assets of the Company including all of ATI's capital stock and all of the capital stock or other equity interest held by the Company, ATI and each of the Company's existing and future U.S. subsidiary guarantors (subject to certain limitations for equity interests of foreign subsidiaries and other exceptions set forth in the terms of the Senior Secured Credit Facility). In the second quarter of 2014, ATI entered into an amendment with the term loan lenders under its Senior Secured Credit Facility to refinance Term B-2 Loan. The interest rate margin applicable to such refinanced loan is at the Company's option, either (a) 2.75% over the LIBOR or (b) 1.75% over the greater of the prime lending rate provided by the British Banking Association or the federal funds effective rate published by the Federal Reserve Bank of New York plus 0.50%. The Company recorded \$0.3 million of new deferred financing fees in the condensed consolidated financial statements. Interest on the Term B-3 Loan, as of June 30, 2014, is equal to the LIBOR (which may not be less than 1.00%) plus 2.75% based on the Company's total leverage ratio. As of June 30, 2014, these rates were approximately 2.91% and 3.75% on the Term B-2 Loan and Term B-3 Loan, respectively, and the weighted average rate on the Senior Secured Credit Facility was approximately 3.59%. The Senior Secured Credit Facility requires minimum quarterly principal payments on the Term B-2 Loan and Term B-3 Loan as well as prepayments from certain net cash proceeds of non-ordinary course asset sales and casualty and condemnation events and from a percentage of excess cash flow, if applicable. Due to voluntary prepayments, the Company has fulfilled all Term B-2 Loan required quarterly payments through its maturity date of 2017. The minimum required quarterly principal payment on the Term B-3 Loan is \$4.5 million and remains through its maturity date of 2019. As of June 30, 2014, there had been no payments required for certain net cash proceeds of non-ordinary course asset sales and casualty and condemnation events. The remaining principal balance on each loan is due upon maturity.

The Senior Secured Credit Facility also provides for revolving credit borrowings. In the first quarter of 2014, ATI increased the revolving commitments available under the revolving portion of the Senior Secured Credit Facility to \$465.0 million, net of an allowance for up to \$75.0 million in outstanding letters of credit commitments. The increase was treated as a modification of debt under GAAP, and thus the Company recorded \$0.6 million of new deferred financing fees in the condensed consolidated financial statements. Throughout the six months ended June 30, 2014, the Company made one withdrawal and payment on the revolving credit facility as part of its debt management plans. The maximum amount outstanding at any time on the revolving credit facility was \$40.0 million, and the entire balance was repaid within the quarter it was borrowed. As of June 30, 2014, the Company had \$453.0 million available under the revolving credit facility, net of \$12.0 million in letters of credit. Revolving credit borrowings bear interest at a variable base rate plus an applicable margin based on the Company's total leverage ratio. As of June 30, 2014, this rate would have been between approximately 2.16% and 4.25%. In addition, there is an annual commitment fee, based on the Company's total leverage ratio, which as of June 30, 2014, was equal to 0.375% of the average unused revolving credit borrowings available under the Senior Secured Credit Facility. Revolving credit borrowings are payable at the option of the Company throughout the term of the Senior Secured Credit Facility with the balance due in January 2019.

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The revolving portion of the Senior Secured Credit Facility requires the Company to maintain a specified maximum total senior secured leverage ratio of 5.50x when revolving loan commitments remain outstanding at the end of a fiscal quarter. On March 12, 2014, however, the revolving lenders holding a majority of the revolving loan commitments permanently waived and agreed that no event of default would result from any non-compliance so long as there were no revolving loans outstanding as of the last day of any fiscal quarter. As of June 30, 2014, the Company had no revolving loans outstanding, however the Company would have been in compliance with the maximum total senior secured leverage ratio, achieving a 3.11x ratio. Additionally within the terms of the Senior Secured Credit Facility, a senior secured leverage ratio at or below 3.50x results in the elimination of excess cash flow payments on the Senior Secured Credit Facility for the applicable year. The Senior Secured Credit Facility also provides certain financial incentives based on our total leverage ratio. A total leverage ratio at or below 4.00x results in a 25 basis point reduction to the applicable margin on the revolving credit facility, and a total leverage ratio at or below 3.50x results in a 12.5 basis point reduction to the revolving credit facility commitment fee and an additional 25 basis point reduction to the applicable margin on the revolving credit facility. A total leverage ratio at or below 3.25x results in a 25 basis point reduction to the applicable margin on our Term B-3 Loan. These reductions would remain in effect as long as the Company achieves a total leverage ratio at or below the related threshold. As of June 30, 2014, the total leverage ratio was 3.82x.

In addition, the Senior Secured Credit Facility, among other things, includes customary restrictions (subject to certain exceptions) on the Company's ability to incur certain indebtedness, grant certain liens, make certain investments or declare or pay certain dividends. As of June 30, 2014, the Company is in compliance with all covenants under the Senior Secured Credit Facility.

NOTE G. DERIVATIVES

The Company is exposed to certain financial risk from volatility in interest rates, foreign exchange rates and commodity prices. The risk is managed through the use of financial derivative instruments including interest rate swaps, foreign currency forward contracts and commodity swaps. The Company's current derivative instruments are used strictly as an economic hedge and not for speculative purposes. As necessary, the Company adjusts the values of the derivative instruments for counter-party or credit risk.

Interest Rate

The Company is subject to interest rate risk related to the Senior Secured Credit Facility and enters into interest rate swap contracts that are based on the LIBOR to manage a portion of this exposure. The Company has not elected hedge accounting treatment for these derivatives, and as a result, fair value adjustments are charged directly to Interest expense in the Condensed Consolidated Statements of Comprehensive Income. A summary of the Company's interest rate derivatives as of June 30, 2014 and December 31, 2013 follows (dollars in millions):

	June 30, 2014		December 31, 2013	
	Notional Amount	Fair Value	Notional Amount	Fair Value
3.75% Interest Rate Swap H, due August 2014	\$ 350.0	\$ (1.1)	\$ 350.0	\$ (7.2)
3.77% Interest Rate Swap I, due August 2014	350.0	(1.1)	350.0	(7.2)
2.96% Interest Rate Swap J, due August 2014	125.0	(0.3)	125.0	(2.0)
3.05% Interest Rate Swap K, due August 2014	125.0	(0.3)	125.0	(2.0)
3.44% Interest Rate Swap L, due August 2019*	75.0	(1.7)	75.0	(0.4)
3.43% Interest Rate Swap M, due August 2019*	100.0	(2.3)	100.0	(0.4)
3.37% Interest Rate Swap N, due August 2019*	75.0	(1.6)	75.0	(0.2)
3.19% Interest Rate Swap O, due August 2019*	75.0	(1.2)	75.0	0.2
3.08% Interest Rate Swap P, due August 2019*	75.0	(0.9)	75.0	0.4
2.99% Interest Rate Swap Q, due August 2019*	50.0	(0.5)	50.0	0.4
2.98% Interest Rate Swap R, due August 2019*	50.0	(0.5)	50.0	0.4
* include LIBOR floor of 1.00%	<u>\$1,450.0</u>	<u>\$ (11.5)</u>	<u>\$1,450.0</u>	<u>\$ (18.0)</u>

Certain of the Company's interest rate derivatives contain credit-risk and collateral contingent features under which downgrades in the Company's credit rating could require the Company to increase its collateral. Certain interest rate derivatives also contain provisions under which the Company may be required to post additional collateral if the LIBOR interest rate curve reaches certain levels.

As of June 30, 2014 and December 31, 2013, the Company had recorded cash collateral of \$0.0 million and \$1.7 million, respectively, in Other current assets in the Condensed Consolidated Balance Sheets, as the balances are subject to frequent change. The Company has also posted \$2.0 million of collateral in the form of letters of credit.

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Currency Exchange

The Company's business is subject to foreign exchange rate risk. As a result, the Company enters into various forward rate contracts that qualify as derivatives under the authoritative accounting guidance to manage certain of these exposures. Forward contracts are used to hedge forecasted transactions and known exposure of payables denominated in a foreign currency. The Company generally has not elected to apply hedge accounting under the authoritative accounting guidance and recorded the unrealized fair value adjustments and realized gains and losses associated with these contracts in Other expense, net in the Condensed Consolidated Statements of Comprehensive Income during the period of change.

The following table summarizes the outstanding foreign currency forward contracts as of June 30, 2014 and December 31, 2013 (amounts in millions):

	June 30, 2014		December 31, 2013	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Japanese Yen (JPY)	¥600.0	\$ 0.2	¥600.0	\$ (0.3)
		\$ 0.2		\$ (0.3)

Commodity

The Company's business is subject to commodity price risk, primarily with component suppliers. As a result, the Company enters into various commodity swap contracts that qualify as derivatives under the authoritative accounting guidance to manage certain of these exposures. Swap contracts are used to hedge forecasted transactions either of the commodity or of components containing the commodity. The Company has not qualified for hedge accounting treatment for these commodity contracts, and as a result, unrealized fair value adjustments and realized gains and losses associated with these contracts were charged directly to Other expense, net in the Condensed Consolidated Statements of Comprehensive Income during the period of change.

The following table summarizes the outstanding commodity swaps as of June 30, 2014 and December 31, 2013 (dollars in millions):

	June 30, 2014			December 31, 2013		
	Notional Amount	Quantity	Fair Value	Notional Amount	Quantity	Fair Value
Aluminum	\$ 18.5	9,350 metric tons	\$ (0.5)	\$ 23.8	11,875 metric tons	\$ (1.6)
Natural Gas	N/A	N/A	—	0.3	90,000 MMBtu	0.0
			\$ (0.5)			\$ (1.6)

The following tabular disclosures further describe the Company's derivative instruments and their impact on the financial condition of the Company (dollars in millions):

	June 30, 2014		December 31, 2013	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives not designated as hedging instruments				
Foreign currency contracts	Other current assets	\$ 0.2	Other current liabilities	\$ (0.3)
Commodity contracts	Other current and non-current assets	0.2	Other current and non-current assets	0.1
	Other current and non-current liabilities	(0.7)	Other current and non-current liabilities	(1.7)
Interest rate contracts	Other non-current assets	0.0	Other non-current assets	1.5
	Other current and non-current liabilities	(11.5)	Other current and non-current liabilities	(19.5)
Total derivatives not designated as hedging instruments		\$ (11.8)		\$ (19.9)

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The fair values of the derivatives are recorded between Other current and non-current assets and Other current and non-current liabilities as appropriate in the Condensed Consolidated Balance Sheets. As of June 30, 2014, the amount recorded to Other current assets for foreign currency contracts was \$0.2 million. The amount recorded to Other non-current assets for commodity contracts was \$0.2 million and the amount recorded to Other current liabilities for commodity contracts was (\$0.7) million. The amounts recorded to Other current and non-current liabilities for interest rate contracts were (\$2.8) million and (\$8.7) million, respectively.

As of December 31, 2013, the amount recorded to Other current liabilities for foreign currency contracts was (\$0.3) million. The amounts recorded to Other current and non-current assets for commodity contracts were \$0.1 million and \$0.0 million, respectively. The amounts recorded to Other current and non-current liabilities for commodity contracts were (\$1.5) million and (\$0.2) million, respectively. The amount recorded to Other non-current assets for interest rate contracts was \$1.5 million. The amounts recorded to Other current and non-current liabilities for interest rate contracts were (\$18.5) million and (\$1.0) million, respectively.

The impact on the Company's Condensed Consolidated Statements of Comprehensive Income related to foreign currency and commodity contracts can be found in NOTE J, and the following tabular disclosure describes the location and impact on the Company's results of operations related to unrealized gain on interest rate derivatives (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Interest Expense	\$ 2.6	\$ 8.9	\$ 6.5	\$ 18.1

NOTE H. PRODUCT WARRANTY LIABILITIES

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

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Beginning balance	\$ 90.4	\$ 107.5	\$ 90.5	\$ 109.7
Payments	(10.7)	(10.4)	(19.1)	(20.3)
Increase in liability (warranty issued during period)	6.5	7.8	12.8	13.3
Net adjustment to liability	0.3	0.5	2.2	2.5
Accretion (for Predecessor liabilities)	0.2	0.2	0.3	0.4
Ending balance	\$ 86.7	\$ 105.6	\$ 86.7	\$ 105.6

As of June 30, 2014, the current and non-current liabilities were \$23.2 million and \$63.5 million, respectively. As of June 30, 2013, the current and non-current liabilities were \$35.8 million and \$69.8 million, respectively.

NOTE I. DEFERRED REVENUE

As of June 30, 2014, the current and non-current liabilities related to deferred revenue for Extended Transmission Coverage ("ETC") were \$19.7 million and \$47.1 million, respectively. As of June 30, 2013, the current and non-current liabilities related to deferred revenue for ETC were \$20.9 million and \$40.2 million, respectively.

Deferred revenue for ETC activity (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Beginning balance	\$ 63.8	\$ 61.6	\$ 63.6	\$ 63.5
Increases	8.3	4.8	13.8	8.1
Revenue earned	(5.3)	(5.3)	(10.6)	(10.5)
Ending balance	\$ 66.8	\$ 61.1	\$ 66.8	\$ 61.1

Deferred revenue recorded in current liabilities related to unearned net sales for defense contracts as of June 30, 2014 and 2013 was approximately \$2.3 million and \$0.4 million, respectively. During 2013 and 2014, the Company recorded deferred revenue for payments received from the U.S. government for certain tracked transmissions that were not shipped at the request of the U.S. government.

NOTE J. OTHER EXPENSE, NET

Other expense, net consists of the following (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Loss on intercompany foreign exchange	\$ (1.8)	\$ —	\$ (1.8)	\$ —
Unrealized gain (loss) on derivative contracts (see NOTE G)	1.3	(0.5)	1.5	(2.4)
Grant program income	0.8	2.0	1.4	3.2
Public offering fees and expenses	(0.8)	(0.6)	(1.1)	(0.6)
Realized loss on derivative contracts (see NOTE G)	(0.4)	(1.0)	(1.0)	(1.6)
Loss on foreign exchange	—	(2.5)	(0.5)	(1.9)
Impairment loss on investments in technology-related initiatives	—	—	—	(2.5)
Other	—	—	0.2	0.1
Total	\$ (0.9)	\$ (2.6)	\$ (1.3)	\$ (5.7)

During the second quarter of 2014, the Company recorded a loss of \$1.8 million resulting from intercompany financing transactions related to our India facility, of which \$0.2 million was foreign exchange loss on intercompany payment and \$1.6 million was from the revaluation of the remaining intercompany liability.

During the six months ended June 30, 2014, the Company completed three secondary public offerings of 35,000,000, 25,000,000 and 28,750,000 shares of its common stock held by investment funds affiliated with The Carlyle Group and Onex Corporation (collectively, the “Sponsors”) at public offering prices, less underwriting discounts and commissions, of \$29.95, \$29.78 and \$29.17 per share, respectively. In connection with the offerings, the Company repurchased from the underwriters 5,000,000 shares in June 2014 and 3,428,179 shares in February 2014 at the prices paid by the underwriters and subsequently retired those shares. In addition, as part of the June offering, the underwriters exercised its option to purchase an additional 5,250,000 shares from the Sponsors at an offering price of \$29.95 per share, the same price at which the 35,000,000 shares of common stock were sold to the underwriter. For the three and six months ended June 30, 2014, the Company incurred \$0.8 million and \$1.1 million, respectively, of expenses related to these public offerings.

In 2009, the Company was notified by the U.S. Department of Energy that it was selected to receive matching funds from a grant program funded by the American Recovery and Reinvestment Act for the development of Hybrid manufacturing capacity in the U.S. (the “Grant Program”). All applicable costs associated with the Grant Program have been charged to Engineering — research and development while the Government’s matching reimbursement is recorded to Other expense, net in the Condensed Consolidated Statements of Comprehensive Income. Since inception of the Grant Program, the Company has recorded \$47.4 million of Grant Program income to Other expense, net in the Condensed Consolidated Statements of Comprehensive Income.

For the three months ended June 30, 2014 and 2013, the Company recorded \$0.0 million and \$1.3 million, respectively, as a reduction of the basis of capital assets purchased under the Grant Program. For the six months ended June 30, 2014 and 2013, the Company recorded \$0.0 million and \$2.7 million, respectively, as a reduction of the basis of capital assets purchased under the Grant Program. Under the Grant Program, the Company has acquired approximately \$7.1 million of assets that have been placed in service, resulting in related depreciation of \$0.0 million and \$0.0 million for the three months ended June 30, 2014 and 2013, respectively, and \$0.1 million and \$0.1 million for the six months ended June 30, 2014 and 2013, respectively.

NOTE K. OTHER CURRENT LIABILITIES

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

	As of June 30, 2014	As of December 31, 2013
Payroll and related costs	\$ 40.1	\$ 37.6
Defense price reduction reserve	26.2	26.8
Sales allowances	23.4	26.9
Accrued interest payable	16.5	11.2
Vendor buyback obligation	12.5	11.8
Taxes payable	7.3	8.6
Derivative liabilities	3.5	20.2
Research and development payable	1.7	—
Other accruals	9.6	9.2
Total	<u>\$ 140.8</u>	<u>\$ 152.3</u>

NOTE L. EMPLOYEE BENEFIT PLANS

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

	Pension Plans		Post-retirement Benefits	
	Three months ended June 30, 2014	2013	Three months ended June 30, 2014	2013
Net periodic benefit cost:				
Service cost	\$ 3.3	\$ 4.1	\$ 0.6	\$ 0.8
Interest cost	1.2	1.0	1.4	1.4
Expected return on assets	(1.9)	(1.8)	—	—
Prior service cost	0.0	0.0	(0.9)	(0.9)
Loss (gain)	—	0.1	(0.2)	—
Net periodic benefit cost	<u>\$ 2.6</u>	<u>\$ 3.4</u>	<u>\$ 0.9</u>	<u>\$ 1.3</u>

	Pension Plans		Post-retirement Benefits	
	Six months ended June 30, 2014	2013	Six months ended June 30, 2014	2013
Net periodic benefit cost:				
Service cost	\$ 6.6	\$ 8.2	\$ 1.1	\$ 1.6
Interest cost	2.5	2.0	2.9	2.9
Expected return on assets	(3.8)	(3.4)	—	—
Prior service cost	0.0	0.0	(1.8)	(1.8)
Loss (gain)	—	0.3	(0.4)	—
Net periodic benefit cost	<u>\$ 5.3</u>	<u>\$ 7.1</u>	<u>\$ 1.8</u>	<u>\$ 2.7</u>

NOTE M. INCOME TAXES

For the three and six months ended June 30, 2014, the Company recorded total tax expense of \$37.5 million and \$64.7 million, respectively. The effective tax rate for the three and six months ended June 30, 2014 was (39.6%) and (37.2%), respectively. For the three and six months ended June 30, 2013, the Company recorded a total tax expense of \$31.3 million and \$48.2 million, respectively. The effective rate for the three and six months ended June 30, 2013 was (38.3%) and (38.2%), respectively.

During the first quarter 2014, the Company incurred an ownership change resulting in a limitation on the utilization of the Company's net operating losses. The Company has reviewed the limitation and determined there is no concern about the Company's ability to utilize the tax attributes in the future.

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

The Company has determined, based on the evaluation of both objective and subjective evidence available, that the domestic valuation allowance is not necessary and that it is more likely than not that the deferred tax assets are fully realizable. The Company has reached a sustained period of profitability and objectively measured positive evidence outweighed the negative evidence. The Company continues to provide for a valuation allowance on certain of its foreign deferred tax assets.

In accordance with the FASB's authoritative guidance on accounting for uncertainty in income taxes, the Company recorded a liability of \$2.3 million for unrecognized tax benefits related to the 2010 Research & Development Credit as of June 30, 2014 and December 31, 2013. The accounting guidance prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For the year ended December 31, 2013, the return will remain subject to examination by the various taxing authorities for the duration of the applicable statute of limitations (generally three years from the later of the date of filing or the due date of the return).

NOTE N. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table reconciles changes in Accumulated other comprehensive loss ("AOCL") by component (net of tax, dollars in millions):

	Three months ended			
	Available-for-sale securities	Defined benefit pension items	Foreign currency items	Total
AOCL as of March 31, 2013	\$ 2.3	\$ (37.3)	\$ (11.5)	\$ (46.5)
Other comprehensive loss before reclassifications	(0.3)	—	(5.8)	(6.1)
Amounts reclassified from AOCL	—	(0.4)	—	(0.4)
Net current period other comprehensive loss	\$ (0.3)	\$ (0.4)	\$ (5.8)	\$ (6.5)
AOCL as of June 30, 2013	<u>\$ 2.0</u>	<u>\$ (37.7)</u>	<u>\$ (17.3)</u>	<u>\$ (53.0)</u>
AOCL as of March 31, 2014	\$ 1.2	\$ (8.6)	\$ (11.5)	\$ (18.9)
Other comprehensive (loss) income before reclassifications	(0.6)	—	0.9	0.3
Amounts reclassified from AOCL	—	(0.5)	—	(0.5)
Net current period other comprehensive (loss) income	\$ (0.6)	\$ (0.5)	\$ 0.9	\$ (0.2)
AOCL as of June 30, 2014	<u>\$ 0.6</u>	<u>\$ (9.1)</u>	<u>\$ (10.6)</u>	<u>\$ (19.1)</u>
	Six months ended			
	Available-for-sale securities	Defined benefit pension items	Foreign currency items	Total
AOCL as of December 31, 2012	\$ 2.2	\$ (36.9)	\$ (9.2)	\$ (43.9)
Other comprehensive loss before reclassifications	(0.2)	—	(8.1)	(8.3)
Amounts reclassified from AOCL	—	(0.8)	—	(0.8)
Net current period other comprehensive loss	\$ (0.2)	\$ (0.8)	\$ (8.1)	\$ (9.1)
AOCL as of June 30, 2013	<u>\$ 2.0</u>	<u>\$ (37.7)</u>	<u>\$ (17.3)</u>	<u>\$ (53.0)</u>
AOCL as of December 31, 2013	\$ 1.1	\$ (7.9)	\$ (14.2)	\$ (21.0)
Other comprehensive (loss) income before reclassifications	(0.5)	—	3.6	3.1
Amounts reclassified from AOCL	—	(1.2)	—	(1.2)
Net current period other comprehensive (loss) income	\$ (0.5)	\$ (1.2)	\$ 3.6	\$ 1.9
AOCL as of June 30, 2014	<u>\$ 0.6</u>	<u>\$ (9.1)</u>	<u>\$ (10.6)</u>	<u>\$ (19.1)</u>

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The following table shows the location in the Condensed Consolidated Statements of Comprehensive Income affected by reclassifications from AOCL (dollars in millions):

AOCL Components	Amounts reclassified from AOCL		Affected line item in the Condensed Consolidated Statements of Comprehensive Income
	Three months ended June 30, 2014	Three months ended June 30, 2013	
Amortization of defined benefit pension items:			
Prior service cost	\$ 0.8	\$ 0.7	Cost of sales
	0.0	0.2	Selling, general and administrative
	0.0	—	Engineering – research and development
Actuarial loss	0.1	—	Cost of sales
	0.0	(0.1)	Selling, general and administrative
	0.0	(0.1)	Engineering – research and development
Total reclassifications, before tax	\$ 0.9	\$ 0.7	Income before income taxes
Income tax expense	(0.4)	(0.3)	Tax expense
Total reclassifications	\$ 0.5	\$ 0.4	Net of tax

AOCL Components	Amounts reclassified from AOCL		Affected line item in the Condensed Consolidated Statements of Comprehensive Income
	Six months ended June 30, 2014	Six months ended June 30, 2013	
Amortization of defined benefit pension items:			
Prior service cost	\$ 1.6	\$ 1.4	Cost of sales
	0.1	0.4	Selling, general and administrative
	0.0	—	Engineering –research and development
Actuarial loss	0.3	(0.2)	Cost of sales
	0.0	—	Selling, general and administrative
	0.0	(0.2)	Engineering –research and development
Total reclassifications, before tax	\$ 2.0	\$ 1.4	Income before income taxes
Income tax expense	(0.8)	(0.6)	Tax expense
Total reclassifications	\$ 1.2	\$ 0.8	Net of tax

Prior service cost and actuarial loss are included in the computation of the Company's net periodic benefit cost. Please see NOTE L for additional details.

NOTE O. COMMITMENTS AND CONTINGENCIES

Claims, Disputes, and Litigation

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

NOTE P. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

As of June 30, 2014, the Sponsors owned approximately 3% of the Company's outstanding common stock. Pursuant to an amended and restated stockholders agreement, a majority of the Board of Directors was designated by the Sponsors and is affiliated with the Sponsors. As a result, the Sponsors or their nominees to the Board of Directors have the ability to control the appointment of management, the entering into of mergers, sales of substantially all of the Company's assets and other extraordinary transactions and influence amendments to the Company's certificate of incorporation. The interests of the Sponsors could conflict with those of the Company's other stockholders. In addition, the Sponsors may in the future own businesses that directly compete with the Company.

Senior Notes Held by Executive Officers

As of June 30, 2014, Lawrence E. Dewey, our Chairman, President and Chief Executive Officer, and David S. Graziosi, our Executive Vice President, Chief Financial Officer and Treasurer held approximately \$100,000 and \$450,000, respectively, in aggregate principal amount of the 7.125% Senior Notes.

Repurchase of Common Stock held by Sponsors

During the six months ended June 30, 2014, the Company completed three secondary public offerings of 35,000,000, 25,000,000 and 28,750,000 shares of our common stock held by investment funds affiliated with the Sponsors at public offering prices, less underwriting discounts and commissions, of \$29.95, \$29.78 and \$29.17 per share, respectively. In connection with the offerings, the Company repurchased from the underwriters 5,000,000 shares in June 2014 and 3,428,179 shares in February 2014 at the prices paid by the underwriters and subsequently retired those shares. In addition, as part of the June offering, the underwriters exercised its option to purchase an additional 5,250,000 shares from the Sponsors at an offering price of \$29.95 per share, the same price at which the 35,000,000 shares of common stock were sold to the underwriter. The sales by the Sponsors resulted in their ownership decreasing to 3% of our outstanding common stock as of June 30, 2014.

NOTE Q. EARNINGS PER SHARE

The Company presents both basic and diluted earnings per share ("EPS") amounts. Basic EPS is calculated by dividing net income by the weighted average number of common shares outstanding during the reporting period. Diluted EPS is calculated by dividing net income by the weighted average number of common shares and common equivalent shares outstanding during the reporting period that are calculated using the treasury stock method for stock-based awards. The treasury stock method assumes that the Company uses the proceeds from the exercise of awards to repurchase common stock at the average market price during the period. The assumed proceeds under the treasury stock method include the purchase price that the grantee will pay in the future, compensation cost for future service that the Company has not yet recognized and any tax benefits that would be credited to additional paid-in-capital when the award generates a tax deduction. If there would be a shortfall resulting in a charge to additional paid-in-capital, such an amount would be a reduction of the proceeds to the extent of the gains.

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

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Net income	\$ 57.2	\$ 50.5	\$ 109.3	\$ 78.0
Weighted average shares of common stock outstanding	178.8	185.9	180.5	185.3
Dilutive effect stock-based awards	2.8	4.0	3.2	3.6
Diluted weighted average shares of common stock outstanding	181.6	189.9	183.7	188.9
Basic earnings per share attributable to common stockholders	\$ 0.32	\$ 0.27	\$ 0.61	\$ 0.42
Diluted earnings per share attributable to common stockholders	\$ 0.31	\$ 0.26	\$ 0.59	\$ 0.41

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

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

The statements in this discussion regarding industry trends, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in “Cautionary Note Regarding Forward-Looking Statements” and Part II, Item 1A “Risk Factors” below. Our actual results may differ materially from those contained in or implied by any forward-looking statements.

Overview

Allison Transmission Holdings, Inc. and its subsidiaries (“our,” “us,” “we” or the “Company”) design and manufacture fully-automatic transmissions for medium- and heavy-duty commercial vehicles, medium- and heavy-tactical U.S. defense vehicles and hybrid-propulsion systems for transit buses. We generate our net sales primarily from the sale of transmissions, transmission parts, support equipment, defense kits, engineering services and extended transmission coverage to a wide array of original equipment manufacturers (“OEMs”), distributors and the U.S. government. Although approximately 77% of our net sales were generated in North America in 2013, we have a global presence, serving customers in Europe, Asia, South America and Africa. We have 13 different transmission product lines and serve customers through an established network of approximately 1,400 authorized independent distributors and dealers worldwide. Since the introduction of our first fully-automatic transmission over 60 years ago, our products have gained acceptance in a wide variety of applications, including on-highway trucks (distribution, refuse, construction, fire and emergency), buses (primarily school, transit and hybrid-transit), motorhomes, off-highway vehicles and equipment (primarily energy, mining and construction) and defense vehicles (wheeled and tracked).

Trends Impacting Our Business

Our net sales are driven by commercial vehicle production, which tends to be highly correlated to macroeconomic conditions. According to America’s Commercial Transportation Research, commercial truck and bus production volumes in our North American on-highway markets are projected to grow, but to remain below the 1998-2008 average production levels through 2015. In the second half of 2014 we expect net sales to increase on a year-over-year basis principally driven by improved second half year-over-year demand conditions in the North America On-Highway and Off-Highway end markets, partially offset by weakness in the Outside North America On-Highway end market and previously considered reductions in Defense net sales.

Second Quarter Net Sales by End Market (in millions)

<u>End Market</u>	<u>Q2 2014 Net Sales</u>	<u>Q2 2013 Net Sales</u>	<u>% Variance</u>
North America On-Highway	\$ 243	\$ 216	13%
North America Hybrid Propulsion Systems for Transit Bus	\$ 28	\$ 27	4%
North America Off-Highway	\$ 23	\$ 8	188%
Defense	\$ 49	\$ 58	(16%)
Outside North America On-Highway	\$ 62	\$ 75	(17%)
Outside North America Off-Highway	\$ 24	\$ 36	(33%)
Service Parts, Support Equipment and Other	\$ 107	\$ 92	16%
Total Net Sales	\$ 536	\$ 512	5%

North America On-Highway end market net sales were up 13% for the second quarter 2014 compared to the second quarter 2013, principally driven by higher demand for Rugged Duty Series and Pupil Transport/Shuttle Series models.

North America Hybrid-Propulsion Systems for Transit Bus end market net sales were up 4% for the second quarter 2014 compared to the second quarter 2013, principally driven by intra-year movement in the timing of orders.

North America Off-Highway end market net sales were up 188% for the second quarter 2014 compared to the second quarter of 2013, principally driven by higher demand from hydraulic fracturing applications.

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Defense end market net sales were down 16% for the second quarter 2014 compared to the second quarter 2013, principally driven by previously considered reductions in U.S. defense spending to longer term averages experienced during periods without active conflicts, partially offset by the recognition of previously deferred revenue totaling \$15.8 million commensurate with the shipment of certain tracked transmissions at the request of the U.S. government.

Outside North America On-Highway end market net sales were down 17% for the second quarter 2014 compared to the second quarter 2013, reflecting weakness in China, Europe and South America.

Outside North America Off-Highway end market net sales were down 33% for the second quarter 2014 compared to the second quarter 2013, driven by weak demand conditions in the energy sector, partially offset by higher demand from the mining sector.

Service parts, support equipment and other end market net sales were up 16% for the second quarter 2014 compared to the second quarter 2013, principally driven by higher demand for North America service parts and North America On-Highway support equipment commensurate with increased transmission unit volumes.

Key Components of our Results of Operations

Net sales

We generate our net sales primarily from the sale of transmissions, transmission parts, support equipment, defense kits, engineering services and extended transmission coverage to a wide array of OEMs, distributors and the U.S. government. Sales are recorded net of provisions for customer allowances and other rebates. Engineering services are recorded as net sales in accordance with the terms of the contract. The associated costs are recorded in cost of sales. We also have royalty agreements with third parties that provide net sales as a result of joint efforts in developing marketable products.

During 2014 and 2013, the Company recorded deferred revenue for payments received from the U.S. government for certain tracked transmissions that were not shipped at the request of the U.S. government.

During the second quarter of 2014, the Company shipped all tracked transmissions previously recorded as deferred revenue and recognized approximately \$15.8 million in net sales for the period.

Cost of sales

Our most significant components of cost of sales are purchased parts, the overhead expense related to our manufacturing operations and direct labor associated with the manufacture and assembly of transmissions and parts. For the six months ended June 30, 2014, direct material costs were approximately 67%, overhead costs were approximately 27%, and direct labor costs were approximately 6% of total cost of sales. We are subject to changes in our cost of sales caused by movements in underlying commodity prices. We seek to hedge against this risk by using commodity swap contracts and long-term supply agreements (“LTSAs”). See Part I, “Item 3 Quantitative and Qualitative Disclosures about Market Risk—Commodity Price Risk” included below.

Selling, general and administrative expenses

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

Engineering — research and development

We incur costs in connection with research and development programs that are expected to contribute to future earnings. Such costs are expensed as incurred. In 2009, we were notified by the U.S. Department of Energy (“DOE”) that we were selected to receive matching funds up to \$62.8 million from a cost-share grant program funded by the American Recovery and Reinvestment Act for the development of hybrid-propulsion system manufacturing capacity in the U.S. (the “Grant Program”). Applicable costs associated with the Grant Program have been charged to Engineering — research and development. The DOE’s matching reimbursement is recorded to Other expense, net in the Condensed Consolidated Statements of Comprehensive Income, included in Part I, Item 1 of this Quarterly Report on Form 10-Q, or in the case of capital expenditure, as a reduction in the cost basis of the capital asset.

Non-GAAP Financial Measures

We use Adjusted net income to measure our overall profitability because we believe it better reflects our cash flow generation by capturing the actual cash interest paid and cash taxes paid rather than our interest expense and tax expense as calculated under accounting principles generally accepted in the United States of America (“GAAP”) and excludes the impact of the non-cash annual amortization of certain intangible assets and other certain non-recurring items. We use Adjusted EBITDA, Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin, Adjusted EBITDA margin excluding technology-related license expenses and Adjusted free cash flow to evaluate and control our cash operating costs and to measure our operating profitability. We believe the presentation of Adjusted net income, Adjusted EBITDA, Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin, Adjusted EBITDA margin excluding technology-related license expenses and Adjusted free cash flow enhances our investors’ overall understanding of the financial performance and cash flow of our business.

You should not consider Adjusted net income, Adjusted EBITDA, Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin and Adjusted EBITDA margin excluding technology-related license expenses as an alternative to net income, determined in accordance with GAAP, as an indicator of operating performance. You should not consider Adjusted free cash flow as an alternative to net cash provided by operating activities, determined in accordance with GAAP, as an indicator of our cash flow.

A directly comparable GAAP measure to Adjusted net income, Adjusted EBITDA and Adjusted EBITDA excluding technology-related license expenses is Net income. A directly comparable GAAP measure to Adjusted free cash flow is Net cash provided by operating activities. The following is a reconciliation of Net income to Adjusted net income, Adjusted EBITDA, Adjusted EBITDA excluding technology-related license expenses, Adjusted EBITDA margin and Adjusted EBITDA margin excluding technology-related license expenses, and a reconciliation of Net cash provided by operating activities to Adjusted free cash flow:

(unaudited, in millions)	For the three months ended June 30,		For the six months ended June 30,	
	2014	2013	2014	2013
Net income	\$ 57.2	\$ 50.5	\$ 109.3	\$ 78.0
plus:				
Interest expense, net	36.6	33.3	71.7	67.2
Cash interest expense	(39.2)	(49.6)	(68.6)	(79.6)
Income tax expense	37.5	31.3	64.7	48.2
Cash income taxes	(1.0)	(1.8)	(3.1)	(3.0)
Technology-related investments expense (a)	—	—	—	2.5
Public offering expenses (b)	0.8	0.6	1.1	0.6
Amortization of intangible assets	24.7	25.1	49.4	55.0
Adjusted net income	\$ 116.6	\$ 89.4	\$ 224.5	\$ 168.9
Cash interest expense	39.2	49.6	68.6	79.6
Cash income taxes	1.0	1.8	3.1	3.0
Depreciation of property, plant and equipment	24.1	25.0	47.4	49.7
Restructuring charge (c)	0.7	1.0	0.7	1.0
Loss (gain) on foreign exchange (d)	1.7	(0.1)	1.4	0.5
Unrealized (gain) loss on commodity hedge contracts (e)	(1.2)	0.6	(1.1)	1.9
Other (f)	4.0	4.3	7.3	7.7
Adjusted EBITDA	\$ 186.1	\$ 171.6	\$ 351.9	\$ 312.3
Adjusted EBITDA excluding technology-related license expenses (g)	\$ 186.1	\$ 171.6	\$ 355.2	\$ 318.3
Net sales	\$536.1	\$512.1	\$1,029.7	\$969.5
Adjusted EBITDA margin	34.7%	33.5%	34.2%	32.2%
Adjusted EBITDA margin excluding technology-related licenses expenses	34.7%	33.5%	34.5%	32.8%
Net cash provided by operating activities	\$ 143.4	\$ 129.7	\$ 242.0	\$ 184.4
(Deductions) or additions to reconcile to Adjusted free cash flow:				
Additions of long-lived assets	(11.6)	(13.2)	(22.7)	(25.8)
Fee to terminate services agreement with Sponsors	—	—	—	—
Technology-related license expenses (g)	—	—	3.3	6.0
Adjusted free cash flow	\$ 131.8	\$ 116.5	\$ 222.6	\$ 164.6

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- (a) Represents an impairment charge (recorded in Other expense, net) for investments in co-development agreements to expand our position in transmission technologies.
- (b) Represents fees and expenses (recorded in Other expense, net) related to our secondary offerings in June 2014, April 2014 and February 2014, and proposed secondary offering in April 2013.
- (c) Represents a charge (recorded in Selling, general and administrative, and Engineering – research and development) related to employee headcount reductions in the second quarter of 2014 and second quarter of 2013.
- (d) Represents losses (gains) (recorded in Other expense, net) on the mark-to-market of our foreign currency hedge contracts and on intercompany financing transactions related to our India facility.
- (e) Represents (gains) losses (recorded in Other expense, net) on the mark-to-market of our commodity hedge contracts.
- (f) Represents employee stock compensation expense (recorded in Cost of sales, Selling, general and administrative expenses, and Engineering – research and development).
- (g) Represents payments (recorded in Engineering – research and development) for licenses to expand our position in transmission technologies.

Results of Operations

The following table sets forth certain financial information for the three months ended June 30, 2014 and 2013. The following table and discussion should be read in conjunction with the information contained in our condensed consolidated financial statements and the notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Comparison of three months ended June 30, 2014 and 2013

(unaudited, dollars in millions)	Three months ended June 30,			
	2014	% of net sales	2013	% of net sales
Net sales	<u>\$536.1</u>	<u>—</u>	<u>\$512.1</u>	<u>—</u>
Gross profit	<u>238.5</u>	<u>44.5%</u>	<u>226.1</u>	<u>44.2%</u>
Operating expenses:				
Selling, general and administrative expenses	<u>85.1</u>	<u>15.8</u>	<u>85.6</u>	<u>16.7</u>
Engineering — research and development	<u>21.2</u>	<u>4.0</u>	<u>22.8</u>	<u>4.5</u>
Total operating expenses	<u>106.3</u>	<u>19.8</u>	<u>108.4</u>	<u>21.2</u>
Operating income	<u>132.2</u>	<u>24.7</u>	<u>117.7</u>	<u>23.0</u>
Other expense, net:				
Interest expense, net	<u>(36.6)</u>	<u>(6.8)</u>	<u>(33.3)</u>	<u>(6.5)</u>
Other expense, net	<u>(0.9)</u>	<u>(0.2)</u>	<u>(2.6)</u>	<u>(0.5)</u>
Total other expense, net	<u>(37.5)</u>	<u>(7.0)</u>	<u>(35.9)</u>	<u>(7.0)</u>
Income before income taxes	<u>94.7</u>	<u>17.7</u>	<u>81.8</u>	<u>16.0</u>
Income tax expense	<u>(37.5)</u>	<u>(7.0)</u>	<u>(31.3)</u>	<u>(6.1)</u>
Net income	<u>\$ 57.2</u>	<u>10.7%</u>	<u>\$ 50.5</u>	<u>9.9%</u>

Net sales.

Net sales for the quarter ended June 30, 2014 were \$536.1 million compared to \$512.1 million for the quarter ended June 30, 2013, an increase of 4.7%. The increase was principally driven by a \$27.0 million, or 13%, increase in net sales of North American on-highway commercial products driven by higher demand from Rugged Duty Series and Pupil Transport/Shuttle Series models, a \$15.0 million, or 188%, increase in net sales of North American off-highway products driven by higher demand from natural gas fracturing applications, a \$15.0 million, or 16%, increase in net sales of parts and other products driven by higher demand for North America service parts and North America on-highway support equipment commensurate with increased transmission unit volumes, and a \$1.0 million, or 4%, increase in net sales of North America hybrid-propulsion systems for transit buses driven by intra-year movement in the timing of orders, partially offset by a \$13.0 million, or 17%, decrease in net sales of Outside North America on-highway products driven by weakness in China, Europe and South America, a \$12.0 million, or 33%, decrease in net sales of Outside North America off-highway products driven by lower demand from the energy sector and a \$9.0 million, or 16%, decrease in net sales of defense products due to lower U.S. defense spending. See “Trends Impacting Our Business” above for additional information on net sales by end markets.

Gross profit.

Gross profit for the quarter ended June 30, 2014 was \$238.5 million compared to \$226.1 million for the quarter ended June 30, 2013, an increase of 5.5%. The increase was principally driven by \$12.0 million related to increased net sales, \$2.0 million of price increases on certain products and \$1.0 million of favorable foreign exchange, partially offset by \$3.0 million of unfavorable material costs.

Selling, general and administrative expenses.

Selling, general and administrative expenses for the quarter ended June 30, 2014 were \$85.1 million compared to \$85.6 million for the quarter ended June 30, 2013, a decrease of 0.6%. The decrease was principally driven by \$0.4 million of lower intangible asset amortization and reduced global commercial spending activities.

Engineering — research and development.

Engineering expenses for the quarter ended June 30, 2014 were \$21.2 million compared to \$22.8 million for the quarter ended June 30, 2013, a decrease of 7.0%. The decrease was principally driven by reduced product initiatives spending.

Interest expense, net.

Interest expense, net for the quarter ended June 30, 2014 was \$36.6 million compared to \$33.3 million for the quarter ended June 30, 2013, an increase of 9.9%. The increase was principally driven by \$6.3 million of less favorable mark-to-market adjustments for our interest rate derivatives and \$0.3 million of higher amortization of deferred financing charges, partially offset by \$1.3 million of lower interest expense as a result of debt repayments and purchases, \$1.3 million of lower interest expense related to our interest rate swaps and \$0.7 million of lower expense as a result of lower interest rates on ATI's Senior Secured Credit Facility Term B-2 Loan due 2017 ("Term B-2 Loan") and ATI's Senior Secured Credit Facility Term B-3 Loan due 2019 ("Term B-3 Loan").

Other expense, net.

Other expense, net for the quarter ended June 30, 2014 was \$0.9 million compared to \$2.6 million for the quarter ended June 30, 2013, a decrease of 65.4%. The decrease in expense was principally driven by \$2.5 million of favorable foreign exchange, \$1.8 million of unrealized gains on derivative contracts, and \$0.6 million realized gains on derivative contracts, partially offset by \$1.8 million of foreign exchange loss on intercompany financing, \$1.2 million of lower Grant Program income and \$0.2 million of higher public offering fees and expenses.

Income tax expense.

Income tax expense for the second quarter of 2014 was \$37.5 million resulting in an effective tax rate of 39.6% versus an effective tax rate of 38.3% in the second quarter of 2013. The change in effective tax rate was principally driven by the change in discrete activity.

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Comparison of six months ended June 30, 2014 and 2013

The following table sets forth certain financial information for the six months ended June 30, 2014 and 2013. The following table and discussion should be read in conjunction with the information contained in our condensed consolidated financial statements and the notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

<i>(unaudited, dollars in millions)</i>	Six months ended June 30,			
	2014	% of net sales	2013	% of net sales
Net sales	\$1,029.7	—	\$969.5	—
Gross profit	461.0	44.8%	424.4	43.8%
Operating expenses:				
Selling, general and administrative expenses	168.3	16.4	173.5	17.9
Engineering — research and development	45.7	4.4	51.8	5.4
Total operating expenses	214.0	20.8	225.3	23.3
Operating income	247.0	24.0	199.1	20.5
Other expense, net:				
Interest expense, net	(71.7)	(7.0)	(67.2)	(6.9)
Other expense, net	(1.3)	(0.1)	(5.7)	(0.6)
Total other expense, net	(73.0)	(7.1)	(72.9)	(7.5)
Income before income taxes	174.0	16.9	126.2	13.0
Income tax expense	(64.7)	(6.3)	(48.2)	(5.0)
Net income	\$ 109.3	10.6%	\$ 78.0	8.0%

Net sales.

Net sales for the six months ended June 30, 2014 were \$1,029.7 million compared to \$969.5 million for the six months ended June 30, 2013, an increase of 6.2%. The increase was principally driven by a \$72.0 million, or 18%, increase in net sales of North American on-highway commercial products driven by higher demand from Rugged Duty Series, Highway Series and Pupil Transport/Shuttle Series models, a \$31.0 million, or 17%, increase in net sales of parts and other products driven by higher demand for global service parts and global on-highway support equipment commensurate with increased transmission unit volumes, and a \$19.0 million, or 119%, increase in net sales of North American off-highway products driven by higher demand from natural gas fracturing applications, partially offset by a \$32.0 million, or 28%, decrease in net sales of defense products due to lower U.S. defense spending, a \$12.0 million, or 21%, decrease in net sales of Outside North America off-highway products driven by lower demand from the energy sector, a \$11.0 million, or 8%, decrease in net sales of Outside North America on-highway products driven by weakness in Europe and South America, and a \$6.0 million, or 10%, decrease in net sales of North America hybrid-propulsion systems for transit buses driven by lower demand due to engine emissions improvements and non-hybrid alternatives that generally require a fully-automatic transmission (e.g. xNG).

Gross profit.

Gross profit for the six months ended June 30, 2014 was \$461.0 million compared to \$424.4 million for the six months ended June 30, 2013, an increase of 8.6%. The increase was principally driven by \$36.0 million related to increased net sales, \$2.0 million of price increases on certain products and \$3.0 million of favorable foreign exchange, partially offset by \$4.0 million of higher manufacturing expense commensurate with increased net sales and \$1.0 million of unfavorable material costs.

Selling, general and administrative expenses.

Selling, general and administrative expenses for the six months ended June 30, 2014 were \$168.3 million compared to \$173.5 million for the six months ended June 30, 2013, a decrease of 3.0%. The decrease was principally driven by \$5.6 million of lower intangible asset amortization and reduced global commercial spending activities and lower stock compensation expense.

Engineering — research and development.

Engineering expenses for the six months ended June 30, 2014 were \$45.7 million compared to \$51.8 million for the six months ended June 30, 2013, a decrease of 11.8%. The decrease was principally driven by \$3.7 million of lower technology-related license expenses to expand our position in transmission technologies and reduced product initiatives spending.

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Interest expense, net.

Interest expense, net for the six months ended June 30, 2014 was \$71.7 million compared to \$67.2 million for the six months ended June 30, 2013, an increase of 6.7%. The increase was principally driven by \$11.6 million of less favorable mark-to-market adjustments for our interest rate derivatives, partially offset by \$2.6 million of lower interest expense as a result of debt repayments and purchases, \$2.4 million of lower interest expense related to our interest rate swaps, \$1.3 million of lower interest expense due to lower interest rates on ATI's Senior Secured Credit Facility Term B-2 Loan due 2017 ("Term B-2 Loan") and AT's Senior Secured Credit Facility Term B-3 Loan due 2019 ("Term B-3 Loan"), and 0.8 million of lower amortization of deferred financing charges.

Other expense, net.

Other expense, net for the six months ended June 30, 2014 was \$1.3 million compared to \$5.7 million for the six months ended June 30, 2013, a decrease of 77.2%. The decrease in expense was principally driven by \$3.9 million of unrealized gains on derivative contracts, a \$2.5 million loss in 2013 on investments in technology-related initiatives, \$1.4 million of favorable foreign exchange, \$0.6 million realized gains on derivative contracts and \$0.1 million of higher miscellaneous income, partially offset by \$1.8 million of lower Grant Program income, \$1.8 million of foreign exchange loss on intercompany financing and \$0.5 million of higher public offering fees and expenses.

Income tax expense.

Income tax expense for the six months ended June 30, 2014 was \$64.7 million resulting in an effective tax rate of 37.2% versus an effective tax rate of 38.2% for the six months ended June 30, 2013. The change in effective tax rate was principally driven by the change in discrete activity.

Liquidity and Capital Resources

We generate cash primarily from our operating activities. We had total available cash and cash equivalents of \$126.7 million and \$184.7 million as of June 30, 2014 and December 31, 2013, respectively. Of the available cash and cash equivalents, approximately \$125.7 million and \$179.7 million was deposited in operating accounts while approximately \$1.0 million and \$5.0 million was invested in U.S. government backed securities as of June 30, 2014 and December 31, 2013, respectively.

In the first quarter of 2014, we increased the revolving commitments available under the revolving portion of the Senior Secured Credit Facility (defined as the Term B-2 Loan, Term B-3 Loan and revolving credit facility) to \$465.0 million, net of an allowance for up to \$75.0 million in outstanding letters of credit commitments. We had \$453.0 million and \$395.0 million available under the revolving portion of our Senior Secured Credit Facility, net of approximately \$12.0 million and \$15.0 million in letters of credit issued and outstanding as of June 30, 2014 and December 31, 2013, respectively. As of June 30, 2014 and December 31, 2013, we had no outstanding borrowings on our revolving credit facility.

Our principal uses of cash are operating expenses, capital expenditures, debt service, dividends on common stock and working capital needs. The following table shows our sources and uses of funds for the six months ended June 30, 2014 and 2013 (in millions):

<i>Statement of Cash Flows Data</i>	<u>Six months ended June 30,</u>	
	<u>2014</u>	<u>2013</u>
Cash flows from operating activities	\$ 242.0	\$ 184.4
Cash flows used for investing activities	(24.7)	(30.6)
Cash flows used for financing activities	(273.1)	(17.7)

Generally, cash provided by operating activities has been adequate to fund our operations. Due to fluctuations in our cash flows and the growth in our operations, it may be necessary from time to time in the future to borrow under the Senior Secured Credit Facility to meet cash demands. We anticipate cash provided by operating activities, cash and cash equivalents and borrowing capacity under the Senior Secured Credit Facility will be sufficient to meet our cash requirements for the next twelve months.

Cash provided by operating activities

Operating activities for the six months ended June 30, 2014 generated \$242.0 million of cash compared to \$184.4 million for the six months ended June 30, 2013. The increase was principally driven by increased net sales, higher 2013 payments related to technology-related licenses and higher other liabilities, net, partially offset by lower accounts payable, and higher accounts receivable commensurate with increased net sales.

Cash used for investing activities

Investing activities for the six months ended June 30, 2014 used \$24.7 million of cash compared to \$30.6 million for the six months ended June 30, 2013. The decrease was principally driven by a decrease of \$3.1 million in capital expenditures and \$2.5 million of lower 2014 investments in technology-related initiatives. The decrease in capital expenditures was principally driven by lower product initiatives spending, partially offset by increased investments in productivity and replacement programs.

Cash used for financing activities

Financing activities for the six months ended June 30, 2014 used \$273.1 million of cash compared to \$17.7 million of cash for the six months ended June 30, 2013. The increase was principally driven by \$249.8 million related to the repurchase of our common stock in connection with the February 2014 and June 2014 secondary offerings by funds affiliated with The Carlyle Group and Onex Corporation (collectively, the "Sponsors") and \$10.0 million of increased dividend payments, partially offset by \$2.9 million of decreased payments on our long-term debt and \$2.8 million of decreased proceeds from the exercise of stock options.

Our liquidity requirements are significant, primarily due to our debt service requirements. A one-eighth percent change in assumed interest rates for the Senior Secured Credit Facility, if fully drawn, as of June 30, 2014 would have no impact on interest expense due to the 1.00% LIBOR floor on our Term B-3 Loan and partial offset of our interest rate swaps. Our ability to make payments on and to refinance our indebtedness, and to fund planned capital expenditures will depend on our ability to generate cash in the future. This is subject to general economic, financial, competitive, legislative, regulatory and other factors that may be beyond our control.

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The revolving portion of the Senior Secured Credit Facility requires us to maintain a specified maximum total senior secured leverage ratio of 5.50x when revolving loan commitments remain outstanding at the end of a fiscal quarter. On March 12, 2014, however, the revolving lenders holding a majority of the revolving loan commitments permanently waived and agreed that no event of default would result from any non-compliance so long as there were no revolving loans outstanding as of the last day of any fiscal quarter. Throughout the six months ended June 30, 2014, we made one withdrawal and payment on the revolving credit facility as part of our debt management plans. The maximum amount outstanding at any time on the revolving credit facility was \$40.0 million, and the entire balance was repaid within the quarter it was borrowed. As of June 30, 2014, we had no revolving loans outstanding, however, we would have been in compliance with the maximum total senior secured leverage ratio, achieving a 3.11x ratio. Additionally within the terms of the Senior Secured Credit Facility, a senior secured leverage ratio at or below 3.50x results in the elimination of excess cash flow payments on the Senior Secured Credit Facility for the applicable year. The Senior Secured Credit Facility also provides certain financial incentives based on our total leverage ratio. A total leverage ratio at or below 4.00x results in a 25 basis point reduction to the applicable margin on our revolving credit facility, and a total leverage ratio at or below 3.50x results in a 12.5 basis point reduction to the revolving credit facility commitment fee and an additional 25 basis point reduction to the applicable margin on our revolving credit facility. A total leverage ratio at or below 3.25x results in a 25 basis point reduction to the applicable margin on our Term B-3 Loan. These reductions would remain in effect as long as we achieve a total leverage ratio at or below the related threshold. As of June 30, 2014, the total leverage ratio was 3.82x.

In addition to the maximum total senior secured leverage ratio for the revolving portion of the Senior Secured Credit Facility, the Senior Secured Credit Facility and the indenture governing the 7.125% Senior Notes include, among other things, customary restrictions (subject to certain exceptions) on our ability to incur certain indebtedness or liens, make certain investments or declare or pay certain dividends. As of June 30, 2014, we are in compliance with all covenants under the Senior Secured Credit Facility.

Prior to May 15, 2015, we may redeem some or all of our 7.125% Senior Notes by paying the applicable “make-whole” premium. At any time on or after May 15, 2015, we may redeem some or all of the 7.125% Senior Notes at specified redemption prices in the governing indenture.

To manage interest rate risk associated with our variable rate debt, we currently have eleven interest rate swap contracts as of June 30, 2014 that qualify as derivatives under authoritative accounting guidance for derivative instruments and hedging activities. Our interest rate swaps do not qualify for hedge accounting treatment and, as a result, fair value adjustments are charged directly to interest expense in the Condensed Consolidated Statements of Comprehensive Income. Despite the fact that we have elected a mark-to-market approach as opposed to hedge accounting treatment, the contracts are used strictly as an economic hedge and not for speculative purposes.

As of June 30, 2014, certain of our interest rate derivatives contain credit-risk and collateral contingent features. Certain interest rate derivatives contain provisions under which downgrades in our credit rating could require us to increase our collateral. Certain interest rate derivatives also contain provisions under which we may be required to post additional collateral if LIBOR reaches certain levels. As of June 30, 2014, we have been required to post collateral of \$0.0 million in cash and \$2.0 million in letters of credit as a result of changes in interest rates. As of June 30, 2014, as these interest rate derivatives are close to maturity which results in the LIBOR cure reaching zero, there will be no change to the collateral requirement.

Contingencies

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

Critical Accounting Policies and Significant Accounting Estimates

Our principal accounting policies are described in the “Basis of Presentation and Principles of Consolidation” section in the notes to the consolidated financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the Securities and Exchange Commission on February 24, 2014. The preparation of the condensed consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of some assets and liabilities and, in some instances, the reported amounts of revenues and expenses during the applicable reporting period. Differences between actual and estimate are recorded in the period identified. Management believes the accounting estimates discussed above represent those accounting estimates requiring the exercise of judgment where a different set of judgments could result in the greatest changes to our reported results.

Off-Balance Sheet Arrangements

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

Recently Issued Accounting Pronouncements

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

Certain Relationships and Related Party Transactions

As of June 30, 2014, our Sponsors each owned approximately 3% of our outstanding common stock. Pursuant to an amended and restated stockholders agreement, a majority of the Board of Directors was designated by our Sponsors and is affiliated with our Sponsors. As a result, our Sponsors or their nominees to the Board of Directors have the ability to control the appointment of our management, the entering into of mergers, sales of substantially all of our assets and other extraordinary transactions and influence amendments to our certificate of incorporation. The interests of our Sponsors could conflict with those of our other stockholders. In addition, our Sponsors may in the future own businesses that directly compete with ours.

Repurchase of Common Stock held by Sponsors

During the six months ended June 30, 2014, we completed three secondary public offerings of 35,000,000, 25,000,000 and 28,750,000 shares of our common stock held by investment funds affiliated with the Sponsors at public offering prices, less underwriting discounts and commissions, of \$29.95, \$29.78 and \$29.17 per share, respectively. In connection with the offerings, we repurchased from the underwriters 5,000,000 shares in June 2014 and 3,428,179 shares in February 2014 at the prices paid by the underwriters and subsequently retired those shares. In addition, as part of the June offering, the underwriters exercised its option to purchase an additional 5,250,000 shares from the Sponsors at an offering price of \$29.95 per share, the same price at which the 35,000,000 shares of common stock were sold to the underwriter. The sales by the Sponsors resulted in their ownership decreasing to 3% of our outstanding common stock as of June 30, 2014.

Senior Notes Held by Executive Officers

As of June 30, 2014, Lawrence E. Dewey, our Chairman, President and Chief Executive Officer, and David S. Graziosi, our Executive Vice President, Chief Financial Officer and Treasurer, held approximately \$100,000 and \$450,000, respectively, in aggregate principal amount of the 7.125% Senior Notes.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. The words “believe,” “expect,” “anticipate,” “intend,” “estimate” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Although forward-looking statements reflect management’s good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements speak only as of the date the statements are made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to: risks related to our substantial indebtedness; our participation in markets that are competitive; the highly cyclical industries in which certain of our end users operate; the failure of markets outside North America to increase adoption of fully-automatic transmissions; the concentration of our net sales in our top five customers and the loss of any one of these; future reductions or changes in government subsidies for hybrid vehicles, U.S. defense spending; general economic and industry conditions; the discovery of defects in our products, resulting in delays in new model launches, recall campaigns and/or increased warranty costs and reduction in future sales or damage to our brand and reputation; our ability to prepare for, respond to and successfully achieve our objectives relating to technological and market developments and changing customer needs; risks associated with our international operations; and labor strikes, work stoppages or similar labor disputes, which could significantly disrupt our operations or those of our principal customers.

Important factors that could cause actual results to differ materially from our expectations are disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the Securities and Exchange Commission on February 24, 2014. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements as well as other cautionary statements that are made from time to time in our public communications. You should evaluate all forward-looking statements made in this Quarterly Report on Form 10-Q in the context of these risks and uncertainties.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

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

Interest Rate Risk

We are subject to interest rate market risk in connection with a portion of our long-term debt. Our principal interest rate exposure relates to outstanding amounts under our Senior Secured Credit Facility. Our Senior Secured Credit Facility provides for variable rate borrowings of up to \$2,651.1 million including \$453.0 million under our revolving credit facility, net of \$12.0 million of letters of credit. A one-eighth percent change in assumed interest rates for the Senior Secured Credit Facility, if fully drawn, as of June 30, 2014 would have no impact on interest expense due to the 1.00% LIBOR floor on our Term B-3 Loan and partial offset of our interest rate swaps. As of June 30, 2014, we had no outstanding borrowings against the revolving credit facility.

From time to time, we enter into interest rate swap agreements to hedge our variable interest rate debt. Below is a list of our interest rate swaps as of June 30, 2014:

	Counterparty	Effective Date	Notional Amount (in millions)	LIBOR Fixed Rate
Interest Rate Swap H	Barclays Capital	Aug 2011-Aug 2014	\$ 350.0	3.75%
Interest Rate Swap I	Deutsche Bank	Aug 2011-Aug 2014	\$ 350.0	3.77%
Interest Rate Swap J	UBS	Aug 2013-Aug 2014	\$ 125.0	2.96%
Interest Rate Swap K	UBS	Aug 2013-Aug 2014	\$ 125.0	3.05%
Interest Rate Swap L	Barclays	Aug 2016-Aug 2019	\$ 75.0	3.44%*
Interest Rate Swap M	JP Morgan	Aug 2016-Aug 2019	\$ 100.0	3.43%*
Interest Rate Swap N	Bank of America	Aug 2016-Aug 2019	\$ 75.0	3.37%*
Interest Rate Swap O	Deutsche Bank	Aug 2016-Aug 2019	\$ 75.0	3.19%*
Interest Rate Swap P	Barclays	Aug 2016-Aug 2019	\$ 75.0	3.08%*
Interest Rate Swap Q	Barclays	Aug 2016-Aug 2019	\$ 50.0	2.99%*
Interest Rate Swap R	Deutsche Bank	Aug 2016-Aug 2019	\$ 50.0	2.98%*

* include LIBOR floor of 1.00%

In certain circumstances, we and the counterparty are required to provide additional collateral under these swaps. We are exposed to increased interest expense if a counterparty defaults. Refer to NOTE F and NOTE G of the notes to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Exchange Rate Risk

While our net sales and costs are denominated primarily in U.S. Dollars, net sales, costs, assets and liabilities are generated in other currencies including Japanese Yen, Euro, Indian Rupee, Brazilian Real, Chinese Yuan Renminbi, Canadian Dollar and Hungarian Forint. The expansion of our business outside North America may further increase the risk that cash flows resulting from these activities may be adversely affected by changes in currency exchange rates. As of June 30, 2014, we hold hedging contracts in the Japanese Yen, which are intended to hedge either known or forecasted cash flow payments denominated in the currency. We do not hold financial instruments for trading or speculative purposes.

Assuming current levels of foreign currency transactions, a 10% aggregate increase or decrease in the Japanese Yen, Euro, Indian Rupee, Chinese Yuan Renminbi and Canadian Dollar would correspondingly change our earnings by an estimated \$2 million per year. This includes the partial offset of our hedging contracts described above. All other exposure to foreign currencies is considered immaterial.

Commodity Price Risk

We are subject to changes in our cost of sales caused by movements in underlying commodity prices. Approximately two-thirds of our cost of sales consists of purchased components with significant raw material content. A substantial portion of the purchased parts are made of aluminum and steel. The cost of aluminum parts include an adjustment factor on future purchases for fluctuations in aluminum prices based on accepted industry indices. In addition, a substantial amount of steel-based contracts also include an index-based component. As our costs change, we are able to pass through a portion of the changes in commodity prices to certain of our customers according to our LTSA's. We historically have not entered into long-term purchase contracts related to the purchase of aluminum and steel. We currently hold financial forward contracts that are intended to hedge forecasted aluminum purchases. Based on our forecasted demand for 2014, 2015 and 2016, as of June 30, 2014, the hedge contracts cover approximately 44%, 29% and 6% of our aluminum requirements, respectively. We do not hold financial instruments for trading or speculative purposes.

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Assuming current levels of commodity purchases, a 10% increase or decrease in the price of aluminum and steel would correspondingly change our earnings by approximately \$1 million and \$4 million per year, respectively. This includes the partial offset of our hedging contracts described above.

Many of our LTSAs have incorporated a cost-sharing arrangement related to potential future commodity price fluctuations. Our hedging policy is that we only hedge for our exposure and do not hedge any portion of the customers' exposure. For purposes of the sensitivity analysis above, the impact of these cost sharing arrangements have not been included.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

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

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

Changes in Internal Control over Financial Reporting

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

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are a party to various legal actions in the normal course of our business, including those related to commercial transactions, product liability, safety, health, taxes, environmental and other matters. See NOTE O in the notes to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes from our risk factors as previously reported in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the Securities and Exchange Commission on February 24, 2014.

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

The following table summarizes repurchases of common stock settled during the three month period ended June 30, 2014:

	<u>Total Number of Shares Purchased*</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under Plans</u>
April 2014	—		—	—
May 2014	—		—	—
June 2014	5,000,000	\$ 29.95	—	—
Total	<u>5,000,000</u>	<u>\$ 29.95</u>	<u>—</u>	<u>—</u>

* On June 9, 2014, upon the completion of an offering by the Sponsors of 35,000,000 shares, we repurchased from the underwriter in the offering approximately \$150.0 million, or 5,000,000 shares, of our common stock sold by the Sponsors in the offering at a price per share equal to the price at which the underwriter purchased such shares from the Sponsors.

Item 6. Exhibits

(a) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.36	Amendment No. 10 to the Credit Agreement, dated as of April 14, 2014, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as Borrower, the several banks and other financial institutions or entities from time to time parties thereto as Lenders, Citicorp North America, Inc., as Administrative Agent and the other agents and arrangers party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed April 15, 2014)
10.37	Employment Agreement between Allison Transmission, Inc. and Lawrence E. Dewey, dated as of April 15, 2014 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed April 15, 2014)*
10.38	Employment Agreement between Allison Transmission, Inc. and David S. Graziosi, dated as of April 15, 2014 (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed April 15, 2014)*
10.39	Amended and Restated Non-Employee Director Compensation Policy*
10.40	Form of 2011 Equity Incentive Award Plan Restricted Stock Unit Agreement for Non-Employee Directors for 2014 Compensation*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Periodic Report by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

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

ALLISON TRANSMISSION HOLDINGS, INC.

Date: July 25, 2014

By: /s/ Lawrence E. Dewey

Name: Lawrence E. Dewey

Title: Chairman, President and Chief Executive Officer

Date: July 25, 2014

By: /s/ David S. Graziosi

Name: David S. Graziosi

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

ALLISON TRANSMISSION HOLDINGS, INC.

**Amended and Restated
Non-Employee Director Compensation Policy**

1. **General.** This Amended and Restated Non-Employee Director Compensation Policy (the "Policy") as set forth herein, amends and restates that certain Non-Employee Director Compensation Policy, previously adopted by the Board of Directors (the "Board") of Allison Transmission Holdings, Inc. (the "Company"). Capitalized but undefined terms used herein shall have the meanings provided for in the Allison Transmission Holdings, Inc. 2011 Equity Incentive Award Plan (the "Plan"). Notwithstanding any provision of this Policy to the contrary, other than Thomas Rabaut (beginning as of the date of the Company's 2014 annual shareholders meeting), no member of the Board who is a representative of TC Group, L.L.C. or Onex Corporation (as determined by the Board) shall be eligible to receive any compensation hereunder unless or until otherwise determined by the Board.

2. **Annual Retainer and Other Fees.** Each member of the Board who is not or has not been employed by the Company or one of its subsidiaries (a "Non-Employee Director") shall be entitled to an annual retainer and other fee(s) as follows:

a. The annual retainer fee for service on the Board until the Company's 2015 annual shareholders meeting shall be \$100,000 (such amount, the "Annual Retainer"), with \$75,000 of the Annual Retainer payable pursuant to the Non-Employee Director's election made in calendar year 2013 *either* 100% in fully vested Common Stock granted under the Plan (valued based on the Fair Market Value of the Common Stock on the date of grant), *or* 50% in fully vested Common Stock granted under the Plan and 50% in cash, and with \$25,000 of the Annual Retainer payable 100% in fully vested Common Stock granted under the Plan (valued based on the Fair Market Value of the Common Stock on the date of grant);

b. Beginning with the Company's 2015 annual shareholders meeting, the annual retainer fee for service on the Board shall be \$75,000 (such amount shall also be referred to as, the "Annual Retainer"), with the Annual Retainer payable at the Non-Employee Director's election *either* 100% in fully vested Common Stock granted under the Plan (valued based on the Fair Market Value of the Common Stock on the date of grant), 100% in cash, *or* 50% in fully vested Common Stock granted under the Plan and 50% in cash (if no election is made, the Annual Retainer will be paid 100% in cash);

c. The annual retainer fee for service as Chair of the Audit Committee shall be an additional \$20,000, payable in cash (the "Audit Chair Fee");

d. The annual retainer fee for service as a Chair of a committee of the Board (other than the Audit Committee) shall be an additional \$10,000, payable in cash (the "Other Chair Fee");

e. The annual retainer fee for service as a Non-Employee Director on the Audit Committee or the Government Security Committee shall be an additional \$10,000, payable in cash (the “Audit and Government Security Committee Service Fee”);

f. The annual retainer fee for service on a committee of the Board other than the Audit or Government Security Committee shall be an additional \$5,000, payable in cash (the “Other Committee Service Fee”); and

g. The Board leadership fee for service as the Non-Executive Chairman of the Board shall be an additional \$75,000, payable in cash (the “Non-Executive Chairman Fee”); and

h. The Board leadership fee for service as the Lead Director of the Board shall be an additional \$15,000 (the “Lead Director Fee,” and together with the fees in clauses (c) through (g), the “Other Fees”).

In no event shall a Non-Employee Director receive a fee pursuant to clause (e) or (f) with respect to a committee that the Non-Employee Director serves as its Chair for the applicable year.

3. Timing of Payment of Annual Retainer and Other Fees. The Annual Retainer and Other Fees payable hereunder are intended to cover service from one regular annual shareholders meeting to the next and, unless a deferral election is made as provided below, the Annual Retainer and Other Fees shall be paid quarterly in arrears in equal installments following the date of the Company’s annual shareholders meeting, without any requirement of additional Board action in connection therewith; provided, however, the Annual Retainer and Other Fees for the service period that begins at the Company’s 2014 annual shareholders meeting and ends at the next annual shareholders meeting shall be paid in full (instead of in arrears) on the next business day following the date of the Company’s 2014 annual shareholders meeting, without any requirement of additional Board action in connection therewith. The Annual Retainer and Other Fees shall be subject to the Non-Employee Director’s continued service on the Board on each applicable payment date.

4. Annual Equity Award. Each Non-Employee Director shall be entitled to an annual grant of Restricted Stock Units under the Plan covering shares of Common Stock with a grant date Fair Market Value of \$100,000 (the “Annual Equity Award”). The Annual Equity Award shall be granted as of the next business day after the date of the Company’s annual shareholders meeting, without any requirement of additional Board action in connection therewith, and will vest on the first to occur of (A) date of the Company’s next regular annual shareholders meeting in the year following the year of grant, (B) the date of the Non-Employee Director’s Separation from Service due to death or Disability, or (C) the date of a Change in Control, subject to continued service as a Non-Employee Director through the applicable vesting date. Any Annual Equity Award that does not vest on or prior to the date of the Non-Employee Director’s Separation from Service shall be immediately forfeited. The Restricted Stock Units shall be granted pursuant and subject to the terms set forth in the written agreement previously approved by the Board and duly executed by an executive officer of the Company. Unless a deferral election is made as provided below, the Restricted Stock Units will be distributed in

actual shares of Common Stock, or, at the Company's election, cash, in either case promptly (within 30 days) upon vesting. Notwithstanding the foregoing, the first Annual Equity Award shall only have a grant date Fair Market Value of \$75,000 and Richard Reynolds' first Annual Equity Award shall only have a grant date Fair Market Value of \$37,500. Mr. Reynolds shall be entitled to a cash payment equal to \$37,500 as an advance for meeting fees for service between the Company's 2014 annual shareholders meeting and the Company's 2015 annual shareholders meeting. Such cash payment shall be paid in a single lump sum on the next business day after the date of the Company's 2014 annual shareholders meeting. In the event that Mr. Reynolds ceases to serve as a Non-Employee Director prior to the date of the Company's 2015 annual shareholders meeting, the \$37,500 cash payment may be subject to clawback or recoupment, as determined by the Board.

5. Deferral Elections. A Non-Employee Director may elect to receive deferred stock units ("Deferred Stock") in lieu of (a) some or all of the fully vested stock awards constituting his or her Annual Retainer, (b) all of the cash constituting his or her Other Fees and (iii) some or all of the Restricted Stock Units constituting his or her Annual Equity Award. Any such Deferred Stock that relates to an Annual Equity Award shall be subject to the same vesting provisions as described in Section 4 above and will be immediately forfeited to the extent the Deferred Stock does not vest in accordance with such provisions. If the Non-Employee Director elects to receive Deferred Stock, the units will be credited to a bookkeeping account under the Company's Non-Employee Director Deferred Compensation Plan, where each unit will be equivalent in value to one share of Common Stock, and the units will be distributed in actual shares of Common Stock, or at the Company's election, cash, at the earlier of the Non-Employee Director's Separation from Service on the Board or a Change in Control, as described more fully in and in each case subject to the terms and conditions of the Company's Non-Employee Director Deferred Compensation Plan (the "Director Deferred Compensation Plan"). All deferral elections must be made in accordance with and are subject to the terms and conditions of the Director Deferred Compensation Plan. As used in this paragraph and in paragraph 5(i), the terms "Separation from Service" and "Change in Control" shall have meanings assigned to them in the Director Deferred Compensation Plan. Elections regarding the deferral of compensation made by a Non-Employee Director in calendar year 2013 with respect to Annual Retainers and Other Fees shall apply to all Annual Retainers and Other Fees payable in calendar year 2014, including the additional Other Fees. In addition, Elections regarding the deferral of compensation made by a Non-Employee Director in calendar year 2013 with respect to "Meeting Fees" shall apply to the Annual Equity Award granted in 2014.

6. Directors Commencing Service After the Annual Shareholders Meeting; Partial Year Roles. If a Non-Employee Director commences service on the Board after the date of the Company's regular annual shareholders meeting, the Non-Employee Director will receive a pro-rated portion the Annual Retainer, Other Fees, as applicable, and the Annual Equity Grant (based on the numbers of whole months elapsed since the most recent regular annual shareholders meeting). If a Non-Employee Director commences service on a committee of the Board, as the Non-Executive Chairman or as the Lead Director the Board in the middle of a service period, the Board may pro-rate any Other Fees otherwise payable with respect to such service and the payment date shall be within thirty days of such appointment, subject to any deferral elections.

7. Effect of Other Plan Provisions. All of the provisions of the Plan shall apply to the Awards granted automatically pursuant to this Policy, except to the extent such provisions are inconsistent with this Policy.

8. Policy Subject to Amendment, Modification and Termination. This Policy may be amended, modified or terminated by the Board in the future at its sole discretion. Without limiting the generality of the foregoing, the Board hereby expressly reserves the authority to terminate this Policy during any year up and until the election of directors at a given annual meeting of stockholders.

* * * * *

**ALLISON TRANSMISSION HOLDINGS, INC.
2011 INCENTIVE AWARD PLAN**

RESTRICTED STOCK UNIT GRANT NOTICE

Allison Transmission Holdings, Inc., a Delaware corporation (the "Company"), pursuant to its 2011 Equity Incentive Award Plan, as amended from time to time (the "Plan"), hereby grants to the holder listed below ("Participant") the number of Restricted Stock Units (the "RSUs") set forth below. The RSUs are subject to the terms and conditions set forth in this Restricted Stock Unit Grant Notice (the "Grant Notice") and the Restricted Stock Unit Agreement attached hereto as Exhibit A (the "Agreement") and the Plan, which are incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in the Grant Notice and the Agreement.

Participant:

Grant Date:

Number of RSUs:

Type of Shares Issuable: Common Stock of Allison Transmission Holdings, Inc.

Vesting Schedule: The RSUs will vest on the first to occur of (A) date of the Company's next regular annual shareholders meeting in the year following the year of grant, (B) the date of the Non-Employee Director's Separation from Service, or (C) the date of a Change in Control, in each case as follows:

the number of Restricted Stock Units that vest is equal to the number of Restricted Stock Units granted multiplied by the fraction of Board meetings the Non-Employee Director attended in the applicable year, where the numerator is the number of meetings attended and the denominator is the number of meetings held, provided that (x) if vesting occurs as a result of a Change in Control or the Non-Employee Director's Separation from Service due to death or Disability, 100% of the Restricted Stock Units shall vest and (y) if vesting occurs as a result of a Separation from Service other than due to death or Disability, the number of Restricted Stock Units that vest shall be determined by the Company in good faith based on the number of meetings held and attended by the Non-Employee Director prior to such Separation from Service and the number of remaining meetings expected to be held during the applicable year.

Any Restricted Stock Units that do not vest shall be immediately forfeited as of the applicable vesting date.

By his or her signature, and the Company's signature below, Participant agrees to be bound by the terms and conditions of the Plan, the Agreement and the Grant Notice. Participant has reviewed the Agreement, the Plan and the Grant Notice in their entirety, has had an opportunity to obtain the advice of counsel prior to executing the Grant Notice and fully understands all provisions of the Grant Notice, the Agreement and the Plan. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan, the Grant Notice or the Agreement.

ALLISON TRANSMISSION HOLDINGS, INC.

By: _____
Print Name: _____
Title: _____

PARTICIPANT

By: _____
Print Name: _____
Address: _____

EXHIBIT A
TO RESTRICTED STOCK UNIT GRANT NOTICE
RESTRICTED STOCK UNIT AGREEMENT

Pursuant to the Grant Notice to which this Agreement is attached, the Company has granted to Participant the number of RSUs set forth in the Grant Notice.

ARTICLE I.

GENERAL

1.1 Defined Terms. Capitalized terms not specifically defined herein shall have the meanings specified in the Plan or the Grant Notice.

1.2 Incorporation of Terms of Plan. The RSUs and the shares of Common Stock ("Stock") issued to Participant hereunder ("Shares") are subject to the terms and conditions set forth in this Agreement and the Plan, which is incorporated herein by reference. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan shall control.

ARTICLE II.

AWARD OF RESTRICTED STOCK UNITS AND DIVIDEND EQUIVALENTS

2.1 Award of RSUs and Dividend Equivalents.

(a) In consideration of Participant's past and/or continued employment with or service to the Company or a Subsidiary and for other good and valuable consideration, effective as of the grant date set forth in the Grant Notice (the "Grant Date"), the Company has granted to Participant the number of RSUs set forth in the Grant Notice, upon the terms and conditions set forth in the Grant Notice, the Plan and this Agreement, subject to adjustments as provided in Section 12.2 of the Plan. Each RSU represents the right to receive one Share or, at the option of the Company, an amount of cash as set forth in Section 2.3(b), in either case, at the times and subject to the conditions set forth herein. However, unless and until the RSUs have vested, Participant will have no right to the payment of any Shares subject thereto. Prior to the actual delivery of any Shares, the RSUs will represent an unsecured obligation of the Company, payable only from the general assets of the Company.

(b) The Company hereby grants to Participant an Award of Dividend Equivalents with respect to each RSU granted pursuant to the Grant Notice for all ordinary cash dividends which are paid to all or substantially all holders of the outstanding shares of Stock between the Grant Date and the date when the applicable RSU is distributed or paid to Participant or is forfeited or expires. The Dividend Equivalents for each RSU shall be equal to the amount of cash which is paid as a dividend on one share of Stock. All such Dividend Equivalents shall be credited to Participant and be deemed to be reinvested in additional RSUs as of the date of payment of any such dividend based on the Fair Market Value of a share of Stock on such date. Each additional RSU which results from such deemed reinvestment of Dividend Equivalents granted hereunder shall be subject to the same vesting, distribution or payment, adjustment and other provisions which apply to the underlying RSU to which such additional RSU relates.

2.2 Vesting of RSUs and Dividend Equivalents.

(a) Subject to Participant's continued employment with or service to the Company or a Subsidiary on each applicable vesting date and subject to the terms of this Agreement, the RSUs shall vest in such amounts and at such times as are set forth in the Grant Notice. Each additional RSU which results from deemed reinvestments of Dividend Equivalents pursuant to Section 2.1(b) hereof shall vest whenever the underlying RSU to which such additional RSU relates vests.

(b) In the event Participant incurs a Termination of Service, except as may be otherwise provided by the Administrator or as set forth in a written agreement between Participant and the Company, Participant shall immediately forfeit any and all RSUs and Dividend Equivalents granted under this Agreement which have not vested or do not vest on or prior to the date on which such Termination of Service occurs, and Participant's rights in any such RSUs and Dividend Equivalents which are not so vested shall lapse and expire.

2.3 Distribution or Payment of RSUs.

(a) Participant's RSUs shall be distributed in Shares (either in book-entry form or otherwise) or, at the option of the Company, paid in an amount of cash as set forth in Section 2.3(b), in either case, as follows:

(i) Subject to subsection (ii) below, Participant's RSUs shall be distributed or paid in the calendar year following the calendar year in which the Grant Date occurs (the "Payment Year"). More specifically, the RSUs shall be distributed or paid within 30 days after the date of the Company's regular annual shareholders meeting occurring in the Payment Year and in all events prior to December 31 of the Payment Year.

(ii) If a Change in Control or the Participant's Separation from Service occurs prior to the date the RSUs would be distributed or paid pursuant to subsection (i) above, the RSUs shall be distributed or paid as soon as practicable and in all events within 30 days after the first to occur of a Change in Control or the Participant's Separation from Service.

For purposes of this Agreement, (i) "Grant Date" shall be the date identified in the Grant Notice above and (ii) the terms "Change in Control" and "Separation from Service" shall have meanings assigned to them in the Company's Director Deferred Compensation Plan.

(b) In the event that the Company elects to make payment of Participant's RSUs in cash, the amount of cash payable with respect to each RSU shall be equal to the Fair Market Value of a Share on the day immediately preceding the applicable distribution or payment date set forth in Section 2.3(a). All distributions made in Shares shall be made by the Company in the form of whole Shares, and any fractional share shall be distributed in cash in an amount equal to the value of such fractional share determined based on the Fair Market Value as of the date immediately preceding the date of such distribution.

(c) The foregoing provisions of this Section 2.3 shall be subject to any valid deferral election made in accordance with the terms of the Allison Transmission Holdings, Inc. Non-Employee Director Compensation Policy and/or the Allison Transmission Holdings, Inc. Non-Employee Director Deferred Compensation Plan or any successor plans and/or policies.

2.4 Conditions to Issuance of Certificates. The Company shall not be required to issue or deliver any certificate or certificates for any Shares prior to the fulfillment of all of the following

conditions: (A) the admission of the Shares to listing on all stock exchanges on which such Shares are then listed, (B) the completion of any registration or other qualification of the Shares under any state or federal law or under rulings or regulations of the Securities and Exchange Commission or other governmental regulatory body, which the Administrator shall, in its absolute discretion, deem necessary or advisable, and (C) the obtaining of any approval or other clearance from any state or federal governmental agency that the Administrator shall, in its absolute discretion, determine to be necessary or advisable.

2.5 Tax Withholding. Notwithstanding any other provision of this Agreement:

(a) The Company and its Subsidiaries have the authority to deduct or withhold, or require Participant to remit to the Company or the applicable Subsidiary, an amount sufficient to satisfy applicable federal, state, local and foreign taxes (including the employee portion of any FICA obligation) required by law to be withheld with respect to any taxable event arising pursuant to this Agreement. The Company and its Subsidiaries may withhold or the Participant may make such payment in one or more of the forms specified below:

(i) by cash or check made payable to the Company or the Subsidiary with respect to which the withholding obligation arises;

(ii) by the deduction of such amount from other compensation payable to Participant;

(iii) with respect to any withholding taxes arising in connection with the distribution of the RSUs, with the consent of the Administrator, by requesting that the Company and its Subsidiaries withhold a net number of vested shares of Stock otherwise issuable pursuant to the RSUs having a then current Fair Market Value not exceeding the amount necessary to satisfy the withholding obligation of the Company and its Subsidiaries based on the minimum applicable statutory withholding rates for federal, state, local and foreign income tax and payroll tax purposes;

(iv) with respect to any withholding taxes arising in connection with the distribution of the RSUs, with the consent of the Administrator, by tendering to the Company vested shares of Stock having a then current Fair Market Value not exceeding the amount necessary to satisfy the withholding obligation of the Company and its Subsidiaries based on the minimum applicable statutory withholding rates for federal, state, local and foreign income tax and payroll tax purposes;

(v) with respect to any withholding taxes arising in connection with the distribution of the RSUs, through the delivery of a notice that Participant has placed a market sell order with a broker acceptable to the Company with respect to shares of Stock then issuable to Participant pursuant to the RSUs, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company or the Subsidiary with respect to which the withholding obligation arises in satisfaction of such withholding taxes; *provided* that payment of such proceeds is then made to the Company or the applicable Subsidiary at such time as may be required by the Administrator, but in any event not later than the settlement of such sale; or

(vi) in any combination of the foregoing.

(b) With respect to any withholding taxes arising in connection with the RSUs, in the event Participant fails to provide timely payment of all sums required pursuant to Section 2.5(a), the Company shall have the right and option, but not the obligation, to treat such failure as an election by Participant to satisfy all or any portion of Participant's required payment obligation pursuant to

Section 2.5(a)(ii) or Section 2.5(a)(iii) above, or any combination of the foregoing as the Company may determine to be appropriate. The Company shall not be obligated to deliver any certificate representing shares of Stock issuable with respect to the RSUs to Participant or his or her legal representative unless and until Participant or his or her legal representative shall have paid or otherwise satisfied in full the amount of all federal, state, local and foreign taxes applicable with respect to the taxable income of Participant resulting from the vesting or settlement of the RSUs or any other taxable event related to the RSUs.

(c) In the event any tax withholding obligation arising in connection with the RSUs will be satisfied under Section 2.5(a)(iii), then the Company may elect to instruct any brokerage firm determined acceptable to the Company for such purpose to sell on Participant's behalf a whole number of shares from those shares of Stock then issuable to Participant pursuant to the RSUs as the Company determines to be appropriate to generate cash proceeds sufficient to satisfy the tax withholding obligation and to remit the proceeds of such sale to the Company or the Subsidiary with respect to which the withholding obligation arises. Participant's acceptance of this Award constitutes Participant's instruction and authorization to the Company and such brokerage firm to complete the transactions described in this Section 2.5(c), including the transactions described in the previous sentence, as applicable. The Company may refuse to issue any shares of Stock in settlement of the RSUs to Participant until the foregoing tax withholding obligations are satisfied, *provided* that no payment shall be delayed under this Section 2.5(c) if such delay will result in a violation of Section 409A of the Code.

(d) Participant is ultimately liable and responsible for all taxes owed in connection with the RSUs, regardless of any action the Company or any Subsidiary takes with respect to any tax withholding obligations that arise in connection with the RSUs. Neither the Company nor any Subsidiary makes any representation or undertaking regarding the treatment of any tax withholding in connection with the awarding, vesting or payment of the RSUs or the subsequent sale of Shares. The Company and the Subsidiaries do not commit and are under no obligation to structure the RSUs to reduce or eliminate Participant's tax liability.

2.6 Rights as Stockholder. Neither Participant nor any person claiming under or through Participant will have any of the rights or privileges of a stockholder of the Company in respect of any Shares deliverable hereunder unless and until certificates representing such Shares (which may be in book-entry form) will have been issued and recorded on the records of the Company or its transfer agents or registrars, and delivered to Participant (including through electronic delivery to a brokerage account). Except as otherwise provided herein, after such issuance, recordation and delivery, Participant will have all the rights of a stockholder of the Company with respect to such Shares, including, without limitation, the right to receipt of dividends and distributions on such Shares.

ARTICLE III.

OTHER PROVISIONS

3.1 Administration. The Administrator shall have the power to interpret the Plan, the Grant Notice and this Agreement and to adopt such rules for the administration, interpretation and application of the Plan, the Grant Notice and this Agreement as are consistent therewith and to interpret, amend or revoke any such rules. All actions taken and all interpretations and determinations made by the Administrator will be final and binding upon Participant, the Company and all other interested persons. To the extent allowable pursuant to Applicable Law, no member of the Committee or the Board will be personally liable for any action, determination or interpretation made with respect to the Plan, the Grant Notice or this Agreement.

3.2 RSUs Not Transferable. The RSUs may not be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution, unless and until the Shares underlying the RSUs have been issued, and all restrictions applicable to such Shares have lapsed. No RSUs or any interest or right therein or part thereof shall be liable for the debts, contracts or engagements of Participant or his or her successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof shall be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence.

3.3 Adjustments. The Administrator may accelerate the vesting of all or a portion of the RSUs in such circumstances as it, in its sole discretion, may determine. Participant acknowledges that the RSUs and the Shares subject to the RSUs are subject to adjustment, modification and termination in certain events as provided in this Agreement and Section 12.2 of the Plan.

3.4 Notices. Any notice to be given under the terms of this Agreement to the Company shall be addressed to the Company in care of the Secretary of the Company at the Company's principal office, and any notice to be given to Participant shall be addressed to Participant at Participant's last address reflected on the Company's records. By a notice given pursuant to this Section 3.4, either party may hereafter designate a different address for notices to be given to that party. Any notice shall be deemed duly given when sent via email or when sent by certified mail (return receipt requested) and deposited (with postage prepaid) in a post office or branch post office regularly maintained by the United States Postal Service.

3.5 Titles. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

3.6 Governing Law. The laws of the State of Delaware shall govern the interpretation, validity, administration, enforcement and performance of the terms of this Agreement regardless of the law that might be applied under principles of conflicts of laws.

3.7 Conformity to Securities Laws. Participant acknowledges that the Plan, the Grant Notice and this Agreement are intended to conform to the extent necessary with all Applicable Laws, including, without limitation, the provisions of the Securities Act and the Exchange Act, and any and all regulations and rules promulgated thereunder by the Securities and Exchange Commission, and state securities laws and regulations. Notwithstanding anything herein to the contrary, the Plan shall be administered, and the RSUs are granted, only in such a manner as to conform to Applicable Law. To the extent permitted by Applicable Law, the Plan and this Agreement shall be deemed amended to the extent necessary to conform to Applicable Law.

3.8 Amendment, Suspension and Termination. To the extent permitted by the Plan, this Agreement may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Administrator or the Board, *provided* that, except as may otherwise be provided by the Plan, no amendment, modification, suspension or termination of this Agreement shall adversely affect the RSUs in any material way without the prior written consent of Participant.

3.9 Successors and Assigns. The Company may assign any of its rights under this Agreement to single or multiple assignees, and this Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in Section 3.2 and the Plan, this Agreement shall be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

3.10 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan or this Agreement, if Participant is subject to Section 16 of the Exchange Act, the Plan, the RSUs (including RSUs which result from the deemed reinvestment of Dividend Equivalents), the Dividend Equivalents, the Grant Notice and this Agreement shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3 of the Exchange Act) that are requirements for the application of such exemptive rule. To the extent permitted by Applicable Law, this Agreement shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

3.11 Not a Contract of Employment. Nothing in this Agreement or in the Plan shall confer upon Participant any right to continue to serve as an employee or other service provider of the Company or any Subsidiary or shall interfere with or restrict in any way the rights of the Company and its Subsidiaries, which rights are hereby expressly reserved, to discharge or terminate the services of Participant at any time for any reason whatsoever, with or without cause, except to the extent expressly provided otherwise in a written agreement between the Company or a Subsidiary and Participant.

3.12 Entire Agreement. The Plan, the Grant Notice and this Agreement (including any exhibit hereto) constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof.

3.13 Section 409A. The intent of the parties is that the payments and benefits under this Agreement comply with or be exempt from Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations and guidance promulgated thereunder (collectively, "Section 409A") and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted to be in compliance therewith. If at any time the Administrator determines that this Award (or any portion thereof) may result in adverse tax consequences as a result of Section 409A, the Administrator shall have the right in its sole discretion (without any obligation to do so or to indemnify Participant or any other person for failure to do so) to adopt such amendments to the Plan, the Grant Notice or this Agreement, or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, as the Administrator determines are necessary or appropriate for this Award either to be exempt from the application of Section 409A or to comply with the requirements of Section 409A. Notwithstanding anything in this Agreement to the contrary, if the Participant is deemed by the Company at the time of Participant's Separation from Service to be a "specified employee" for purposes of Section 409A, to the extent delayed payment or distribution of the RSUs is required in order to avoid a prohibited distribution under Section 409A, such payment or distribution shall not be made prior to the earlier of (a) the expiration of the six-month period measured from the date of Participant's Separation from Service or (b) the date of Participant's death. Notwithstanding any provisions of this Agreement or the Plan to the contrary, the time of distribution of the RSUs under this Agreement may not be changed except as may be permitted by the Administrator in accordance with Section 409A of the Code and the applicable Treasury Regulations promulgated thereunder.

3.14 Agreement Severable. In the event that any provision of the Grant Notice or this Agreement is held invalid or unenforceable, such provision will be severable from, and such invalidity or unenforceability will not be construed to have any effect on, the remaining provisions of the Grant Notice or this Agreement.

3.15 Limitation on Participant's Rights. Participation in the Plan confers no rights or interests other than as herein provided. This Agreement creates only a contractual obligation on the part of the Company as to amounts payable and shall not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. Participant shall have only the rights of a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, with respect to the RSUs and Dividend Equivalents.

3.16 Counterparts. The Grant Notice may be executed in one or more counterparts, including by way of any electronic signature, subject to Applicable Law, each of which shall be deemed an original and all of which together shall constitute one instrument.

3.17 Broker-Assisted Sales. In the event of any broker-assisted sale of shares of Stock in connection with the payment of withholding taxes as provided in Section 2.5(a)(iii) or Section 2.5(a)(v): (A) any shares of Stock to be sold through a broker-assisted sale will be sold on the day the tax withholding obligation arises or as soon thereafter as practicable; (B) such shares of Stock may be sold as part of a block trade with other participants in the Plan in which all participants receive an average price; (C) Participant will be responsible for all broker's fees and other costs of sale, and Participant agrees to indemnify and hold the Company harmless from any losses, costs, damages, or expenses relating to any such sale; (D) to the extent the proceeds of such sale exceed the applicable tax withholding obligation, the Company agrees to pay such excess in cash to Participant as soon as reasonably practicable; (E) Participant acknowledges that the Company or its designee is under no obligation to arrange for such sale at any particular price, and that the proceeds of any such sale may not be sufficient to satisfy the applicable tax withholding obligation; and (F) in the event the proceeds of such sale are insufficient to satisfy the applicable tax withholding obligation, Participant agrees to pay immediately upon demand to the Company or its Subsidiary with respect to which the withholding obligation arises an amount in cash sufficient to satisfy any remaining portion of the Company's or the applicable Subsidiary's withholding obligation.

* * *

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

I, Lawrence E. Dewey, certify that:

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

Dated: July 25, 2014

/s/ Lawrence E. Dewey

Name: Lawrence E. Dewey

Title: Chairman, President and Chief Executive Officer
(Principal Executive Officer)

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

I, David S. Graziosi, certify that:

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

Dated: July 25, 2014

/s/ David S. Graziosi

Name: David S. Graziosi

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

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

In connection with the Quarterly Report of Allison Transmission Holdings, Inc. (the "Company") on Form 10-Q for the quarter ending June 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Lawrence E. Dewey, Chairman, President and Chief Executive Officer of the Company, and David S. Graziosi, Executive Vice President, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. § 1350 as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

Dated: July 25, 2014

/s/ Lawrence E. Dewey

Lawrence E. Dewey
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Dated: July 25, 2014

/s/ David S. Graziosi

David S. Graziosi
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)