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

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**FORM 10-Q**

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

For the quarterly period ended March 31, 2015

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-35938



**GLOBAL BRASS AND COPPER HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**475 N. Martingale Road Suite 1050**  
**Schaumburg, IL**  
(Address of principal executive offices)

**06-1826563**  
(I.R.S. Employer  
Identification Number)

**60173**  
(Zip Code)

**(847) 240-4700**  
(Registrant's telephone number, including area code)

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

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

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

On April 30, 2015, there were 21,488,812 shares of common stock outstanding.

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**March 31, 2015**

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**PART I – FINANCIAL INFORMATION**  
**Item 1. Financial Statements.**  
**Global Brass and Copper Holdings, Inc.**  
**Consolidated Balance Sheets (Unaudited)**

	As of		
	March 31, 2015	December 31, 2014	March 31, 2014
<i>(In millions, except share and par value data)</i>			
<b>Assets</b>			
Current assets:			
Cash	\$ 52.1	\$ 44.6	\$ 16.9
Accounts receivable (net of allowance of \$1.0, \$1.0 and \$1.0 at March 31, 2015, December 31, 2014 and March 31, 2014, respectively)	191.9	152.3	214.9
Inventories	184.8	189.0	196.3
Prepaid expenses and other current assets	34.0	26.2	32.7
Deferred income taxes	30.2	30.1	32.6
Income tax receivable	4.0	8.3	5.2
Total current assets	497.0	450.5	498.6
Property, plant and equipment, net	102.2	103.5	91.3
Investment in joint venture	1.7	2.0	2.5
Goodwill	4.4	4.4	4.4
Intangible assets, net	0.6	0.6	0.7
Deferred income taxes	1.0	0.8	4.6
Other noncurrent assets	14.0	14.7	16.0
Total assets	\$ 620.9	\$ 576.5	\$ 618.1
<b>Liabilities and equity</b>			
Current liabilities:			
Current maturities of long-term debt	\$ 1.0	\$ 1.0	\$ —
Accounts payable	98.4	82.5	106.6
Accrued liabilities	70.4	57.3	68.6
Accrued interest	12.1	3.2	12.2
Income tax payable	0.2	0.5	0.4
Total current liabilities	182.1	144.5	187.8
Long-term debt	379.6	379.8	398.0
Deferred income taxes	0.2	0.8	—
Other noncurrent liabilities	25.4	25.4	26.3
Total liabilities	587.3	550.5	612.1
Commitments and contingencies (Note 10)			
Global Brass and Copper Holdings, Inc. stockholders' equity:			
Common stock - \$0.01 par value; 80,000,000 shares authorized; 21,513,021, 21,369,407 and 21,266,737 shares issued at March 31, 2015, December 31, 2014 and March 31, 2014, respectively	0.2	0.2	0.2
Additional paid-in capital	33.2	32.5	31.0
Accumulated deficit	(2.8)	(10.1)	(29.7)
Treasury stock - 32,344, 29,200 and 0 shares at March 31, 2015, December 31, 2014 and March 31, 2014, respectively	(0.5)	(0.4)	—
Accumulated other comprehensive (loss) income	(0.8)	(0.6)	0.4
Total Global Brass and Copper Holdings, Inc. stockholders' equity	29.3	21.6	1.9
Noncontrolling interest	4.3	4.4	4.1
Total equity	33.6	26.0	6.0
Total liabilities and equity	\$ 620.9	\$ 576.5	\$ 618.1

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

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**Global Brass and Copper Holdings, Inc.**  
**Consolidated Statements of Operations (Unaudited)**

	Three Months Ended	
	March 31,	
	2015	2014
<i>(In millions, except per share data)</i>		
Net sales	\$ 400.2	\$ 443.8
Cost of sales	<u>356.3</u>	<u>400.2</u>
Gross profit	43.9	43.6
Selling, general and administrative expenses	<u>21.4</u>	<u>18.8</u>
Operating income	22.5	24.8
Interest expense	10.0	9.9
Other expense, net	<u>0.1</u>	<u>0.1</u>
Income before provision for income taxes and equity income	12.4	14.8
Provision for income taxes	<u>4.5</u>	<u>5.3</u>
Income before equity income	7.9	9.5
Equity income, net of tax	<u>0.2</u>	<u>0.3</u>
Net income	8.1	9.8
Less: Net income attributable to noncontrolling interest	<u>—</u>	<u>0.1</u>
Net income attributable to Global Brass and Copper Holdings, Inc.	<u>\$ 8.1</u>	<u>\$ 9.7</u>
Net income attributable to Global Brass and Copper Holdings, Inc. per common share:		
Basic	\$ 0.38	\$ 0.46
Diluted	\$ 0.38	\$ 0.46
Weighted average common shares outstanding:		
Basic	21.2	21.1
Diluted	21.3	21.2
Dividends declared per common share	\$0.0375	\$0.0375

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

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**Global Brass and Copper Holdings, Inc.**  
**Consolidated Statements of Comprehensive Income (Unaudited)**

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<i>(In millions)</i>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2015</b>	<b>2014</b>
Net income	\$ 8.1	\$ 9.8
Other comprehensive loss:		
Foreign currency translation adjustment	(0.2)	(0.2)
Less: Income tax benefit on foreign currency translation adjustment	<u>(0.1)</u>	<u>(0.1)</u>
Comprehensive income	8.0	9.7
Less: Comprehensive income attributable to noncontrolling interest	<u>0.1</u>	<u>0.1</u>
Comprehensive income attributable to Global Brass and Copper Holdings, Inc.	<u>\$ 7.9</u>	<u>\$ 9.6</u>

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

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**Global Brass and Copper Holdings, Inc.**  
**Consolidated Statements of Changes in Equity / (Deficit) (Unaudited)**

<i>(In millions)</i>	Common stock	Additional paid-in capital	(Accumulated deficit)/ retained earnings	Treasury stock	Accumulated other comprehensive (loss) income	Total Global Brass and Copper Holdings, Inc. stockholders' equity/(deficit)	Noncontrolling interest	Total equity/ (deficit)
<b>Balance at December 31, 2013</b>	\$ 0.2	\$ 30.5	\$ (38.6)	\$ —	\$ 0.5	\$ (7.4)	\$ 4.0	\$ (3.4)
Share-based compensation (3,646 shares)	—	0.3	—	—	—	0.3	—	0.3
Exercise of stock options (11,605 shares)	—	0.1	—	—	—	0.1	—	0.1
Excess tax benefit on share-based compensation	—	0.1	—	—	—	0.1	—	0.1
Dividends declared	—	—	(0.8)	—	—	(0.8)	—	(0.8)
Net income	—	—	9.7	—	—	9.7	0.1	9.8
Other comprehensive (loss) income, net of tax	—	—	—	—	(0.1)	(0.1)	—	(0.1)
<b>Balance at March 31, 2014</b>	<u>\$ 0.2</u>	<u>\$ 31.0</u>	<u>\$ (29.7)</u>	<u>\$ —</u>	<u>\$ 0.4</u>	<u>\$ 1.9</u>	<u>\$ 4.1</u>	<u>\$ 6.0</u>
<b>Balance at December 31, 2014</b>	\$ 0.2	\$ 32.5	\$ (10.1)	\$ (0.4)	\$ (0.6)	\$ 21.6	\$ 4.4	\$ 26.0
Share-based compensation (143,614 shares)	—	0.7	—	—	—	0.7	—	0.7
Share repurchases (3,144 shares)	—	—	—	(0.1)	—	(0.1)	—	(0.1)
Dividends declared	—	—	(0.8)	—	—	(0.8)	—	(0.8)
Distribution to noncontrolling interest	—	—	—	—	—	—	(0.2)	(0.2)
Net income	—	—	8.1	—	—	8.1	—	8.1
Other comprehensive (loss) income, net of tax	—	—	—	—	(0.2)	(0.2)	0.1	(0.1)
<b>Balance at March 31, 2015</b>	<u>\$ 0.2</u>	<u>\$ 33.2</u>	<u>\$ (2.8)</u>	<u>\$ (0.5)</u>	<u>\$ (0.8)</u>	<u>\$ 29.3</u>	<u>\$ 4.3</u>	<u>\$ 33.6</u>

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

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**Global Brass and Copper Holdings, Inc.**  
**Consolidated Statements of Cash Flows (Unaudited)**

<i>(In millions)</i>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 8.1	\$ 9.8
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Lower of cost or market adjustment to inventory	1.9	0.1
Unrealized (gain) loss on derivatives	(1.0)	0.2
Depreciation	3.3	2.3
Amortization of debt issuance costs	0.7	0.6
Share-based compensation expense	0.7	0.3
Excess tax benefit from share-based compensation	—	(0.1)
Deferred income taxes	(0.8)	(0.3)
Loss on disposal of property, plant and equipment	—	0.1
Equity earnings, net of distributions	0.2	(0.3)
Change in assets and liabilities:		
Accounts receivable	(39.6)	(43.2)
Inventories	2.2	(5.6)
Prepaid expenses and other current assets	(6.8)	(10.7)
Accounts payable	18.5	23.7
Accrued liabilities	13.5	13.0
Accrued interest	8.9	8.9
Income taxes, net	4.0	(0.9)
Other, net	—	0.1
Net cash provided by (used in) operating activities	13.8	(2.0)
<b>Cash flows from investing activities</b>		
Capital expenditures	(5.0)	(8.7)
Net cash used in investing activities	(5.0)	(8.7)
<b>Cash flows from financing activities</b>		
Borrowings on ABL Facility	0.3	107.9
Payments on ABL Facility	(0.3)	(90.4)
Principal payments under capital lease obligation	(0.2)	—
Dividends paid	(0.8)	(0.8)
Distribution to noncontrolling interest owner	(0.2)	—
Proceeds from exercise of stock options	—	0.1
Excess tax benefit from share-based compensation	—	0.1
Share repurchases	(0.1)	—
Net cash (used in) provided by financing activities	(1.3)	16.9
Effect of foreign currency exchange rates	—	(0.1)
Net increase in cash	7.5	6.1
Cash at beginning of period	44.6	10.8
Cash at end of period	<u>\$ 52.1</u>	<u>\$ 16.9</u>
<b>Noncash investing and financing activities</b>		
Purchases of property, plant and equipment not yet paid	\$ 1.0	\$ 1.7

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



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### **Global Brass and Copper Holdings, Inc. Notes to Consolidated Financial Statements (Unaudited)**

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#### **1. Basis of Presentation and Principles of Consolidation**

Global Brass and Copper Holdings, Inc. (“Holdings,” the “Company,” “we,” “us,” or “our”) through its wholly-owned principal operating subsidiary, Global Brass and Copper, Inc. (“GBC”), is operated and managed through three reportable segments: GBC Metals, LLC (“Olin Brass”), Chase Brass and Copper Company, LLC (“Chase Brass”) and A.J. Oster, LLC (“A.J. Oster”).

These unaudited consolidated financial statements include the accounts of the Company, our wholly-owned subsidiaries and our majority-owned subsidiaries in which we have a controlling interest. All significant intercompany accounts and transactions relative to wholly- and majority-owned subsidiaries have been eliminated. The equity method is used to account for investments in affiliated companies that are 20% to 50% owned where we do not hold a controlling voting interest and do not direct the matters that most significantly impact the investee’s operations.

The accompanying unaudited interim consolidated financial statements include all normal recurring adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. The December 31, 2014 consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America (“U.S. GAAP”). Certain information and disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. In addition, it requires management to make estimates and assumptions that affect the reported amount of net sales and expenses during the reporting periods. Actual amounts could differ from those estimates.

Results of operations for the interim periods presented are not necessarily indicative of results which may be expected for any other interim period or for the year as a whole. There have been no significant changes to our significant accounting policies during the three months ended March 31, 2015. These interim unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company included in our Annual Report on Form 10-K for the year ended December 31, 2014.

#### Revision of Prior Period Statements of Cash Flows

We revised our consolidated statement of cash flows for the three months ended March 31, 2014 to correct errors related to the treatment of purchases of property, plant and equipment for which cash had not yet been paid. These non-cash purchases were previously reflected as a component of net cash used in operating activities and net cash used in investing activities. We assessed the materiality of this error and determined that the error is not material to any previously reported annual or interim financial statements. The revision of prior reported amounts has no impact on the reported change in cash or amounts reported in the consolidated balance sheets, statements of operations, statements of comprehensive income or statements of changes in equity (deficit).

For the three months ended March 31, 2014, the correction to cash flows from operating activities was to adjust the cash effect of the change in accounts payable and the change in accrued liabilities by \$2.5 million and \$0.5 million, respectively, from \$21.2 million and \$12.5 million, respectively, to \$23.7 million and \$13.0 million, respectively. The correction to cash flows from investing activities was to adjust capital expenditures by \$3.0 million, from \$5.7 million to \$8.7 million. The revision resulted in a decrease of \$3.0 million to the Company’s “net cash used in operating activities” for the three months ended March 31, 2014, with a corresponding decrease to “net cash used in investing activities”.

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### Global Brass and Copper Holdings, Inc. Notes to Consolidated Financial Statements (Unaudited)

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#### Recently Issued and Recently Adopted Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”), which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years, with early adoption permitted. ASU 2015-03 requires retrospective adoption. We do not expect that the adoption of this standard will have a material effect on our financial statements.

In August 2014, the FASB issued ASU No. 2014-15, *Disclosure of Uncertainties About an Entity’s Ability to Continue as a Going Concern* (“ASU 2014-15”). The guidance requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year of the date the financial statements are issued and provides guidance on determining when and how to disclose going concern uncertainties in the financial statements. Certain disclosures will be required if conditions give rise to substantial doubt about an entity’s ability to continue as a going concern. ASU 2014-15 applies to all entities and is effective for annual and interim reporting periods ending after December 15, 2016, with early adoption permitted. We do not expect that the adoption of this standard will have a material effect on our financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”). The guidance provides companies with a single model for use in accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific revenue guidance. The core principle of the model is that an entity will recognize revenue to depict the transfer of goods or services to customers in an amount that the entity expects to be entitled to in exchange for those goods or services, as opposed to recognizing revenue when the risks and rewards transfer to the customer under the existing revenue guidance. The new standard also will result in enhanced disclosures about revenue and provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications). ASU 2014-09 is effective for the first interim period within annual reporting periods beginning after December 15, 2016 and early adoption is not permitted. The guidance permits companies to either apply the requirements retrospectively to all prior periods presented, or apply the requirements in the year of adoption, through a cumulative adjustment. We are in the process of evaluating the impact of adoption on our consolidated financial statements.

## 2. Inventories

Inventories were as follows:

(in millions)	As of		
	March 31, 2015	December 31, 2014	March 31, 2014
Raw materials and supplies	\$ 32.5	\$ 29.7	\$ 41.8
Work-in-process	69.8	78.7	75.1
Finished goods	82.5	80.6	79.4
Total inventories	<u>\$ 184.8</u>	<u>\$ 189.0</u>	<u>\$ 196.3</u>

Inventories include costs attributable to direct labor and manufacturing overhead, but are primarily comprised of raw material costs. The metals component of inventories that is valued on a last-in, first-out (“LIFO”) basis comprised approximately 70% of total inventory at March 31, 2015, December 31, 2014 and March 31, 2014. Other manufactured inventories, including the direct labor and manufacturing overhead components and certain non-U.S. inventories, are valued on a first-in, first-out (“FIFO”) basis.

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**Notes to Consolidated Financial Statements (Unaudited)**

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During the three months ended March 31, 2015 and 2014, we reduced the recorded value of certain domestic non-copper metal inventory by \$1.9 million and \$0.1 million, respectively, resulting from the decline in market value of these metals. These non-cash, lower of cost or market adjustments were recorded in cost of sales in the accompanying consolidated statements of operations.

If all inventories had been valued at period-end market values, inventories would have been approximately \$265.2 million, \$280.1 million and \$299.2 million at March 31, 2015, December 31, 2014 and March 31, 2014, respectively.

**3. Prepaid Expenses and Other Current Assets**

Prepaid expenses and other current assets were as follows:

<i>(in millions)</i>	As of		
	March 31, 2015	December 31, 2014	March 31, 2014
Deferred cost of sales - toll customers	\$ 20.1	\$ 12.7	\$ 19.8
Workers' compensation plan deposits	6.9	6.2	6.4
Derivative contract assets	1.9	1.3	1.2
Prepaid insurance	1.8	2.8	1.9
Prepaid tooling	0.7	1.2	1.1
Other	2.6	2.0	2.3
Total prepaid expenses and other current assets	<u>\$ 34.0</u>	<u>\$ 26.2</u>	<u>\$ 32.7</u>

**4. Investment in Joint Venture**

During March 2015, we entered into an agreement to sell our 50% share of Dowa Olin Metal Corporation (the "Dowa Joint Venture") to our joint venture partner, DOWA Metaltech Co. Ltd. ("Dowa Co.") for \$8.0 million. The transaction closed on April 3, 2015 and we collected the proceeds in full. Upon the closing of the transaction, we no longer own any portion of the Dowa Joint Venture. We expect to recognize a gain of \$6.3 million and related tax expense of \$1.5 million on the sale during the second quarter of 2015.

During the three months ended March 31, 2015, we received cash dividends from the Dowa Joint Venture of \$0.4 million, which were recorded as a reduction in our investment in the Dowa Joint Venture. No dividends were received during the three months ended March 31, 2014.

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

**5. Accrued Liabilities**

Accrued liabilities consisted of the following:

<i>(in millions)</i>	As of		
	March 31, 2015	December 31, 2014	March 31, 2014
Compensation and benefits	\$ 24.6	\$ 18.1	\$ 23.3
Deferred sales revenue - toll customers	20.1	12.7	20.2
Workers' compensation	13.5	14.2	14.4
Insurance	2.4	2.5	2.3
Professional fees	2.3	2.1	1.7
Utilities	1.8	1.5	2.5
Taxes	1.6	1.7	1.0
Tooling	0.5	0.8	0.7
Other	3.6	3.7	2.5
Total accrued liabilities	<u>\$ 70.4</u>	<u>\$ 57.3</u>	<u>\$ 68.6</u>

**6. Financing**

Long-term debt consisted of the following:

<i>(in millions)</i>	As of		
	March 31, 2015	December 31, 2014	March 31, 2014
Senior Secured Notes	\$ 375.0	\$ 375.0	\$ 375.0
ABL Facility	—	—	23.0
Obligations under capital lease	5.6	5.8	—
	380.6	380.8	398.0
Less: Current maturities of capital lease obligations	1.0	1.0	—
Total long-term debt	<u>\$ 379.6</u>	<u>\$ 379.8</u>	<u>\$ 398.0</u>

Senior Secured Notes

We have \$375.0 million of senior secured notes outstanding that mature on June 1, 2019 (the "Senior Secured Notes") and are guaranteed by Holdings. Interest on the Senior Secured Notes accrues at the rate of 9.50% per annum and is payable semiannually in arrears on June 1 and December 1.

The credit agreement governing the ABL Facility (hereinafter defined) and the indenture governing the Senior Secured Notes (the "Indenture") limit the ability of GBC and its subsidiaries to pay dividends or distribute cash to Holdings and to its equityholders, although ordinary course dividends and distributions to meet the limited holding company expenses and related obligations at Holdings of up to \$5.0 million per year are permitted under those agreements. Under the terms of the Indenture, GBC is also permitted to pay dividends or distribute to Holdings and its equityholders up to 50% of its "Consolidated Net Income" (as such term is used in the Indenture) from April 1, 2012 to the end of GBC's most recently ended fiscal quarter. As of March 31, 2015, all of the net assets of the subsidiaries are restricted except for \$59.3 million, which are permitted for dividend distributions under the Indenture. As of March 31, 2015, we were in compliance with all of the covenants relating to the Indenture.

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### **Global Brass and Copper Holdings, Inc. Notes to Consolidated Financial Statements (Unaudited)**

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#### ABL Facility

Available borrowings under our asset-based revolving loan facility (the “ABL Facility”) were \$200.0 million, \$199.5 million and \$176.5 million as of March 31, 2015, December 31, 2014 and March 31, 2014, respectively. As of March 31, 2015, December 31, 2014 and March 31, 2014, amounts outstanding, if any, under the ABL Facility accrued interest at a rate of 4.25%. Unused amounts under the ABL Facility incur an unused line fee of 0.50% per annum, payable in full on a quarterly basis.

The ABL Facility has an expiration date of June 1, 2017 and contains various debt covenants to which we are subject on an ongoing basis. As of March 31, 2015, we were in compliance with all of the covenants under the ABL Facility.

#### **7. Income Taxes**

The effective income tax rate, which is the provision for income taxes as a percentage of income before provision for income taxes and equity income, was 36.3% and 35.8% for the three months ended March 31, 2015 and 2014, respectively. There was no material difference between the effective tax rate and the projected blended statutory tax rate for the three months ended March 31, 2015 or 2014.

As of March 31, 2015, December 31, 2014 and March 31, 2014, we had \$25.2 million, \$25.2 million and \$26.0 million, respectively, of unrecognized tax benefits, none of which would impact the effective tax rate, if recognized. Estimated interest and penalties related to the underpayment of income taxes are classified as a component of provision for income taxes. There were no such estimated amounts for the three months ended March 31, 2015 or March 31, 2014. Accrued interest and penalties as of March 31, 2015, December 31, 2014 and March 31, 2014 was \$0.1 million. Our liability for uncertain tax positions of \$25.3 million, \$25.3 million and \$26.1 million at March 31, 2015, December 31, 2014 and March 31, 2014, respectively, is presented in other noncurrent liabilities in the accompanying unaudited consolidated balance sheets.

Our U.S. federal returns for the period ended December 31, 2011 and all subsequent periods remain open for audit. The majority of state returns for the period ended December 31, 2010 and all subsequent periods remain open for audit.

#### **8. Derivative Contracts**

We maintain a metal, natural gas and electricity pricing risk-management strategy that uses commodity derivative contracts to minimize significant, unanticipated gains or losses that may arise from volatility of the commodity indices.

By using derivative contracts to limit exposures to fluctuations in metal, natural gas and electricity prices, we are exposed to credit risk and market risk. Credit risk is the risk that the counterparty might fail to fulfill its performance obligations under the terms of the derivative contract. Market risk is the risk that the value of a derivative instrument might be adversely affected by a change in commodity price. We manage the market risk associated with derivative contracts by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken.

We manage credit risk associated with derivative contracts by only executing derivative instruments with counterparties with investment-grade credit ratings. The amount of such credit risk is limited to the fair value of the derivative contract plus the unpaid portion of amounts due to

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

the Company pursuant to terms of the derivative contracts, if any. If a downgrade in the credit rating of these counterparties occurs, management believes that this exposure is mitigated by provisions in the derivative arrangements which allow for the legal right of offset of any amounts due to the Company from the counterparties, if any, with any amounts payable to the counterparties by the Company.

The following tables provide a summary of our outstanding commodity derivative contracts:

*(in millions, except for number of contracts)*

	As of					
	March 31, 2015		December 31, 2014		March 31, 2014	
	Net		Net		Net	
	Notional Amount	# of Contracts	Notional Amount	# of Contracts	Notional Amount	# of Contracts
Metal	\$ 16.0	471	\$ 13.4	400	\$ 7.9	469
Natural Gas	1.9	57	2.6	78	1.1	37
Electricity	4.2	56	5.9	77	2.3	39
Total	\$ 22.1	584	\$ 21.9	555	\$ 11.3	545

	As of		
	March 31, 2015	December 31, 2014	March 31, 2014
<i>(in millions)</i>			
Notional Amount - Long	\$ 30.4	\$ 29.9	\$ 25.9
Notional Amount - Short	(8.3)	(8.0)	(14.6)
Total	\$ 22.1	\$ 21.9	\$ 11.3

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**Notes to Consolidated Financial Statements (Unaudited)**

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The fair values of derivative contracts in the consolidated balance sheets include the impact of netting derivative assets and liabilities when a legally enforceable master netting arrangement exists. The following tables summarize the gross amounts of open derivative contracts, the net amounts presented in the consolidated balance sheets, and the collateral deposited with counterparties:

<i>(in millions)</i>	As of March 31, 2015		
	<u>Gross Amounts of Recognized Assets</u>	<u>Gross Amounts Offset in Consolidated Balance Sheet</u>	<u>Net Amounts of Assets Presented in Consolidated Balance Sheet</u>
Metal	\$ 1.2	\$ (1.2)	\$ —
Natural gas	—	—	—
Electricity	0.1	(0.1)	—
Collateral on deposit	2.9	(1.0)	1.9
Total	<u>\$ 4.2</u>	<u>\$ (2.3)</u>	<u>\$ 1.9</u>
Consolidated balance sheet location:			
Prepaid expenses and other current assets		\$ 1.9	
Total		<u>\$ 1.9</u>	
	<u>Gross Amounts of Recognized Liabilities</u>	<u>Gross Amounts Offset in Consolidated Balance Sheet</u>	<u>Net Amounts of Liabilities Presented in Consolidated Balance Sheet</u>
Metal	\$ 1.2	\$ (1.2)	\$ —
Natural gas	0.6	(0.6)	—
Electricity	0.5	(0.5)	—
Total	<u>\$ 2.3</u>	<u>\$ (2.3)</u>	<u>\$ —</u>

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

<i>(in millions)</i>	<b>As of December 31, 2014</b>		
	<b>Gross Amounts of Recognized Assets</b>	<b>Gross Amounts Offset in Consolidated Balance Sheet</b>	<b>Net Amounts of Assets Presented in Consolidated Balance Sheet</b>
Metal	\$ 0.5	\$ (0.5)	\$ —
Natural gas	—	—	—
Electricity	0.2	(0.2)	—
Collateral on deposit	3.3	(2.0)	1.3
Total	<u>\$ 4.0</u>	<u>\$ (2.7)</u>	<u>\$ 1.3</u>
Consolidated balance sheet location:			
Prepaid expenses and other current assets		<u>\$ 1.3</u>	
Total		<u>\$ 1.3</u>	
<i>(in millions)</i>	<b>As of March 31, 2014</b>		
	<b>Gross Amounts of Recognized Liabilities</b>	<b>Gross Amounts Offset in Consolidated Balance Sheet</b>	<b>Net Amounts of Liabilities Presented in Consolidated Balance Sheet</b>
Metal	\$ 1.4	\$ (1.4)	\$ —
Natural gas	0.7	(0.7)	—
Electricity	0.6	(0.6)	—
Total	<u>\$ 2.7</u>	<u>\$ (2.7)</u>	<u>\$ —</u>
<i>(in millions)</i>	<b>As of March 31, 2014</b>		
	<b>Gross Amounts of Recognized Assets</b>	<b>Gross Amounts Offset in Consolidated Balance Sheet</b>	<b>Net Amounts of Assets Presented in Consolidated Balance Sheet</b>
Metal	\$ 1.2	\$ (1.1)	\$ 0.1
Natural gas	0.2	—	0.2
Electricity	0.3	—	0.3
Collateral on deposit	0.6	—	0.6
Total	<u>\$ 2.3</u>	<u>\$ (1.1)</u>	<u>\$ 1.2</u>
Consolidated balance sheet location:			
Prepaid expenses and other current assets		<u>\$ 1.2</u>	
Total		<u>\$ 1.2</u>	
<i>(in millions)</i>	<b>As of March 31, 2014</b>		
	<b>Gross Amounts of Recognized Liabilities</b>	<b>Gross Amounts Offset in Consolidated Balance Sheet</b>	<b>Net Amounts of Liabilities Presented in Consolidated Balance Sheet</b>
Metal	\$ 1.1	\$ (1.1)	\$ —
Natural gas	—	—	—
Electricity	—	—	—
Total	<u>\$ 1.1</u>	<u>\$ (1.1)</u>	<u>\$ —</u>



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### Global Brass and Copper Holdings, Inc. Notes to Consolidated Financial Statements (Unaudited)

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The following table summarizes the effects of derivative contracts in the consolidated statements of operations:

<i>(in millions)</i>	Three Months Ended	
	March 31,	
	2015	2014
<b>Losses (gains) in cost of sales for:</b>		
Metal	\$ (0.5)	\$ 0.1
Natural gas	0.1	(0.2)
Electricity	—	(1.4)
Total	<u>\$ (0.4)</u>	<u>\$ (1.5)</u>

#### 9. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measures required under other accounting pronouncements but does not change existing guidance as to whether or not an instrument is carried at fair value. This guidance also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. In accordance with this guidance, fair value measurements are classified under the following hierarchy:

- **Level 1** - Quoted prices for identical instruments in active markets.
- **Level 2** - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.
- **Level 3** - Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

As of March 31, 2015, December 31, 2014 and March 31, 2014, the fair value of our commodity derivative contracts was \$1.9 million, \$1.3 million and \$1.2 million, respectively. In accordance with ASC 820, our metal, natural gas and electricity commodity derivative contracts are considered Level 2, as fair value measurements consist of both quoted price inputs and inputs provided by a third party that are derived principally from or corroborated by observable market data by correlation. These assumptions include, but are not limited to, those concerning interest rates, credit rates, discount rates, default rates and other factors. All of our derivative commodity contracts have a set term of 24 months or less.

We do not hold assets or liabilities requiring a Level 3 measurement and there have not been any transfers between the hierarchy levels during 2015 or 2014.

For purposes of financial reporting, we have determined that the carrying value of cash, accounts receivable, accounts payable, and accrued expenses approximates fair value due to the short maturities of these instruments. Additionally, given the revolving nature and the variable interest rates, we have determined that the carrying value of the ABL Facility also approximates fair value. As of March 31, 2015, December 31, 2014 and March 31, 2014, the fair value of our Senior Secured Notes approximated \$408.8 million, \$405.0 million and \$434.1 million, respectively. The fair value of the Senior Secured Notes was based upon quotes from financial institutions (Level 2 in the fair value hierarchy as defined by ASC 820).

**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

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**10. Commitments and Contingencies**

Environmental Considerations

We are subject to a variety of environmental laws and regulations governing discharges to air and water, the handling, storage and disposal of hazardous or solid waste materials and the remediation of contamination associated with releases of hazardous substances. Although we believe we are in material compliance with all of the various regulations applicable to our business, there can be no assurance that requirements will not change in the future or that we will not incur significant costs to comply with such requirements. We employ responsible personnel at each facility, along with various environmental engineering consultants from time to time to assist with ongoing management of environmental, health and safety requirements. We expense environmental costs related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible. Expenditures that extend the life of the related property are capitalized. We determine our liability on a location by location basis and record a liability at the time it is deemed probable and can be reasonably estimated. We are currently not aware of any environmental matters which may have a material impact on our financial position, results of operations, or liquidity.

On November 19, 2007 (the date of inception of GBC), we acquired the assets and operations relating to the worldwide metals business of Olin Corporation. Olin Corporation agreed to retain liability arising out of the existing conditions on certain of our properties for any remedial actions required by environmental laws, and agreed to indemnify the Company for all or part of a number of other environmental liabilities. Since 2007, Olin Corporation has been performing remedial actions at the facilities in East Alton, Illinois and Waterbury, Connecticut related to environmental conditions at such facilities, and has been participating in remedial actions at certain other properties as well. If Olin Corporation were to stop its environmental remedial activities at our properties, we could be required to assume responsibility for these activities, the cost of which could be material.

Insurance Coverage

We maintain Comprehensive Medical Plans for employees of GBC and its subsidiaries (the "Plans") to provide health insurance for eligible employees on a self-insured basis. The Plans are covered by a stop loss policy for those benefits provided on a self-insured basis with a deductible of \$0.3 million per participant for all GBC employees, except for employees of our Chase Brass division, which has a deductible of \$0.1 million per participant and a specific stop loss maximum of \$2.0 million.

We are self-insured for workers' compensation claims assumed from the predecessor company for activity prior to November 19, 2007. Workers' compensation claims relating to activity after November 19, 2007 are covered by a loss funding insurance arrangement whereby we make a fixed payment to the insurer which is used to pay submitted claims. We are self-insured for annual workers' compensation costs relating to activity after November 19, 2007 of up to \$0.5 million per occurrence.

Legal Considerations

We are party to various legal proceedings arising in the ordinary course of business. We believe that none of our lawsuits are individually material or that the aggregate exposure of all of our lawsuits, including those that are probable and those that are only reasonably possible, is material to our financial condition, results of operations or cash flows.

**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

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**11. Segment Information**

Our Chief Operating Decision Maker allocates resources and evaluates performance at the divisional level. As such, we have determined that we have three reportable segments: Olin Brass, Chase Brass and A.J. Oster.

Olin Brass is a leading manufacturer and converter of copper and brass sheet, strip and fabricated products. Olin Brass also rerolls and forms other alloys such as stainless, carbon steel and aluminum. Olin Brass's products are used in five primary markets: building and housing, munitions, automotive, coinage, and electronics/electrical components.

Chase Brass is a leading manufacturer of brass rod in North America. Chase Brass primarily manufactures brass rod, including round and other shapes, ranging from 1/4 inch to 4.5 inches in diameter. The key attributes of brass rod include its machinability, corrosion resistance and moderate strength, making it especially suitable for forging and machining products such as valves and fittings. Brass rod is generally manufactured from copper or copper-alloy scrap. Chase Brass produces brass rod used in production applications which can be grouped into four primary markets: building and housing, transportation, electronics/electrical components and industrial machinery and equipment.

A.J. Oster is a processor and distributor of primarily copper and copper-alloy sheet, strip and foil. A.J. Oster operates six strategically-located service centers in the United States, Puerto Rico and Mexico. Each A.J. Oster service center reliably provides a broad range of high quality products at quick lead-times in small quantities. These capabilities, combined with A.J. Oster's operations of precision slitting, hot tinning, traverse winding, cutting, edging and special packaging, provide value to a broad customer base. A.J. Oster's products are used in three primary markets: building and housing, automotive and electronics/electrical components.

Corporate and Other includes compensation for corporate executives and officers, corporate office and administrative salaries, and professional fees for accounting, tax and legal services. Corporate and Other also includes interest expense, state and Federal income taxes, overhead costs that management has not allocated to our operating segments, share-based compensation expense, costs related to other long-term incentive programs and the elimination of intercompany balances.

The Chief Operating Decision Maker evaluates performance and determines resource allocations based on a number of factors, the primary performance measure being Adjusted EBITDA.

Adjusted EBITDA is earnings before interest, taxes, depreciation and amortization ("EBITDA") adjusted to exclude unrealized gains and losses on derivative contracts in support of our balanced book approach, unrealized gains and losses associated with derivative contracts related to electricity and natural gas costs, non-cash losses due to lower of cost or market adjustments to inventory, non-cash gains and losses due to the depletion of a LIFO layer of metal inventory, share-based compensation expense, non-cash income accretion related to the Dowa Joint Venture, restructuring and other business transformation charges, specified legal and professional expenses and certain other items, each of which are excluded because our management believes they are not indicative of the ongoing performance of our core operations.

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### Global Brass and Copper Holdings, Inc. Notes to Consolidated Financial Statements (Unaudited)

Below is a reconciliation of Adjusted EBITDA of segments to income before provision for income taxes and equity income:

(in millions)

	Three Months Ended	
	March 31,	
	2015	2014
<b>Net Sales, External Customers</b>		
Olin Brass	\$ 169.4	\$ 199.7
Chase Brass	156.0	162.6
A.J. Oster	74.8	81.5
Total net sales, external customers	<u>\$ 400.2</u>	<u>\$ 443.8</u>
<b>Intersegment Net Sales</b>		
Olin Brass	\$ 15.3	\$ 13.4
Chase Brass	0.4	—
Total intersegment net sales	<u>\$ 15.7</u>	<u>\$ 13.4</u>
<b>Adjusted EBITDA</b>		
Olin Brass	\$ 9.3	\$ 10.1
Chase Brass	21.4	18.4
A.J. Oster	3.5	4.1
Total Adjusted EBITDA of segments	34.2	32.6
Corporate and Other	(4.9)	(3.9)
Depreciation expense	(3.3)	(2.3)
Interest expense	(10.0)	(9.9)
Net income attributable to noncontrolling interest	—	0.1
Unrealized gain (loss) on derivative contracts (a)	1.0	(0.2)
Equity method investment income (b)	—	(0.1)
Specified legal/professional expenses (c)	(1.1)	(1.1)
Lower of cost or market adjustment to inventory (d)	(1.9)	(0.1)
Share-based compensation expense (e)	(0.7)	(0.3)
Restructuring and other business transformation charges (f)	(0.9)	—
Income before provision for income taxes and equity income	<u>\$ 12.4</u>	<u>\$ 14.8</u>

- (a) Represents unrealized gains and losses on derivative contracts.  
(b) Excludes accretion income of \$0.2 million in each of the three months ended March 31, 2015 and 2014.  
(c) Specified legal/professional expenses for the three months ended March 31, 2015 include \$1.1 million of professional fees for accounting, tax, legal and consulting services related to costs incurred as a publicly traded company.

Specified legal/professional expenses for the three months ended March 31, 2014 include \$1.1 million of professional fees for accounting, tax, legal and consulting services related to costs incurred as a publicly traded company, including follow-on offering costs.

- (d) Represents non-cash lower of cost or market charges for the write down of domestic non-copper metal inventory.  
(e) Represents share-based compensation expense resulting from the grant of non-qualified stock options, restricted stock and performance-based shares to certain employees, members of our management and our Board of Directors.  
(f) Restructuring and other business transformation charges for the three months ended March 31, 2015 represent severance charges at Olin Brass.

## 12. Earnings Per Share

Basic earnings per share is computed based on the weighted-average number of common shares outstanding and diluted earnings per share is computed based on the weighted-average number of common shares outstanding adjusted by the number of additional shares that would have been outstanding had potentially dilutive common shares been issued. Potentially dilutive securities

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### Global Brass and Copper Holdings, Inc. Notes to Consolidated Financial Statements (Unaudited)

include nonvested share awards and stock options for which the exercise price was less than the average market price of our outstanding common stock. Nonvested performance-based share awards are included in the average diluted shares outstanding for each period if established performance criteria have been met at the end of the respective periods.

The following table sets forth the computation of basic and diluted earnings per share:

*(in millions, except per share data)*

	Three Months Ended March 31,	
	2015	2014
<b>Numerator</b>		
Net income attributable to Global Brass and Copper Holdings, Inc.	\$ 8.1	\$ 9.7
<b>Denominator</b>		
Weighted-average common shares outstanding	21.2	21.1
Effect of potentially dilutive securities:		
Stock options and nonvested share awards	<u>0.1</u>	<u>0.1</u>
Weighted-average common shares outstanding, assuming dilution	<u>21.3</u>	<u>21.2</u>
Net income attributable to Global Brass and Copper Holdings, Inc. per common share:		
Basic	\$ 0.38	\$ 0.46
Diluted	\$ 0.38	\$ 0.46

The computation of weighted-average common shares outstanding, assuming dilution, for the periods presented, includes the average common shares outstanding that would result from the assumed exercise of outstanding stock options and vesting of restricted stock awards and vesting of the portion of performance-based shares for which the established performance criterion has been met. Weighted-average common shares outstanding, assuming dilution, for the three months ended March 31, 2015 and 2014 excludes 322,863 shares and 3,451 shares awarded under our equity incentive plan, respectively, because they were anti-dilutive.

### 13. Condensed Consolidating Financial Information

In June 2012, Holdings (presented as “Parent” in the following tables), through its wholly-owned principal operating subsidiary, GBC (presented as “Issuer” in the following tables), issued the Senior Secured Notes as further described in note 6, “Financing”. The Senior Secured Notes are jointly and severally guaranteed on a senior secured basis by Holdings and substantially all existing 100%-owned U.S. subsidiaries of GBC and any future restricted subsidiaries who guarantee or incur certain types of Permitted Debt, as such term is defined under the Indenture (individually, a “Guarantor” and collectively, the “Guarantors”). The guarantees are full and unconditional, except that a Guarantor can be automatically released and relieved of its obligations under certain customary provisions contained in the Indenture. Under these customary provisions, a Guarantor is automatically released from its obligations as a guarantor upon the sale of the Guarantor or substantially all of its assets to a third party, the designation of the Guarantor as an unrestricted subsidiary in accordance with the terms of the Indenture, the release or discharge of all guarantees by such Guarantor and the repayment of all indebtedness, or upon the Issuer’s exercise of its legal defeasance option or covenant defeasance option or if the obligations under the Indenture are discharged in accordance with the terms of the Indenture. All other subsidiaries of GBC, whether direct or indirect, do not guarantee the Senior Secured Notes (collectively, the “Non-Guarantors”).

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

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Holdings is also a guarantor of the ABL Facility and substantially all of its 100%-owned U.S. subsidiaries are borrowers under, or guarantors of, the ABL Facility on a senior secured basis.

The following condensed consolidating financial information presents the financial position, results of operations, comprehensive income and cash flows of (1) the Parent, (2) the Issuer, (3) the Guarantors, (4) the Non-Guarantors and (5) eliminations to arrive at the information for the Company on a consolidated basis. The condensed consolidating financial information presented below is not necessarily indicative of the financial position, results of operations, comprehensive income or cash flows of the Parent, the Issuer, the Guarantors or the Non-Guarantors on a stand-alone basis.

As discussed in note 1, the Company's consolidated statement of cash flows for three months ended March 31, 2014 reflects revisions to correct errors related to the treatment of purchases of property, plant and equipment for which cash had not yet been paid. The revision resulted in a decrease of \$3.0 million to the Company's and Guarantor Subsidiaries "net cash used in operating activities" for the three months ended March 31, 2014, with a corresponding decrease to "net cash used in investing activities".

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

	Condensed Consolidating Balance Sheet					
	As of March 31, 2015					
	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>						
Current assets:						
Cash	\$ —	\$ 39.3	\$ 6.0	\$ 8.8	\$ (2.0)	\$ 52.1
Accounts receivable, net of allowance	—	2.8	174.7	14.4	—	191.9
Inventories	—	—	170.0	17.6	(2.8)	184.8
Prepaid expenses and other current assets	—	10.6	22.8	0.6	—	34.0
Deferred income taxes	—	30.2	—	—	—	30.2
Income tax receivable	—	4.3	—	—	(0.3)	4.0
Total current assets	—	87.2	373.5	41.4	(5.1)	497.0
Property, plant and equipment, net	—	0.6	101.2	0.4	—	102.2
Investment in joint venture	—	—	1.7	—	—	1.7
Investment in subsidiaries	37.7	781.2	22.8	—	(841.7)	—
Intercompany accounts	—	—	428.0	—	(428.0)	—
Goodwill	—	—	4.4	—	—	4.4
Intangible assets, net	—	—	0.6	—	—	0.6
Deferred income taxes	—	1.0	—	—	—	1.0
Other noncurrent assets	—	11.8	2.2	—	—	14.0
Total assets	<u>\$ 37.7</u>	<u>\$ 881.8</u>	<u>\$ 934.4</u>	<u>\$ 41.8</u>	<u>\$ (1,274.8)</u>	<u>\$ 620.9</u>
<b>Liabilities and equity / (deficit)</b>						
Current liabilities:						
Current maturities of long-term debt	\$ —	\$ —	\$ 1.0	\$ —	\$ —	\$ 1.0
Accounts payable	—	3.6	96.5	3.1	(4.8)	98.4
Accrued liabilities	—	18.9	50.9	0.6	—	70.4
Accrued interest	—	12.1	—	—	—	12.1
Income tax payable	—	—	0.1	0.4	(0.3)	0.2
Total current liabilities	—	34.6	148.5	4.1	(5.1)	182.1
Long-term debt	—	375.0	4.6	—	—	379.6
Deferred income taxes	—	0.2	—	—	—	0.2
Other noncurrent liabilities	—	25.3	0.1	—	—	25.4
Intercompany accounts	8.4	409.0	—	10.6	(428.0)	—
Total liabilities	<u>8.4</u>	<u>844.1</u>	<u>153.2</u>	<u>14.7</u>	<u>(433.1)</u>	<u>587.3</u>
Global Brass and Copper Holdings, Inc. stockholders' equity / (deficit)	29.3	37.7	781.2	22.8	(841.7)	29.3
Noncontrolling interest	—	—	—	4.3	—	4.3
Total equity / (deficit)	<u>29.3</u>	<u>37.7</u>	<u>781.2</u>	<u>27.1</u>	<u>(841.7)</u>	<u>33.6</u>
Total liabilities and equity / (deficit)	<u>\$ 37.7</u>	<u>\$ 881.8</u>	<u>\$ 934.4</u>	<u>\$ 41.8</u>	<u>\$ (1,274.8)</u>	<u>\$ 620.9</u>

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

	Condensed Consolidating Balance Sheet					
	As of December 31, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>						
Current assets:						
Cash	\$ —	\$ 37.6	\$ 3.8	\$ 4.6	\$ (1.4)	\$ 44.6
Accounts receivable, net of allowance	—	2.6	131.6	18.1	—	152.3
Inventories	—	—	173.5	15.8	(0.3)	189.0
Prepaid expenses and other current assets	—	10.1	16.0	0.1	—	26.2
Deferred income taxes	—	30.1	—	—	—	30.1
Income tax receivable	—	8.4	—	—	(0.1)	8.3
Total current assets	—	88.8	324.9	38.6	(1.8)	450.5
Property, plant and equipment, net	—	0.7	102.4	0.4	—	103.5
Investment in joint venture	—	—	2.0	—	—	2.0
Investment in subsidiaries	29.8	752.5	23.1	—	(805.4)	—
Intercompany accounts	—	—	419.3	—	(419.3)	—
Goodwill	—	—	4.4	—	—	4.4
Intangible assets, net	—	—	0.6	—	—	0.6
Deferred income taxes	—	0.8	—	—	—	0.8
Other noncurrent assets	—	12.5	2.2	—	—	14.7
Total assets	<u>\$ 29.8</u>	<u>\$ 855.3</u>	<u>\$ 878.9</u>	<u>\$ 39.0</u>	<u>\$ (1,226.5)</u>	<u>\$ 576.5</u>
<b>Liabilities and equity / (deficit)</b>						
Current liabilities:						
Current maturities of long-term debt	\$ —	\$ —	\$ 1.0	\$ —	\$ —	\$ 1.0
Accounts payable	—	0.6	82.0	1.6	(1.7)	82.5
Accrued liabilities	—	18.4	38.3	0.6	—	57.3
Accrued interest	—	3.2	—	—	—	3.2
Income tax payable	—	—	0.2	0.4	(0.1)	0.5
Total current liabilities	—	22.2	121.5	2.6	(1.8)	144.5
Long-term debt	—	375.0	4.8	—	—	379.8
Deferred income taxes	—	0.8	—	—	—	0.8
Other noncurrent liabilities	—	25.3	0.1	—	—	25.4
Intercompany accounts	8.2	402.2	—	8.9	(419.3)	—
Total liabilities	<u>8.2</u>	<u>825.5</u>	<u>126.4</u>	<u>11.5</u>	<u>(421.1)</u>	<u>550.5</u>
Global Brass and Copper Holdings, Inc. stockholders' equity / (deficit)	21.6	29.8	752.5	23.1	(805.4)	21.6
Noncontrolling interest	—	—	—	4.4	—	4.4
Total equity / (deficit)	<u>21.6</u>	<u>29.8</u>	<u>752.5</u>	<u>27.5</u>	<u>(805.4)</u>	<u>26.0</u>
<b>Total liabilities and equity / (deficit)</b>	<u>\$ 29.8</u>	<u>\$ 855.3</u>	<u>\$ 878.9</u>	<u>\$ 39.0</u>	<u>\$ (1,226.5)</u>	<u>\$ 576.5</u>



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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

	Condensed Consolidating Balance Sheet					
	As of March 31, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>						
Current assets:						
Cash	\$ —	\$ 10.5	\$ 2.8	\$ 3.6	\$ —	\$ 16.9
Accounts receivable, net of allowance	—	5.3	193.5	16.1	—	214.9
Inventories	—	—	179.3	17.5	(0.5)	196.3
Prepaid expenses and other current assets	—	10.7	23.1	0.1	(1.2)	32.7
Deferred income taxes	—	32.6	—	—	—	32.6
Income tax receivable	—	5.2	—	—	—	5.2
Total current assets	—	64.3	398.7	37.3	(1.7)	498.6
Property, plant and equipment, net	—	0.9	90.0	0.4	—	91.3
Investment in joint venture	—	—	2.5	—	—	2.5
Investment in subsidiaries	9.7	676.5	22.1	—	(708.3)	—
Intercompany accounts	—	—	312.1	—	(312.1)	—
Goodwill	—	—	4.4	—	—	4.4
Intangible assets, net	—	—	0.7	—	—	0.7
Deferred income taxes	—	4.6	—	—	—	4.6
Other noncurrent assets	—	14.5	1.5	—	—	16.0
Total assets	<u>\$ 9.7</u>	<u>\$760.8</u>	<u>\$ 832.0</u>	<u>\$ 37.7</u>	<u>\$ (1,022.1)</u>	<u>\$ 618.1</u>
<b>Liabilities and equity / (deficit)</b>						
Current liabilities:						
Accounts payable	\$ —	\$ —	\$ 105.9	\$ 2.4	\$ (1.7)	\$ 106.6
Accrued liabilities	—	18.7	49.4	0.5	—	68.6
Accrued interest	—	12.2	—	—	—	12.2
Income tax payable	—	—	0.2	0.2	—	0.4
Total current liabilities	—	30.9	155.5	3.1	(1.7)	187.8
Long-term debt	—	398.0	—	—	—	398.0
Other noncurrent liabilities	—	26.3	—	—	—	26.3
Intercompany accounts	7.8	295.9	—	8.4	(312.1)	—
Total liabilities	<u>7.8</u>	<u>751.1</u>	<u>155.5</u>	<u>11.5</u>	<u>(313.8)</u>	<u>612.1</u>
Global Brass and Copper Holdings, Inc. stockholders' equity / (deficit)	1.9	9.7	676.5	22.1	(708.3)	1.9
Noncontrolling interest	—	—	—	4.1	—	4.1
Total equity / (deficit)	<u>1.9</u>	<u>9.7</u>	<u>676.5</u>	<u>26.2</u>	<u>(708.3)</u>	<u>6.0</u>
Total liabilities and equity / (deficit)	<u>\$ 9.7</u>	<u>\$760.8</u>	<u>\$ 832.0</u>	<u>\$ 37.7</u>	<u>\$ (1,022.1)</u>	<u>\$ 618.1</u>

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

(in millions)

<b>Condensed Consolidating Statement of Operations</b>						
<b>Three Months Ended March 31, 2015</b>						
	<b>Parent</b>	<b>Issuer</b>	<b>Guarantor Subsidiaries</b>	<b>Non- Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$ —	\$ —	\$ 386.7	\$ 21.7	\$ (8.2)	\$ 400.2
Cost of sales	—	1.4	342.9	20.2	(8.2)	356.3
Gross profit (loss)	—	(1.4)	43.8	1.5	—	43.9
Selling, general and administrative expenses	0.3	5.6	14.7	0.8	—	21.4
Operating income (loss)	(0.3)	(7.0)	29.1	0.7	—	22.5
Interest expense	—	9.9	0.1	—	—	10.0
Other expense (income), net	—	0.1	0.2	(0.2)	—	0.1
Income (loss) before provision for (benefit from) income taxes and equity income	(0.3)	(17.0)	28.8	0.9	—	12.4
Provision for (benefit from) income taxes	(0.1)	(6.0)	10.2	0.4	—	4.5
Income (loss) before equity income	(0.2)	(11.0)	18.6	0.5	—	7.9
Equity income, net of tax	8.3	19.3	0.7	—	(28.1)	0.2
Net income	8.1	8.3	19.3	0.5	(28.1)	8.1
Less: Net income attributable to noncontrolling interest	—	—	—	—	—	—
Net income attributable to Global Brass and Copper Holdings, Inc.	<u>\$ 8.1</u>	<u>\$ 8.3</u>	<u>\$ 19.3</u>	<u>\$ 0.5</u>	<u>\$ (28.1)</u>	<u>\$ 8.1</u>

(in millions)

<b>Condensed Consolidating Statement of Operations</b>						
<b>Three Months Ended March 31, 2014</b>						
	<b>Parent</b>	<b>Issuer</b>	<b>Guarantor Subsidiaries</b>	<b>Non- Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$ —	\$ —	\$ 426.1	\$ 25.1	\$ (7.4)	\$ 443.8
Cost of sales	—	0.8	384.0	22.8	(7.4)	400.2
Gross profit (loss)	—	(0.8)	42.1	2.3	—	43.6
Selling, general and administrative expenses	0.3	4.3	13.4	0.8	—	18.8
Operating income (loss)	(0.3)	(5.1)	28.7	1.5	—	24.8
Interest expense	—	9.9	—	—	—	9.9
Other expense (income), net	—	0.1	0.1	(0.1)	—	0.1
Income (loss) before provision for (benefit from) income taxes and equity income	(0.3)	(15.1)	28.6	1.6	—	14.8
Provision for (benefit from) income taxes	(0.1)	(5.8)	11.0	0.2	—	5.3
Income (loss) before equity income	(0.2)	(9.3)	17.6	1.4	—	9.5
Equity income, net of tax	9.9	19.2	1.6	—	(30.4)	0.3
Net income	9.7	9.9	19.2	1.4	(30.4)	9.8
Less: Net income attributable to noncontrolling interest	—	—	—	0.1	—	0.1
Net income attributable to Global Brass and Copper Holdings, Inc.	<u>\$ 9.7</u>	<u>\$ 9.9</u>	<u>\$ 19.2</u>	<u>\$ 1.3</u>	<u>\$ (30.4)</u>	<u>\$ 9.7</u>

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

**Condensed Consolidating Statement of Comprehensive Income**  
**Three Months Ended March 31, 2015**

(in millions)

	<b>Parent</b>	<b>Issuer</b>	<b>Guarantor Subsidiaries</b>	<b>Non- Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net income	\$ 8.1	\$ 8.3	\$ 19.3	\$ 0.5	\$ (28.1)	\$ 8.1
Foreign currency translation adjustment, net of tax	(0.2)	(0.2)	(0.3)	(0.2)	0.8	(0.1)
Comprehensive income	7.9	8.1	19.0	0.3	(27.3)	8.0
Less: Comprehensive income attributable to noncontrolling interest	—	—	—	0.1	—	0.1
Comprehensive income attributable to Global Brass and Copper Holdings, Inc.	<u>\$ 7.9</u>	<u>\$ 8.1</u>	<u>\$ 19.0</u>	<u>\$ 0.2</u>	<u>\$ (27.3)</u>	<u>\$ 7.9</u>

**Condensed Consolidating Statement of Comprehensive Income**  
**Three Months Ended March 31, 2014**

	<b>Parent</b>	<b>Issuer</b>	<b>Guarantor Subsidiaries</b>	<b>Non- Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net income	\$ 9.7	\$ 9.9	\$ 19.2	\$ 1.4	\$ (30.4)	\$ 9.8
Foreign currency translation adjustment, net of tax	(0.1)	(0.1)	(0.2)	(0.2)	0.5	(0.1)
Comprehensive income	9.6	9.8	19.0	1.2	(29.9)	9.7
Less: Comprehensive income attributable to noncontrolling interest	—	—	—	0.1	—	0.1
Comprehensive income attributable to Global Brass and Copper Holdings, Inc.	<u>\$ 9.6</u>	<u>\$ 9.8</u>	<u>\$ 19.0</u>	<u>\$ 1.1</u>	<u>\$ (29.9)</u>	<u>\$ 9.6</u>

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

	<b>Condensed Consolidating Statement of Cash Flows</b>					
	<b>Three Months Ended March 31, 2015</b>					
	<b>Parent</b>	<b>Issuer</b>	<b>Guarantor Subsidiaries</b>	<b>Non- Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Cash flows from operating activities</b>						
Net cash provided by (used in) operating activities	\$ 0.9	\$ 2.5	\$ 7.4	\$ 4.4	\$ (1.4)	\$ 13.8
<b>Cash flows from investing activities</b>						
Capital expenditures	—	—	(5.0)	—	—	(5.0)
Net cash used in investing activities	—	—	(5.0)	—	—	(5.0)
<b>Cash flows from financing activities</b>						
Borrowings on ABL Facility	—	0.3	—	—	—	0.3
Payments on ABL Facility	—	(0.3)	—	—	—	(0.3)
Principal payments under capital lease obligation	—	—	(0.2)	—	—	(0.2)
Dividends paid	(0.8)	(0.8)	—	—	0.8	(0.8)
Distributions to noncontrolling interest owners	—	—	—	(0.2)	—	(0.2)
Share repurchases	(0.1)	—	—	—	—	(0.1)
Net cash provided by (used in) financing activities	(0.9)	(0.8)	(0.2)	(0.2)	0.8	(1.3)
Net increase (decrease) in cash	—	1.7	2.2	4.2	(0.6)	7.5
Cash at beginning of period	—	37.6	3.8	4.6	(1.4)	44.6
Cash at end of period	<u>\$ —</u>	<u>\$39.3</u>	<u>\$ 6.0</u>	<u>\$ 8.8</u>	<u>\$ (2.0)</u>	<u>\$ 52.1</u>

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**Global Brass and Copper Holdings, Inc.**  
**Notes to Consolidated Financial Statements (Unaudited)**

**Condensed Consolidating Statement of Cash Flows**  
**Three Months Ended March 31, 2014**

(in millions)

	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Cash flows from operating activities</b>						
Net cash provided by (used in) operating activities	\$ 0.6	\$ (9.4)	\$ 7.5	\$ 0.1	\$ (0.8)	\$ (2.0)
<b>Cash flows from investing activities</b>						
Capital expenditures	—	(0.1)	(8.6)	—	—	(8.7)
Net cash used in investing activities	—	(0.1)	(8.6)	—	—	(8.7)
<b>Cash flows from financing activities</b>						
Borrowings on ABL Facility	—	107.9	—	—	—	107.9
Payments on ABL Facility	—	(90.4)	—	—	—	(90.4)
Dividends paid	(0.8)	(0.8)	—	—	0.8	(0.8)
Proceeds from exercise of stock options	0.1	—	—	—	—	0.1
Excess tax benefit from share-based compensation	0.1	—	—	—	—	0.1
Net cash provided by (used in) financing activities	(0.6)	16.7	—	—	0.8	16.9
Effect of foreign currency exchange rates	—	—	—	(0.1)	—	(0.1)
Net increase (decrease) in cash	—	7.2	(1.1)	—	—	6.1
Cash at beginning of period	—	3.3	3.9	3.6	—	10.8
Cash at end of period	\$ —	\$ 10.5	\$ 2.8	\$ 3.6	\$ —	\$ 16.9

**14. Subsequent Events**

On April 3, 2015, we completed our sale of our share of the Dowa Joint Venture. See further discussion in note 4, “Investment in Joint Venture”.

## CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements” that involve risks and uncertainties. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “projects,” “may,” “would,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “anticipates” or similar expressions that relate to our strategy, plans or intentions. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make or may make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements contained in this report are based upon information available to us on the date of this report.

Important factors that could cause actual results to differ materially from our expectations, which we refer to as “cautionary statements”, are disclosed under the “Risk Factors” section in Item 1A of our Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 16, 2015, and subsequent Reports on Form 10-Q, including, without limitation, in conjunction with the forward-looking statements included in this Report on Form 10-Q and in our other SEC filings. All forward-looking information in this report and subsequent 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. Some of the factors that we believe could affect our results include, but are not limited to:

- the impact of our substantial indebtedness, including the effect of our ability to borrow money, fund working capital and operations and make new investments;
- general economic conditions affecting the markets in which our products are sold;
- our ability to implement our business strategies, including acquisition activities;
- our ability to continue implementing our balanced book approach to substantially reduce the impact of fluctuations in metal prices on our earnings and operating margins;
- shrinkage from processing operations and metal price fluctuations, particularly copper;
- the condition of various markets in which our customers operate, including the housing and commercial construction industries;
- our ability to maintain business relationships with our customers on favorable terms;
- the impact of a loss in customer volume or demand or a shift by customers of their manufacturing or sourcing offshore;
- our ability to compete effectively with existing and new competitors;
- limitations on our ability to purchase raw materials, particularly copper;
- fluctuations in commodity and energy prices and costs;
- our ability to maintain sufficient liquidity as commodity and energy prices rise;
- the effects of industry consolidation or competition in our business lines;
- operational factors affecting the ongoing commercial operations of our facilities, including technology failures, catastrophic weather-related damage, regulatory approvals, permit issues, unscheduled blackouts, outages or repairs or unanticipated changes in energy costs;
- operational factors affecting the ongoing commercial operations of our facilities resulting from inclement weather conditions;
- supply, demand, prices and other market conditions for our products;
- our ability to accommodate increases in production to meet demand for our products;

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- our ability to continue our operations internationally and the risks applicable to international operations;
- government regulations relating to our products and services, including new legislation relating to derivatives and the elimination of the dollar bill and EPA regulations regarding the registration and marketing of bactericidal copper products;
- our ability to maintain effective internal control over financial reporting as we become subject to public company requirements;
- our ability to realize the planned cost savings and efficiency gains as part of our various initiatives;
- our ability to successfully execute acquisitions and joint ventures;
- workplace safety issues;
- our ability to retain key employees;
- adverse developments in our relationship with our employees or the future terms of our collective bargaining agreements;
- rising employee medical costs;
- environmental costs and our exposure to environmental claims;
- our exposure to product liability claims;
- our ability to successfully manage litigation;
- our ability to maintain cost-effective insurance policies;
- our ability to maintain the confidentiality of our proprietary information, to protect the validity, enforceability or scope of our intellectual property rights and manage litigation regarding our intellectual property rights;
- litigation regarding our intellectual property rights could affect us and harm our business;
- our limited experience managing and operating as an SEC reporting company;
- our ability to service our substantial indebtedness;
- fluctuations in interest rates; and
- restrictive covenants in our indebtedness that may adversely affect our operational flexibility.

We caution you that the foregoing list of factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report may not in fact occur. Accordingly, investors should not place undue reliance on those statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

**Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2014. In addition to historical data, this discussion contains forward-looking statements about our business, operations and financial performance based on current expectations that involve risks, uncertainties and assumptions. Our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those discussed in the section entitled “Cautionary Statement Concerning Forward-Looking Statements” included elsewhere in this Quarterly Report on Form 10-Q.*

**Overview**

**Our Company**

Global Brass and Copper Holdings, Inc. (“Holdings,” the “Company,” “we,” “us,” or “our”) was incorporated in Delaware on October 10, 2007. Holdings, through its wholly-owned principal operating subsidiary, Global Brass and Copper, Inc. (“GBC”), commenced commercial operations on November 19, 2007 through the acquisition of the metals business from Olin Corporation. Holdings, through GBC, is operated and managed through three reportable segments: GBC Metals, LLC (“Olin Brass”), Chase Brass and Copper Company, LLC (“Chase Brass”) and A.J. Oster, LLC (“A.J. Oster”). Corporate and Other includes certain administrative costs and expenses that management has not allocated to our operating segments and the elimination of intercompany balances.

We are a leading, value-added converter, fabricator, processor and distributor of specialized copper and brass products including a wide range of sheet, strip, foil, rod, tube and fabricated metal component products. While we primarily process copper and copper-alloys, we also reroll and form certain other metals such as stainless steel, carbon steel and aluminum. Using processed scrap, copper cathode and other refined metals, we engage in metal melting and casting, rolling, drawing, extruding, welding and stamping to fabricate finished and semi-finished alloy products.

Our products are used in a variety of applications across diversified markets, including the building and housing, munitions, automotive, transportation, coinage, electronics/electrical components, industrial machinery and equipment and general consumer markets. We access these markets through direct mill sales, our captive distribution network and third-party distributors. We hold the exclusive production and distribution rights in North America for a free machining, lead-free brass rod product, which we sell under the Green Dot™ and Eco Brass® brand names. The vertical integration of the manufacturing capabilities of Olin Brass and the distribution capabilities of A.J. Oster allows us to access a wide variety of customers with both high and low volume demand for our products.

Unlike traditional metals companies, including those that engage in mining, smelting and refining activities, we are purely a metal converter, fabricator, processor and distributor and do not attempt to generate profits from fluctuations in metal prices. Our financial performance is primarily driven by metal conversion economics, not by the underlying movements in the price of copper and the other metals we use. Through our “balanced book” approach, we strive to match the timing, quantity and price of our metal sales with the timing, quantity and price of our replacement metal purchases. This practice substantially reduces the financial impact of metal price movements on our earnings and operating margins.



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For a discussion of Key Factors Affecting our Results of Operations, including the “balanced book” approach, refer to our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2015.

### *Non-GAAP Measures*

In addition to the results reported in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), we also report “Adjusted EBITDA” and “Adjusted sales”, which are non-GAAP financial measures as defined below.

Adjusted EBITDA is not intended as an alternative to net income (loss), as an indicator of our operating performance, as an alternative to any other measure of performance in conformity with U.S. GAAP or as an alternative to cash flow provided by (used in) operating activities as a measure of liquidity. Adjusted sales may not be comparable to similarly titled measures presented by other companies and is not a measure of operating performance or liquidity defined by U.S. GAAP.

You should therefore not place undue reliance on Adjusted EBITDA, Adjusted sales, or any ratios calculated using them. Our U.S. GAAP-based measures can be found in our consolidated financial statements and the related notes thereto included elsewhere in this report.

### *Adjusted EBITDA*

Adjusted EBITDA is earnings before interest, taxes, depreciation and amortization (“EBITDA”) adjusted to exclude the following: unrealized gains and losses on derivative contracts in support of our balanced book approach, unrealized gains and losses associated with derivative contracts related to electricity and natural gas costs, non-cash losses due to lower of cost or market adjustments to inventory, non-cash gains and losses due to the depletion of a LIFO layer of metal inventory, share-based compensation expense, non-cash income accretion related to Dowa-Olin Metal Corporation (the “Dowa Joint Venture”), restructuring and other business transformation charges, specified legal and professional expenses and certain other items.

We believe Adjusted EBITDA represents a meaningful presentation of the financial performance of our core operations, without the impact of the various items excluded, in order to provide period-to-period comparisons that are more consistent and more easily understood. We also believe it is an important supplemental measure that is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry.

Adjusted EBITDA is the key metric used by our Chief Operating Decision Maker to evaluate the business performance of our segments in comparison to budgets, forecasts and prior-year financial results, providing a measure that management believes reflects our core operating performance. For example, we use Adjusted EBITDA per pound in order to measure the effectiveness of the balanced book approach in reducing the financial impact of metal price volatility on earnings and operating margins, and to measure the effectiveness of our business transformation initiatives in improving earnings and operating margins. In addition, measures similar to Adjusted EBITDA are defined and used in the agreements governing our asset-based revolving loan facility (the “ABL Facility”) and our 9.50% Senior Secured Notes due 2019 (the “Senior Secured Notes”) to determine compliance with various financial covenants and tests.

However, our Adjusted EBITDA may not be comparable to similarly titled measures presented by other companies. In addition, it has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations are that Adjusted EBITDA:

- does not reflect every expenditure, future requirements for capital expenditures or contractual commitments;

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- does not reflect the significant interest expense or the amounts necessary to service interest or principal payments on our debt;
- does not reflect income tax expense and therefore the cost of complying with applicable laws;
- is an imperfect substitute for cash flow as it eliminates depreciation and amortization expense but does not include cash expended for capital expenditures required to operate our business;
- does not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations; and
- does not reflect limitations on our costs related to transferring earnings from our subsidiaries to us;

We compensate for these limitations by using Adjusted EBITDA along with other comparative tools, together with U.S. GAAP measurements, to assist in the evaluation of operating performance. Such U.S. GAAP measurements include operating income (loss), net income (loss), cash flows from operations and other cash flow data. We have significant uses of cash, including capital expenditures, interest payments, debt principal repayments, taxes and other non-recurring charges, which are not reflected in Adjusted EBITDA.

### *Adjusted sales*

Adjusted sales is defined as net sales less the metal component of net sales. Net sales is the most directly comparable U.S. GAAP measure to adjusted sales. Adjusted sales represents the value-added premium we earn over our conversion and fabrication costs. We use adjusted sales on a consolidated basis to monitor the revenues that are generated from our value-added conversion and fabrication processes excluding the effects of fluctuations in metal costs. We believe that adjusted sales supplements our U.S. GAAP results to provide a more complete understanding of the results of our business, and we believe it is useful to our investors and other parties for these same reasons.

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**Results of Operations**

**Consolidated Results of Operations for the Three Months Ended March 31, 2015, Compared to the Three Months Ended March 31, 2014.**

The following discussions present an analysis of our results operations for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014. These discussions should be read in conjunction with the accompanying condensed consolidated financial statements and the notes thereto.

<i>(in millions)</i>	Three Months Ended March 31,				Change: 2015 vs. 2014	
	2015	% of Net Sales	2014	% of Net Sales	Amount	Percent
Net sales	\$400.2	100.0%	\$443.8	100.0%	\$ (43.6)	(9.8%)
Cost of sales	<u>356.3</u>	89.0%	<u>400.2</u>	90.2%	<u>(43.9)</u>	(11.0%)
Gross profit	43.9	11.0%	43.6	9.8%	0.3	0.7%
Selling, general and administrative expenses	<u>21.4</u>	5.3%	<u>18.8</u>	4.2%	<u>2.6</u>	13.8%
Operating income	22.5	5.6%	24.8	5.6%	(2.3)	(9.3%)
Interest expense	10.0	2.5%	9.9	2.2%	0.1	1.0%
Other expense, net	<u>0.1</u>	0.0%	<u>0.1</u>	0.0%	<u>—</u>	0.0%
Income before provision for income taxes and equity income	12.4	3.1%	14.8	3.3%	(2.4)	(16.2%)
Provision for income taxes	<u>4.5</u>	1.1%	<u>5.3</u>	1.2%	<u>(0.8)</u>	(15.1%)
Income before equity income	7.9	2.0%	9.5	2.1%	(1.6)	(16.8%)
Equity income, net of tax	<u>0.2</u>	0.0%	<u>0.3</u>	0.1%	<u>(0.1)</u>	(33.3%)
Net income	8.1	2.0%	9.8	2.2%	(1.7)	(17.3%)
Less: Net income attributable to noncontrolling interest	<u>—</u>	0.0%	<u>0.1</u>	0.0%	<u>(0.1)</u>	N/A
Net income attributable to Global Brass and Copper Holdings, Inc.	<u>\$ 8.1</u>	2.0%	<u>\$ 9.7</u>	2.2%	<u>\$ (1.6)</u>	(16.5%)
Adjusted EBITDA (a)	\$ 29.3	7.3%	\$ 28.7	6.5%	\$ 0.6	2.1%

(a) See “—Non-GAAP Measures—Adjusted EBITDA” and the reconciliation included elsewhere in this report.

*Net sales*

Net sales decreased by \$43.6 million, or 9.8%, from \$443.8 million to \$400.2 million. Lower metal prices, decreased volume and less sales of unprocessed metals accounted for \$20.3 million, \$12.5 million and \$12.3 million, respectively, of the decrease. Partially offsetting the decrease by \$1.5 million, was an increase in average selling prices and changes in product mix within each segment. Metal prices reflect the replacement cost recovery from the customer, whereas the sales prices represent the pricing component of adjusted sales, which we define as the excess of net sales over the metal cost recovery component of net sales.

Volume decreased by 5.6 million pounds, or 4.2%, from 134.2 million pounds to 128.6 million pounds. The decrease in volume was primarily attributable to lower demand in the munitions market as well as lower shipments in the automotive market. The lower demand in the munitions market was the result of destocking in the supply chain. The decrease in volume was partially offset by higher demand in the building and housing and coinage markets.

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The metal cost recovery component of net sales decreased by \$37.2 million, or 12.3%, from \$302.5 million to \$265.3 million. Lower metal prices, less sales of unprocessed metal and less volume resulted in the decrease in the metal cost recovery component of net sales by \$20.3 million, \$12.3 million and \$4.6 million, respectively.

### *Adjusted sales*

Adjusted sales, which is the excess of net sales over the metal cost recovery component of net sales, decreased by \$6.4 million, or 4.5%, from \$141.3 million to \$134.9 million. Less volume accounted for \$7.9 million of the decrease. Partially offsetting the decrease by \$1.5 million was an increase in average selling prices and changes in product mix within each segment. Adjusted sales per pound remained flat, and reflects the net effect of increases in average selling prices and changes in product mix at the segment level, as well as changes in the mix of sales by segment relative to our consolidated sales as a whole.

Adjusted sales is a non-GAAP financial measure. See “—Non-GAAP Measures—Adjusted sales”. The following table presents a reconciliation of net sales to adjusted sales and net sales per pound to adjusted sales per pound:

<i>(in millions, except per pound values)</i>	<b>Three Months Ended March 31,</b>		<b>Change: 2015 vs. 2014</b>	
	<b>2015</b>	<b>2014</b>	<b>Amount</b>	<b>Percent</b>
Pounds shipped (a)	128.6	134.2	(5.6)	(4.2%)
Net sales	\$ 400.2	\$ 443.8	\$ (43.6)	(9.8%)
Metal component of net sales	<u>265.3</u>	<u>302.5</u>	<u>(37.2)</u>	<u>(12.3%)</u>
Adjusted sales	<u>\$ 134.9</u>	<u>\$ 141.3</u>	<u>\$ (6.4)</u>	<u>(4.5%)</u>
<b>\$ per pound shipped</b>				
Net sales per pound	\$ 3.11	\$ 3.31	\$ (0.20)	(6.0%)
Metal component of net sales per pound	<u>2.06</u>	<u>2.26</u>	<u>(0.20)</u>	<u>(8.8%)</u>
Adjusted sales per pound	<u>\$ 1.05</u>	<u>\$ 1.05</u>	<u>\$ —</u>	<u>0.0%</u>
Average copper price per pound (b)	\$ 2.66	\$ 3.24	\$ (0.58)	(17.9%)

(a) Amounts exclude quantity of unprocessed metal sold.

(b) Copper prices reported by the Commodity Exchange (“COMEX”).

### *Gross profit*

Gross profit increased by \$0.3 million, or 0.7%, from \$43.6 million to \$43.9 million. Gross profit per pound shipped increased from \$0.32 to \$0.34.

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The following table presents the items within gross profit that are excluded from the calculation of Adjusted EBITDA, as well as the remaining gross profit for the periods presented. For further information regarding the items that are excluded from the calculation of Adjusted EBITDA, see “—Non-GAAP Measures—Adjusted EBITDA”, as well as the reconciliation of net income attributable to Global Brass and Copper Holdings, Inc. to Adjusted EBITDA presented elsewhere in this report.

<i>(in millions)</i>	<b>Three Months Ended</b>		<b>Change: 2015 vs. 2014</b>
	<b>March 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>Amount</b>
Unrealized gain (loss) on derivative contracts	\$ 1.0	\$ (0.2)	\$ 1.2
Lower of cost or market adjustment to inventory	(1.9)	(0.1)	(1.8)
Restructuring and other business transformation charges	(0.4)	—	(0.4)
Depreciation expense	(2.9)	(2.1)	(0.8)
Remaining gross profit	<u>48.1</u>	<u>46.0</u>	<u>2.1</u>
Total gross profit	<u>\$ 43.9</u>	<u>\$ 43.6</u>	<u>\$ 0.3</u>

The “remaining gross profit” above increased by \$2.1 million, of which \$1.5 million, \$1.5 million and \$0.8 million resulted from increases in average selling prices and changes in product mix within each segment, lower manufacturing conversion costs and lower shrinkage costs due to lower metal prices, respectively. Partially offsetting this increase was \$1.7 million from decreased volumes.

### *Selling, general and administrative expenses*

Selling, general and administrative expenses increased by \$2.6 million, or 13.8%, from \$18.8 million to \$21.4 million.

The following table presents the items within selling, general and administrative expenses that are excluded from the calculation of Adjusted EBITDA, as well as the remaining selling, general and administrative expenses for the periods presented. For further information regarding the items that are excluded from the calculation of Adjusted EBITDA, see “—Non-GAAP Measures—Adjusted EBITDA”, as well as the reconciliation of net income attributable to Global Brass and Copper Holdings, Inc. to Adjusted EBITDA presented elsewhere in this report.

<i>(in millions)</i>	<b>Three Months Ended</b>		<b>Change: 2015 vs. 2014</b>
	<b>March 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>Amount</b>
Specified legal/professional expenses	\$ 1.1	\$ 1.1	\$ —
Share-based compensation expense	0.7	0.3	0.4
Restructuring and other business transformation charges	0.5	—	0.5
Depreciation expense	0.4	0.2	0.2
Remaining selling, general and administrative expenses	<u>18.7</u>	<u>17.2</u>	<u>1.5</u>
Total selling, general and administrative expenses	<u>\$ 21.4</u>	<u>\$ 18.8</u>	<u>\$ 2.6</u>

The “remaining selling, general and administrative expenses” above increased by \$1.5 million as employee and related costs increased by \$1.6 million, partially offset by decreased other miscellaneous selling, general and administrative expenses of \$0.1 million.

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### *Interest expense*

The following table summarizes the components of interest expense:

<i>(in millions)</i>	<b>Three Months Ended</b>		<b>Change:</b>
	<b>March 31,</b>		<b>2015 vs. 2014</b>
	<b>2015</b>	<b>2014</b>	<b>Amount</b>
Interest on principal	\$ 9.0	\$ 9.0	\$ —
Amortization of debt issuance costs	0.7	0.6	0.1
Capitalized interest	—	(0.1)	0.1
Other borrowing costs (a)	0.3	0.4	(0.1)
Interest expense	<u>\$ 10.0</u>	<u>\$ 9.9</u>	<u>\$ 0.1</u>

(a) Includes fees related to letters of credit and unused line of credit fees.

### *Provision for income taxes*

The provision for income taxes decreased by \$0.8 million, or 15.1%, from \$5.3 million to \$4.5 million. The change in the provision for income taxes was due primarily to lower taxable income. The effective income tax rate remained relatively flat at approximately 36%.

### *Net income attributable to Global Brass and Copper Holdings, Inc.*

Net income attributable to Global Brass and Copper Holdings, Inc. decreased by \$1.6 million, or 16.5%, from \$9.7 million to \$8.1 million mainly due to an increase in selling, general and administrative expenses, partially offset by an increase in gross profit and a decrease in the provision for income taxes, which are described above.

### *Adjusted EBITDA*

Adjusted EBITDA increased by \$0.6 million, or 2.1%, from \$28.7 million to \$29.3 million. The increase was due to the following:

- an increase in average selling prices and changes in product mix of \$1.5 million;
- lower manufacturing conversion costs of \$1.5 million;
- a \$0.8 million reduction in shrinkage costs due to lower metal costs; and
- a decline of \$0.1 million in other miscellaneous selling, general and administrative expenses.

Partially offsetting the increase were reduced volumes of \$1.7 million and increased employee and related costs of \$1.6 million.

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Below is a reconciliation of net income attributable to Global Brass and Copper Holdings, Inc. to Adjusted EBITDA:

<i>(in millions)</i>	<b>Three Months Ended</b>		<b>Change:</b>
	<b>March 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2015 vs. 2014</b>
			<b>Amount</b>
Net income attributable to Global Brass and Copper Holdings, Inc.	\$ 8.1	\$ 9.7	\$ (1.6)
Interest expense	10.0	9.9	0.1
Provision for income taxes	4.5	5.3	(0.8)
Depreciation expense	3.3	2.3	1.0
Amortization expense	—	—	—
Unrealized (gain) loss on derivative contracts (a)	(1.0)	0.2	(1.2)
Non-cash accretion of income of Dowa Joint Venture (b)	(0.2)	(0.2)	—
Specified legal/professional expenses (c)	1.1	1.1	—
Lower of cost or market adjustment to inventory (d)	1.9	0.1	1.8
Share-based compensation expense (e)	0.7	0.3	0.4
Restructuring and other business transformation charges (f)	0.9	—	0.9
<b>Adjusted EBITDA</b>	<b>\$ 29.3</b>	<b>\$ 28.7</b>	<b>\$ 0.6</b>

- (a) Represents unrealized gains and losses on derivative contracts.
- (b) As a result of the application of purchase accounting in connection with the November 2007 acquisition, no carrying value was initially assigned to our equity investment in our Dowa Joint Venture. This adjustment represents the accretion of equity in our Dowa Joint Venture at the date of the acquisition over a 13-year period (which represents the estimated useful life of the technology and patents of the joint venture). See note 4 to our unaudited consolidated financial statements, which are included elsewhere in this report.
- (c) Specified legal/professional expenses for the three months ended March 31, 2015 include \$1.1 million of professional fees for accounting, tax, legal and consulting services related to costs incurred as a publicly traded company.
- Specified legal/professional expenses for the three months ended March 31, 2014 include \$1.1 million of professional fees for accounting, tax, legal and consulting services related to costs incurred as a publicly traded company, including follow-on offering costs.
- (d) Represents non-cash lower of cost or market charges for the write down of domestic non-copper metal inventory.
- (e) Represents share-based compensation expense resulting from the grant of non-qualified stock options, restricted stock and performance-based shares to certain employees, members of our management and our Board of Directors.
- (f) Restructuring and other business transformation charges for the three months ended March 31, 2015 represent severance charges at Olin Brass.

**Segment Results of Operations**

***Segment Results of Operations for the Three Months Ended March 31, 2015, Compared to the Three Months Ended March 31, 2014.***

The following discussions present an analysis of our results by segment for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014. This discussion should be read in conjunction with the accompanying condensed consolidated financial statements and the notes thereto.

<i>(in millions)</i>	<b>Three Months Ended March 31,</b>		<b>Change 2015 vs. 2014</b>	
	<b>2015</b>	<b>2014</b>	<b>Amount</b>	<b>Percent</b>
<b>Pounds shipped (a)</b>				
Olin Brass	60.0	67.6	(7.6)	(11.2%)
Chase Brass	61.3	58.9	2.4	4.1%
A.J. Oster	18.1	17.4	0.7	4.0%
Corporate and other (b)	<u>(10.8)</u>	<u>(9.7)</u>	<u>(1.1)</u>	<u>(11.3%)</u>
Total	<u>128.6</u>	<u>134.2</u>	<u>(5.6)</u>	<u>(4.2%)</u>
<b>Net sales</b>				
Olin Brass	\$ 184.7	\$ 213.1	\$ (28.4)	(13.3%)
Chase Brass	156.4	162.6	(6.2)	(3.8%)
A.J. Oster	74.8	81.5	(6.7)	(8.2%)
Corporate and other (b)	<u>(15.7)</u>	<u>(13.4)</u>	<u>(2.3)</u>	<u>(17.2%)</u>
Total	<u>\$ 400.2</u>	<u>\$ 443.8</u>	<u>\$ (43.6)</u>	<u>(9.8%)</u>
<b>Adjusted EBITDA</b>				
Olin Brass	\$ 9.3	\$ 10.1	\$ (0.8)	(7.9%)
Chase Brass	21.4	18.4	3.0	16.3%
A.J. Oster	<u>3.5</u>	<u>4.1</u>	<u>(0.6)</u>	<u>(14.6%)</u>
Total for operating segments	<u>\$ 34.2</u>	<u>\$ 32.6</u>	<u>\$ 1.6</u>	<u>4.9%</u>

- (a) Amounts exclude quantity of unprocessed metal sold.  
(b) Amounts represent intercompany eliminations.

See note 11 of our unaudited consolidated financial statements, which are included elsewhere in this report, for a reconciliation of Adjusted EBITDA of segments to income before provision for income taxes and equity income.

***Olin Brass***

Net sales decreased by \$28.4 million, or 13.3%, from \$213.1 million to \$184.7 million. The decrease was due to decreased volume, lower metal prices and less sales of unprocessed metal, all of which was partially offset by an increase in average selling prices, including increased selling prices to A.J. Oster (which are eliminated in our consolidated results).

Volume decreased by 7.6 million pounds, or 11.2%, from 67.6 million pounds to 60.0 million pounds. The decrease in volume, which contributed \$20.8 million to the decrease in net sales, was



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the result of lower demand in the munitions market and lower shipments in the automotive market. The lower demand in the munitions market was the result of destocking in the supply chain. The decrease in volume was partially offset by increased demand in the coinage market and an increase in shipments to A.J. Oster (which are eliminated in our consolidated results).

Lower metal prices and a decrease in the sales of unprocessed metal, partially offset by an increase in average selling prices, accounted for \$7.6 million of the decrease in net sales.

Adjusted EBITDA decreased by \$0.8 million, from \$10.1 million to \$9.3 million. The decrease was due to lower volume and an increase in employee and related costs. Partially offsetting the decrease were higher average selling prices, lower manufacturing conversion costs and a decrease in other miscellaneous selling, general and administrative expenses.

### ***Chase Brass***

Net sales decreased by \$6.2 million, or 3.8%, from \$162.6 million to \$156.4 million. The decrease was due primarily to lower metal prices, partially offset by increased volume.

Lower metal prices accounted for \$12.8 million of the decrease in net sales.

Volume increased by 2.4 million pounds, or 4.1%, from 58.9 million pounds to 61.3 million pounds. The increase in volume, which partially offset the decrease in net sales by \$6.6 million, was attributable to higher demand in the building and housing market.

Adjusted EBITDA increased by \$3.0 million, from \$18.4 million to \$21.4 million. The increase was due primarily to increased volume, lower shrinkage costs due to lower metal prices and lower manufacturing conversion costs, which is primarily attributed to an estimated \$1.0 million of additional costs incurred during the first quarter of 2014 as a result of inclement weather.

### ***A.J. Oster***

Net sales decreased by \$6.7 million, or 8.2%, from \$81.5 million to \$74.8 million. The decrease was due primarily to lower metal prices and a change in product mix, partially offset by higher volume.

Lower metal prices and a change in product mix accounted for \$9.8 million of the decrease in net sales.

Volume increased by 0.7 million pounds, or 4.0%, from 17.4 million pounds to 18.1 million pounds. The increase in volume, which partially offset the decrease in net sales by \$3.1 million, was primarily the result of higher demand in the building and housing, partially offset by lower shipments in the automotive market.

Adjusted EBITDA decreased by \$0.6 million, from \$4.1 million to \$3.5 million. The decrease was due primarily to a change in product mix and higher prices on purchases from Olin Brass that resulted in increased conversion costs (which are eliminated in our consolidated results). Partially offsetting the decrease were increased volume and lower manufacturing conversion costs.

## **Changes in Financial Condition**

The following discussions present an analysis of fluctuations in certain asset, liability and equity components of our Consolidated Balance Sheet as of March 31, 2015 as compared to the amounts as of December 31, 2014 and March 31, 2014. These discussions should be read in conjunction with the accompanying condensed consolidated financial statements and the notes thereto.

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### ***March 31, 2015 compared to December 31, 2014***

Our total assets increased by \$44.4 million, which was primarily driven by an increase in accounts receivable of \$39.6 million. The increase in accounts receivable was primarily the result of an increase in our days' sales outstanding ("DSO") from 35 days at December 31, 2014 to 43 days at March 31, 2015.

### ***March 31, 2015 compared to March 31, 2014***

Compared to the balances at March 31, 2014, our total assets at March 31, 2015 remained relatively flat. However, accounts receivable decreased \$23.0 million, partially offset by a \$10.9 million increase in plant, property and equipment, net.

The decrease in accounts receivable is mainly attributed to the decrease in volume in the first quarter of 2015 compared to the first quarter of 2014, as our DSO only changed by 1 day from 44 days at March 31, 2014 to 43 days at March 31, 2015.

The increase in plant, property and equipment, net, is mainly attributable to increased capital expenditures, partly offset by depreciation expense that occurred in the trailing twelve months ended March 31, 2015.

Our accumulated deficit decreased commensurate with the earnings we generated in the trailing twelve months ended March 31, 2015.

## **Liquidity and Capital Resources**

### ***Sources and Uses of Cash***

Our primary uses of cash are to fund working capital, operating expenses, debt service and capital expenditures. Historically, our primary sources of short-term liquidity have been cash flow from operations and borrowings under our ABL Facility. Holdings derives all of its cash flow from its subsidiaries, including GBC, and receives dividends, distributions and other payments from them to generate the funds necessary to meet its financial obligations. However, Holdings is a holding company with no operations, no employees and no assets other than its investment in GBC. All of our operations are conducted at GBC and its subsidiaries. GBC is also the primary obligor on our indebtedness, and Holdings has no indebtedness other than its guarantee of GBC's indebtedness.

The credit agreement governing the ABL Facility and the indenture governing the Senior Secured Notes (the "Indenture") limit the ability of GBC and its subsidiaries to pay dividends or distribute cash to Holdings and to its equityholders, although ordinary course dividends and distributions to meet the limited holding company expenses and related obligations at Holdings of up to \$5.0 million per year are permitted under those agreements. Under the terms of the Indenture, GBC is also permitted to pay dividends or distribute to Holdings and its equityholders up to 50% of its "Consolidated Net Income" (as such term is used in the Indenture) from April 1, 2012 to the end of GBC's most recently ended fiscal quarter. As of March 31, 2015, all of the net assets of the subsidiaries are restricted except for \$59.3 million, which are permitted for dividend distributions under the Indenture.

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We do not believe that the restrictions on dividends and distributions to Holdings and its equityholders imposed by the terms of our debt agreements have any impact on our liquidity, financial condition or results of operations. We believe that these resources will be sufficient to meet our working capital and debt service needs for the foreseeable future, including costs that we may incur in connection with our growth strategy.

### **Cash Flows**

The following table presents the summary components of net cash provided by (used in) operating, investing and financing activities for the periods indicated. The following discussion presents an analysis of cash flows for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014 and should be read in conjunction with our consolidated statements of cash flows in our unaudited consolidated financial statements included elsewhere in this report. Our consolidated statement of cash flows for the three months ended March 31, 2014 reflects revisions discussed in the notes to the unaudited consolidated financial statements included elsewhere in this report.

<b>Cash Flow Analysis</b> <i>(in millions)</i>	<b>Three Months Ended</b> <b>March 31,</b>		<b>Change:</b>
	<b>2015</b>	<b>2014</b>	<b>2015 vs. 2014</b> <b>Amount</b>
Cash flows provided by (used in) operating activities	\$ 13.8	\$ (2.0)	\$ 15.8
Cash flows used in investing activities	\$ (5.0)	\$ (8.7)	\$ 3.7
Cash flows (used in) provided by financing activities	\$ (1.3)	\$ 16.9	\$ (18.2)

#### *Cash flows from operating activities*

Net cash provided by operating activities increased by \$15.8 million due mainly to a decreased investment in working capital. Approximately \$7.8 million of the decreased working capital investment resulted from changes in inventory levels.

Inventory levels decreased in the first quarter of 2015 as our sales volumes decreased whereas inventory levels increased in the first quarter of 2014 as we were less efficient in managing inventory due to operational issues that affected product flow and yield within the brass mill and downstream cupping operation.

In addition, our net income tax position (receivables net of payables) improved and yielded \$4.9 million benefit to cash flow from operations.

#### *Cash flows from investing activities*

Net cash used in investing activities decreased to \$5.0 million from \$8.7 million. The change was due to less capital spending. However, we expect full year 2015 capital expenditures to be in line with our historical spend.

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### *Cash flows from financing activities*

Net cash used in financing activities was \$1.3 million as compared to a \$16.9 million provision of cash in the prior year period. The change in net cash flows from financing activities is primarily attributed to a decrease in net borrowings under the ABL Facility to fund our operating needs.

### **Outstanding Indebtedness**

The ABL Facility and the Indenture contain various covenants to which we are subject to on an ongoing basis. At March 31, 2015, we were in compliance with all of the covenants under the ABL Facility and the Indenture.

For additional information regarding our ABL Facility, the Indenture governing the Senior Secured Notes and our capital lease obligations, see the notes to our unaudited consolidated financial statements, which are included elsewhere in this report, and our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2015 under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources.”

### **Recently Issued and Recently Adopted Accounting Pronouncements**

For information on recently issued and recently adopted accounting pronouncements, see the notes to our unaudited consolidated financial statements, which are included elsewhere in this report.

### **Item 3. Quantitative and Qualitative Disclosure about Market Risk**

There is no material change in the information reported under Item 7A, “Quantitative and Qualitative Disclosures About Market Risk” contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2015.

For information regarding derivative contracts that the Company uses to limit its exposure to fluctuations in commodity prices, thereby exposing itself to credit risk and market risk, see the notes to our unaudited consolidated financial statements, which are included elsewhere in this report.

### **Item 4. Controls and Procedures**

#### **(a) Evaluation of disclosure controls and procedures**

Under applicable SEC regulations, management of a reporting company, with the participation of the principal executive officer and principal financial officer, must periodically evaluate the Company’s “disclosure controls and procedures,” which are defined generally as controls and other procedures of a reporting company designed to ensure that information required to be disclosed by the reporting company in its periodic reports filed with the SEC (such as this Form 10-Q) is i) recorded, processed, summarized, and reported on a timely basis, and ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

The Company’s management, with the participation of the Chief Executive Officer and the Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the disclosure controls and procedures as of March 31, 2015. Management recognizes that any

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controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost benefit relationship of possible controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2015, the design and operation of our disclosure controls and procedures were effective to provide reasonable assurance that the desired control objectives were achieved.

**(b) Changes in internal controls**

There was no change in our internal control over financial reporting that occurred during the quarter ended March 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II — OTHER INFORMATION**

**Item 1. Legal Proceedings**

We are currently and from time to time involved in a variety of claims, lawsuits and other disputes arising in the ordinary course of business, none of which management currently believes are, or will be, material to our business. For a discussion of risks related to various legal proceedings and claims, see the risk factors described in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2015.

**Item 1A. Risk Factors**

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K under “Item 1A — Risk Factors” filed with the Securities and Exchange Commission on March 16, 2015.

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

*Sales of Unregistered Securities*

None.

*Purchases of Equity Securities*

Period	Issuer Purchases of Equity Securities			Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
	Total Number of Shares Purchased (1)	Average Price Paid per Share			
January 1, 2015 through January 31, 2015	—	\$ —		*	*
February 1, 2015 through February 28, 2015	—	—		*	*
March 1, 2015 through March 31, 2015	3,144	13.13		*	*
Total	3,144	\$ 13.13		*	*

\* These amounts are not applicable as we do not have a share repurchase program in effect.

(1) Common stock purchased during three months ended March 31, 2015 represented shares which were surrendered to the Company by participants under share-based compensation plans to satisfy tax withholding obligations relating to the vesting of equity awards.

*Limitations Upon the Payment of Dividends*

Both the ABL Facility and the Indenture governing the 9.50% Senior Secured Notes due 2019 contain restrictions as to the payment of dividends. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources” in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2015 for further discussion of these restrictive covenants.

*Use of Proceeds*

None.

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**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
31.1	Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certification of Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002**
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

\* Filed herewith

\*\* Furnished herewith



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**SIGNATURE**

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.

GLOBAL BRASS AND COPPER HOLDINGS, INC

By: /s/ Robert T. Micchelli

Robert T. Micchelli  
Chief Financial Officer

Date: May 11, 2015

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, John J. Wasz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Brass and Copper 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 circumstance 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 represent in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal controls 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.

Date: May 11, 2015

*/s/ John J. Wasz*

John J. Wasz

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert T. Micchelli, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Brass and Copper 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 circumstance 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 represent in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal controls 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.

Date: May 11, 2015

*/s/ Robert T. Micchelli*

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Robert T. Micchelli  
Chief 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 Global Brass and Copper Holdings, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2015, as filed with the Securities and Exchange Commission (the "Report"), and pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, each of the undersigned hereby certifies that to the best of their knowledge:

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.

Date: May 11, 2015

*/s/ John J. Wasz*

\_\_\_\_\_  
John J. Wasz  
Chief Executive Officer

*/s/ Robert T. Micchelli*

\_\_\_\_\_  
Robert T. Micchelli  
Chief Financial Officer

This written statement accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.