AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form 10-Q
April 29, 2011

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

FORM 10-Q

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

For the quarterly period ended March 31, 2011

or

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

For the transition period from _____________ to _____________

Commission File Number: 1-14303

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	36-3161171 (I.R.S. Employer Identification No.)
One Dauch Drive, Detroit, Michigan (Address of Principal Executive Offices)	48211-1198 (Zip Code)

(313) 758-2000
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No o

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 o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “accelerated filer,” “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer R Non-accelerated filer o Smaller reporting company o

(Do not check if a 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 o No R

As of April 27, 2011, the latest practicable date, the number of shares of the registrant's Common Stock, par value $0.01 per share, outstanding was 75,359,168 shares.

Internet Website Access to Reports

The website for American Axle & Manufacturing Holdings, Inc. is www.aam.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Exchange Act are available free of charge through our website as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission (SEC). The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2011
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FORWARD-LOOKING STATEMENTS

In this Quarterly Report on Form 10-Q (Quarterly Report), we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, and future events or performance. Such statements are “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995 and relate to trends and events that may affect our future financial position and operating results. The terms such as “will,” “may,” “could,” “would,” “plan,” “believe,” “expect,” “anticipate,” “intend,” “project,” and similar words of expressions, as well as statements in future tense, are intended to identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made and/or management’s good faith belief as of that time with respect to future events and are subject to risks and may differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- global economic conditions;
- our ability to comply with the definitive terms and conditions of various commercial and financing arrangements with General Motors Company (GM);
- reduced purchases of our products by GM, Chrysler Group LLC (Chrysler) or other customers;
- reduced demand for our customers’ products (particularly light trucks and SUVs produced by GM and Chrysler);
- availability of financing for working capital, capital expenditures, R&D or other general corporate purposes, including our ability to comply with financial covenants;
- our customers’ and suppliers’ availability of financing for working capital, capital expenditures, R&D or other general corporate purposes;
- our ability to achieve cost reductions through ongoing restructuring actions;
- our ability to achieve the level of cost reductions required to sustain global cost competitiveness;
- our ability, our suppliers' ability and our customers' ability to avoid supply shortages as a result of recent events in Japan or otherwise;
- our ability to maintain satisfactory labor relations and avoid future work stoppages;
- our suppliers’, our customers’ and their suppliers’ ability to maintain satisfactory labor relations and avoid work stoppages;
- additional restructuring actions that may occur;
- our ability to continue to implement improvements in our U.S. labor cost structure;
- supply shortages or price increases in raw materials, utilities or other operating supplies;
- our ability to consummate and integrate acquisitions and joint ventures;
- our ability or our customers’ and suppliers’ ability to successfully launch new product programs on a timely basis;
- our ability to realize the expected revenues from our new and incremental business backlog;
- our ability to attract new customers and programs for new products;
- our ability to develop and produce new products that reflect market demand;
- lower-than-anticipated market acceptance of new or existing products;
- our ability to respond to changes in technology, increased competition or pricing pressures;
- price volatility in, or reduced availability of, fuel;
- adverse changes in laws, government regulations or market conditions affecting our products or our customers’ products (such as the Corporate Average Fuel Economy (“CAFE”) regulations);
- risks inherent in our international operations (including adverse changes in the political stability, taxes and other law changes, potential disruption of production and supply, and currency rate fluctuations);
- liabilities arising from warranty claims, product recall, product liability and legal proceedings to which we are or may become a party;

- changes in liabilities arising from pension and other postretirement benefit obligations;
- risks of noncompliance with environmental regulations or risks of environmental issues that could result in unforeseen costs at our facilities;
- our ability to attract and retain key associates;
- other unanticipated events and conditions that may hinder our ability to compete.

It is not possible to foresee or identify all such factors and we make no commitment to update any forward-looking statement or to disclose any facts, events or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31, 2011	2010
	(in millions, except per share data)	
Net sales	$645.6	$521.9
Cost of goods sold	530.2	434.6
Gross profit	115.4	87.3
Selling, general and administrative expenses	56.7	45.3
Operating income	58.7	42.0
Interest expense	(21.3)	(22.7)
Investment income	0.3	0.4
Other income (expense), net	1.0	(1.5)
Income before income taxes	38.7	18.2
Income tax expense	2.1	2.0
Net income	36.6	16.2
Net loss attributable to the noncontrolling interests	1.1	0.1
Net income attributable to AAM	$37.7	$16.3
Basic earnings per share	$0.51	$0.23
Diluted earnings per share	$0.50	$0.22

See accompanying notes to condensed consolidated financial statements.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2011 (Unaudited)	December 31, 2010
Assets	(in millions)	
Current assets		
Cash and cash equivalents	$217.4	$244.6
Accounts receivable, net	209.7	146.6
Inventories, net	133.6	130.3
Prepaid expenses and other current assets	82.9	80.6
Total current assets	643.6	602.1
Property, plant and equipment, net	946.9	936.3
Goodwill	156.4	155.8
GM postretirement cost sharing asset	243.9	244.4
Other assets and deferred charges	177.0	176.1
Total assets	$2,167.8	$2,114.7
Liabilities and Stockholders’ Deficit		
Current liabilities		
Accounts payable	$321.8	$283.6
Accrued compensation and benefits	110.4	115.1
Deferred revenue	74.7	79.9
Accrued expenses and other current liabilities	76.3	90.5
Total current liabilities	583.2	569.1
Long-term debt	1,007.4	1,010.0
Deferred revenue	101.9	116.0
Postretirement benefits and other long-term liabilities	890.7	887.7
Total liabilities	2,583.2	2,582.8
Stockholders' deficit		
Common stock, par value $0.01 per share	0.8	0.8
Paid-in capital	594.8	588.1
Accumulated deficit	(748.6)	(786.3)
Treasury stock at cost, 5.5 million shares as of March 31, 2011 and December 31, 2010	(176.2)	(176.1)
Accumulated other comprehensive income (loss), net of tax		
Defined benefit plans	(149.0)	(152.1)
Foreign currency translation adjustments	49.2	44.8
Unrecognized gain on derivatives	2.5	1.3
Total AAM stockholders' deficit	(426.5)	(479.5)
Noncontrolling interest in subsidiaries	11.1	11.4
Total stockholders’ deficit	(415.4)	(468.1)
Total liabilities and stockholders' deficit	$2,167.8	$2,114.7

See accompanying notes to condensed consolidated financial statements.

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31,	
	2011	2010
	(in millions)	
Operating activities		
Net income	$36.6	$16.2
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	33.9	31.6
Deferred income taxes	(0.3)	(1.0)
Stock-based compensation	2.1	2.3
Pensions and other postretirement benefits, net of contributions	5.2	(19.4)
Loss (gain) on disposal of property, plant and equipment, net	(0.7)	0.3
Changes in operating assets and liabilities		
Accounts receivable	(62.4)	(37.2)
Inventories	(2.8)	(9.6)
Accounts payable and accrued expenses	12.8	77.2
Deferred revenue	(19.3)	(19.3)
Other assets and liabilities	(4.1)	37.9
Net cash provided by operating activities	1.0	79.0
Investing activities		
Purchases of property, plant and equipment	(31.5)	(18.8)
Proceeds from sale of property, plant and equipment	1.5	0.9
Purchase buyouts of leased equipment	—	(4.0)
Redemption of short-term investments	—	1.4
Net cash used in investing activities	(30.0)	(20.5)
Financing activities		
Net short-term borrowings (repayments) under revolving credit facilities	—	(60.0)
Payments of long-term debt and capital lease obligations	(5.1)	(1.0)
Proceeds from issuance of long-term debt	1.8	5.5
Debt issuance costs	—	(2.2)
Repurchase of treasury stock	(0.1)	(1.2)
Employee stock option exercises	4.6	—
Net cash provided by (used in) financing activities	1.2	(58.9)
Effect of exchange rate changes on cash	0.6	(1.1)
Net decrease in cash and cash equivalents	(27.2)	(1.5)
Cash and cash equivalents at beginning of period	244.6	178.1
Cash and cash equivalents at end of period	$217.4	$176.6
Supplemental cash flow information		
Interest paid	$37.6	$19.5

Income taxes paid (refunds received), net	$2.5	$(46.7)

See accompanying notes to condensed consolidated financial statements.

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2011
(Unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

Organization American Axle & Manufacturing Holdings, Inc. (Holdings) and its subsidiaries (collectively, we, our, us or AAM) is a Tier I supplier to the automotive industry. We manufacture, engineer, design and validate driveline and drivetrain systems and related components and chassis modules for light trucks, sport utility vehicles (SUVs), passenger cars, crossover vehicles and commercial vehicles. Driveline and drivetrain systems include components that transfer power from the transmission and deliver it to the drive wheels. Our driveline, drivetrain and related products include axles, chassis modules, driveshafts, power transfer units, transfer cases, chassis and steering components, driveheads, crankshafts, transmission parts and metal-formed products. In addition to locations in the United States (U.S.) (Michigan, New York, Ohio, Indiana and Pennsylvania), we also have offices or facilities in Brazil, China, Germany, India, Japan, Luxembourg, Mexico, Poland, Scotland, South Korea, Sweden and Thailand.

Basis of Presentation We have prepared the accompanying interim condensed consolidated financial statements in accordance with the instructions to Form 10-Q under the Securities Exchange Act of 1934. These condensed consolidated financial statements are unaudited but include all normal recurring adjustments, which we consider necessary for a fair presentation of the information set forth herein. Results of operations for the periods presented are not necessarily indicative of the results for the full fiscal year.

The balance sheet at December 31, 2010 presented herein has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (GAAP) for complete consolidated financial statements.

In order to prepare the accompanying interim condensed consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts and disclosures in our interim condensed consolidated financial statements. Actual results could differ from those estimates.

For further information, refer to the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2010.

2. RESTRUCTURING ACTIONS

A summary of the restructuring related activity for the three months ended March 31, 2011 is shown below (in millions):

	One-time Termination Benefits	Asset Retirement Obligations	Contract Related Costs	Total
Accrual as of December 31, 2010	$1.2	$1.4	$12.2	$14.8
Cash utilization	(0.2)	(0.1)	(1.7)	(2.0)
Accrual adjustments	—	0.1	—	0.1
Accrual as of March 31, 2011	$1.0	$1.4	$10.5	$12.9

We expect to make payments of approximately $8 million during the remainder of 2011 and $5 million in 2012 related to the remaining restructuring accrual.

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. INVENTORIES

We state our inventories at the lower of cost or market. The cost of worldwide inventories is determined using the FIFO method. When we determine that our gross inventories exceed usage requirements, or if inventories become obsolete or otherwise not saleable, we record a provision for such loss as a component of our inventory accounts.

Inventories consist of the following:

	March 31, 2011	December 31, 2010
	(in millions)	
Raw materials and work-in-progress	$142.4	$137.7
Finished goods	21.6	20.3
Gross inventories	164.0	158.0
Inventory valuation reserves	(30.4)	(27.7)
Inventories, net	$133.6	$130.3

4. LONG-TERM DEBT

Long-term debt consists of the following:

	March 31, 2011	December 31, 2010
	(in millions)	
Revolving Credit Facility	$—	$—
9.25% Notes, net of discount	420.5	420.3
7.875% Notes	300.0	300.0
5.25% Notes, net of discount	249.9	249.9
2.00% Convertible Notes	—	0.4
Foreign credit facilities	30.4	32.6
Capital lease obligations	6.6	6.8
Long-term debt	$1,007.4	$1,010.0

As of March 31, 2011, the Revolving Credit Facility provided up to $296.3 million of revolving bank financing commitments through December 2011 and $243.2 million of such revolving bank financing commitments through June 2013. At March 31, 2011, we had $270.8 million available under the Revolving Credit Facility. This availability reflects a reduction of $25.5 million for standby letters of credit issued against the facility.

The Revolving Credit Facility provides back-up liquidity for our foreign credit facilities. We intend to use the availability of long-term financing under the Revolving Credit Facility to refinance any current maturities related to such debt agreements that are not otherwise refinanced on a long-term basis in their local markets.

We utilize local currency credit facilities to finance the operations of certain foreign subsidiaries. At March 31, 2011, $30.4 million was outstanding under these facilities with no additional availability.

The weighted-average interest rate of our long-term debt outstanding was 8.2% at March 31, 2011 and December 31, 2010.

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE

The fair value accounting guidance defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." The definition is based on an exit price rather than an entry price, regardless of whether the entity plans to hold or sell the asset. This guidance also establishes a fair value hierarchy to prioritize inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Financial instruments The estimated fair value of our financial assets and liabilities that are recognized at fair value on a recurring basis, using available market information and other observable data, as of March 31, 2011, are as follows:

	March 31, 2011 Carrying Amount (in millions)	Fair Value	December 31, 2010 Carrying Amount (in millions)	Fair Value	Input
Balance Sheet Classification					
Cash equivalents	$117.7	$117.7	$152.5	$152.5	Level 1
Prepaid expenses and other current assets					
Currency forward contracts	2.5	2.5	1.3	1.3	Level 2

The carrying value of our cash, accounts receivable, accounts payable and accrued liabilities approximates their fair values due to the short-term maturities of these instruments. The carrying value of our borrowings under the foreign credit facilities approximates their fair value due to the frequent resetting of the interest rates. We estimated the fair value of the amounts outstanding on our debt using available market information and other observable data, to be as follows:

	March 31, 2011 Carrying Amount (in millions)	Fair Value	December 31, 2010 Carrying Amount (in millions)	Fair Value	Input
Revolving Credit Facility	$—	$—	$—	$—	Level 2
9.25% Notes	420.5	470.7	420.3	473.9	Level 2
7.875% Notes	300.0	303.0	300.0	306.0	Level 2
5.25% Notes	249.9	248.8	249.9	245.0	Level 2

6. DERIVATIVES

Our business and financial results are affected by fluctuations in world financial markets, including interest rates and currency exchange rates. Our hedging policy has been developed to manage these risks to an acceptable level based on management's judgment of the appropriate trade-off between risk, opportunity and cost. We do not hold financial instruments for trading or speculative purposes.

Currency forward contracts From time to time, we use foreign currency forward contracts to reduce the effects of fluctuations in exchange rates, primarily relating to the Mexican Peso. As of March 31, 2011, we have forward contracts outstanding with a notional amount of $40.0 million that hedge our exposure to changes in foreign currency exchange rates for our payroll expenses.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The following table summarizes the reclassification of pre-tax derivative gains into net income from accumulated other comprehensive income (loss):

	Location of Gain Reclassified into Net Income	Gain Reclassified Three Months Ended March 31,		Gain Expected to be Reclassified During the Next 12 Months
		2011	2010	
		(in millions)		
Currency forward contracts	Cost of Goods Sold	$0.7	$—	$2.5

7. EMPLOYEE BENEFIT PLANS

The components of net periodic benefit cost are as follows:

	Pension Benefits Three Months Ended March 31,	
	2011	2010
	(in millions)	
Service cost	$1.1	$1.2
Interest cost	9.2	9.3
Expected asset return	(7.9)	(8.0)
Amortized loss	1.1	0.6
Net periodic benefit cost	$3.5	$3.1

	Other Postretirement Benefits Three Months Ended March 31,	
	2011	2010
	(in millions)	
Service cost	$0.2	$0.3
Interest cost	4.3	4.0
Amortized loss (gain)	0.1	(0.3)
Amortized prior service credit	(0.8)	(0.8)
Net periodic benefit cost	$3.8	$3.2

Our regulatory pension funding requirements in 2011 are approximately $25 million. We expect our cash outlay for other postretirement benefit obligations in 2011, net of GM cost sharing, to be approximately $15 million.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. PRODUCT WARRANTIES

We record a liability for estimated warranty obligations at the dates our product are sold. These estimates are established using sales volumes and internal and external warranty data where there is no payment history and historical information about the average cost of warranty claims for customers with prior claims. We adjust the liability as necessary.

As part of the 2009 Settlement and Commercial Agreement, AAM agreed to expanded warranty cost sharing with GM starting on January 1, 2011.

The following table provides a reconciliation of changes in the product warranty liability:

	Three Months Ended March 31,	
	2011	2010
	(in millions)	
Beginning balance	$2.3	$2.1
Accruals	3.0	0.2
Settlements	(0.2)	(0.1)
Adjustment to prior period accruals	0.1	(0.1)
Foreign currency translation and other	0.1	(0.1)
Ending balance	$5.3	$2.0

9. INCOME TAXES

We are required to adjust our effective tax rate each quarter to consistently estimate our annual effective tax rate. We must also record the tax impact of certain discrete items, unusual or infrequently occurring, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, in the interim period in which they occur. In addition, jurisdictions with a projected loss for the year or a year-to-date loss where no tax benefit can be recognized are excluded from the estimated annual effective tax rate. The impact of such an exclusion could result in a higher or lower effective tax rate during a particular quarter, based upon the mix and timing of actual earnings versus annual projections.

Income tax expense was $2.1 million in the first quarter of 2011 as compared to $2.0 million in the first quarter of 2010. Our effective income tax rate was 5.4% in the first quarter of 2011 as compared to 11.0% in the first quarter of 2010. Our income tax expense and effective tax rate for the three months ended March 31, 2011 reflects the effect of recognizing a net operating loss (NOL) benefit against our taxable income in the U.S. Our income tax expense and effective tax rate for the three months ended March 31, 2010 reflected the effect of recording a valuation allowance against income tax benefits on U.S. losses.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10. COMPREHENSIVE INCOME

Comprehensive income consists of the following:

	Three Months Ended March 31, 2011	2010
	(in millions)	
Net income	$36.6	$16.2
Defined benefit plans, net of tax	3.1	2.3
Foreign currency translation adjustments, net of tax	5.2	(5.2)
Change in derivatives, net of tax	1.2	—
Comprehensive income	$46.1	$13.3
Net loss attributable to noncontrolling interests	1.1	0.1
Foreign currency translation adjustments related to noncontrolling interests	(0.8)	0.1
Comprehensive income attributable to AAM	$46.4	$13.5

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. EARNINGS PER SHARE (EPS)

The following table sets forth the computation of our basic and diluted EPS:

	Three Months Ended March 31, 2011	2010
	(in millions, except per share data)	
Numerator		
Net income attributable to AAM	$37.7	$16.3
Denominator		
Basic shares outstanding -		
Weighted-average shares outstanding	73.7	71.6
Effect of dilutive securities		
Dilutive stock-based compensation	0.2	0.1
Dilutive GM warrants	1.4	2.9
Diluted shares outstanding -		
Adjusted weighted-average shares after assumed conversions	75.3	74.6
Basic EPS	$0.51	$0.23
Diluted EPS	$0.50	$0.22

Certain exercisable stock options were excluded in the computations of diluted EPS because the exercise price of these options was greater than the average period market prices. The number of stock options outstanding, which were not included in the calculation of diluted EPS, was 4.1 million at March 31, 2011 and 5.0 million at March 31, 2010. The ranges of exercise prices related to the excluded exercisable stock options were $15.56 - $40.83 at March 31, 2011 and $10.08 - $40.83 at March 31, 2010.

As part of the 2009 Settlement and Commercial Agreement, we issued to GM five year warrants, which entitled GM to purchase 4.1 million shares of AAM's common stock at an exercise price of $2.76 per share. In the first quarter of 2011, GM exercised these warrants. In accordance with the cashless exercise option available in the agreement, we issued 3.3 million net shares of common stock to GM.

12. SUBSEQUENT EVENTS

In April 2011, we sold equipment that had previously been written down to its estimated fair value as a result of asset impairments. As a result of the sale of this equipment, we expect to record a gain of approximately $6.1 million in the second quarter of 2011.

On April 29, 2011, we notified the Trustee of our 9.25% Notes that, pursuant to the terms of such Notes, we intend to redeem 10% of the notes outstanding in the second quarter of 2011 at a redemption price of 103% of the principal amount. This will result in a principal payment of $42.5 million and a $1.3 million payment for the redemption premium, as well as a payment related to accrued interest. In addition to recording expense in the second quarter of 2011 for the redemption premium, we will also record approximately $1.4 million of expense for the write off of a proportional amount of unamortized debt discount and unamortized debt issuance costs related to this debt.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. SUPPLEMENTAL GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

Holdings has no significant assets other than its 100% ownership in AAM, Inc. and no direct subsidiaries other than AAM, Inc. Holdings fully and unconditionally guarantees the 5.25% Notes and 7.875% Notes, which are senior unsecured obligations of AAM, Inc. The 2.00% Convertible Notes are senior unsecured obligations of Holdings and are fully and unconditionally guaranteed by AAM, Inc.

The following Condensed Consolidating Financial Statements are included in lieu of providing separate financial statements for Holdings and AAM, Inc. These Condensed Consolidating Financial Statements are prepared under the equity method of accounting whereby the investments in subsidiaries are recorded at cost and adjusted for the parent's share of the subsidiaries' cumulative results of operations, capital contributions and distributions, and other equity changes.

Condensed Consolidating Statements of Operations
Three Months Ended March 31,
(in millions)

	Holdings	AAM Inc.	All Others	Elims	Consolidated
2011					
Net sales					
External	$—	$195.7	$449.9	$—	$645.6
Intercompany	—	5.9	47.7	(53.6)	—
Total net sales	—	201.6	497.6	(53.6)	645.6
Cost of goods sold	—	182.8	401.0	(53.6)	530.2
Gross profit	—	18.8	96.6	—	115.4
Selling, general and administrative expenses	—	47.7	9.0	—	56.7
Operating income (loss)	—	(28.9)	87.6	—	58.7
Non-operating income (expense), net	—	(22.1)	2.1	—	(20.0)
Income (loss) before income taxes	—	(51.0)	89.7	—	38.7
Income tax expense	—	0.3	1.8	—	2.1
Earnings from equity in subsidiaries	37.7	40.0	—	(77.7)	—
Net income (loss) before royalties and dividends	37.7	(11.3)	87.9	(77.7)	36.6
Royalties and dividends	—	49.0	(49.0)	—	—
Net income after royalties and dividends	37.7	37.7	38.9	(77.7)	36.6
Net loss attributable to noncontrolling interests	—	—	1.1	—	1.1
Net income attributable to AAM	$37.7	$37.7	$40.0	$(77.7)	$37.7
2010					
Net sales					
External	$—	$118.3	$403.6	$—	$521.9
Intercompany	—	7.0	39.4	(46.4)	—
Total net sales	—	125.3	443.0	(46.4)	521.9
Cost of goods sold	—	128.7	352.3	(46.4)	434.6
Gross profit (loss)	—	(3.4)	90.7	—	87.3
Selling, general and administrative expenses	—	41.8	3.5	—	45.3
Operating income (loss)	—	(45.2)	87.2	—	42.0
Non-operating expense, net	—	(22.5)	(1.3)	—	(23.8)
Income (loss) before income taxes	—	(67.7)	85.9	—	18.2

Income tax expense (benefit)	—	(0.3)	2.3	—	2.0
Earnings from equity in subsidiaries	16.3	65.0	—	(81.3)	—
Net income (loss) before royalties and dividends	16.3	(2.4)	83.6	(81.3)	16.2
Royalties and dividends	—	18.7	(18.7)	—	—
Net income after royalties and dividends	16.3	16.3	64.9	(81.3)	16.2
Net loss attributable to noncontrolling interests	—	—	0.1	—	0.1
Net income attributable to AAM	$16.3	$16.3	$65.0	$(81.3)	$16.3

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Condensed Consolidating Balance Sheets
(in millions)

	Holdings	AAM Inc.	All Others	Elims	Consolidated
March 31, 2011					
Assets					
Current assets					
Cash and cash equivalents	$—	$80.9	$136.5	$—	$217.4
Accounts receivable, net	—	39.1	170.6	—	209.7
Inventories, net	—	35.3	98.3	—	133.6
Other current assets	—	36.8	46.1	—	82.9
Total current assets	—	192.1	451.5	—	643.6
Property, plant and equipment, net	—	257.4	689.5	—	946.9
Goodwill	—	—	156.4	—	156.4
Other assets and deferred charges	—	327.0	93.9	—	420.9
Investment in subsidiaries	—	932.8	—	(932.8)	—
Total assets	$—	$1,709.3	$1,391.3	$(932.8)	$2,167.8
Liabilities and stockholders' equity (deficit)					
Current liabilities					
Accounts payable	$—	$96.1	$225.7	$—	$321.8
Other current liabilities	—	178.3	83.1	—	261.4
Total current liabilities	—	274.4	308.8	—	583.2
Intercompany payable (receivable)	320.7	(347.2)	26.5	—	—
Long-term debt	—	970.4	37.0	—	1,007.4
Investment in subsidiaries obligation	105.8	—	—	(105.8)	—
Other long-term liabilities	—	917.5	75.1	—	992.6
Total liabilities	426.5	1,815.1	447.4	(105.8)	2,583.2
Total AAM stockholders' equity (deficit)	(426.5)	(105.8)	932.8	(827.0)	(426.5)
Noncontrolling interest in subsidiaries	—	—	11.1	—	11.1
Total stockholders' equity (deficit)	(426.5)	(105.8)	943.9	(827.0)	(415.4)
Total liabilities and stockholders' equity (deficit)	$—	$1,709.3	$1,391.3	$(932.8)	$2,167.8
December 31, 2010					
Assets					
Current assets					
Cash and cash equivalents	$—	$67.6	$177	$—	$244.6
Accounts receivable, net	—	18.4	128.2	—	146.6
Inventories, net	—	34.8	95.5	—	130.3
Other current assets	—	35.6	45	—	80.6
Total current assets	—	156.4	445.7	—	602.1
Property, plant and equipment, net	—	259.6	676.7	—	936.3
Goodwill	—	—	155.8	—	155.8
Other assets and deferred charges	—	329.8	90.7	—	420.5
Investment in subsidiaries	—	887.7	—	(887.7)	—
Total assets	$—	$1,633.5	$1,368.9	$(887.7)	$2,114.7
Liabilities and stockholders' equity (deficit)					
Current liabilities					

Accounts payable	$—	$76.4	$207.2	$—	$283.6
Other current liabilities	—	209.9	75.6	—	285.5
Total current liabilities	—	286.3	282.8	—	569.1
Intercompany payable (receivable)	320.1	(395.3)	75.2	—	—
Long-term debt	0.4	970.2	39.4	—	1,010.0
Investment in subsidiaries obligation	159.0	—	—	(159.0)	—
Other long-term liabilities	—	931.3	72.4	—	1,003.7
Total liabilities	479.5	1,792.5	469.8	(159.0)	2,582.8
Total AAM stockholders' equity (deficit)	(479.5)	(159.0)	887.7	(728.7)	(479.5)
Noncontrolling interest in subsidiaries	—	—	11.4	—	11.4
Total stockholders' equity (deficit)	(479.5)	(159.0)	899.1	(728.7)	(468.1)
Total liabilities and stockholders' equity (deficit)	$—	$1,633.5	$1,368.9	$(887.7)	$2,114.7

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31,
(in millions)

	Holdings	AAM Inc.	All Others	Elims	Consolidated
2011					
Operating activities					
Net cash provided by (used in) operating activities	$—	$(33.8)	$34.8	$—	$1.0
Investing activities					
Purchases of property, plant and equipment	—	(9.7)	(21.8)	—	(31.5)
Proceeds from sale of equipment	—	0.9	0.6	—	1.5
Net cash used in investing activities	—	(8.8)	(21.2)	—	(30.0)
Financing activities					
Net debt activity	(0.4)	—	(2.9)	—	(3.3)
Intercompany activity	0.5	51.3	(51.8)	—	—
Employee stock option exercises	—	4.6	—	—	4.6
Purchase of treasury stock	(0.1)	—	—	—	(0.1)
Net cash provided by (used in) financing activities	—	55.9	(54.7)	—	1.2
Effect of exchange rate changes on cash	—	—	0.6	—	0.6
Net increase (decrease) in cash and cash equivalents	—	13.3	(40.5)	—	(27.2)
Cash and cash equivalents at beginning of period	—	67.6	177.0	—	244.6
Cash and cash equivalents at end of period	$—	$80.9	$136.5	$—	$217.4
2010					
Operating activities					
Net cash provided by (used in) operating activities	$—	$(26.9)	$105.9	$—	$79.0
Investing activities					
Purchases of property, plant and equipment	—	(5.4)	(13.4)	—	(18.8)
Proceeds from sale of equipment	—	0.9	—	—	0.9
Purchase buyouts of leased equipment	—	(4.0)	—	—	(4.0)
Redemption of short-term investments	—	1.4	—	—	1.4
Net cash used in investing activites	—	(7.1)	(13.4)	—	(20.5)
Financing activities					
Net debt activity	—	(59.7)	4.2	—	(55.5)
Intercompany activity	1.2	41.3	(42.5)	—	—
Debt issuance costs	—	(2.2)	—	—	(2.2)
Purchase of treasury stock	(1.2)	—	—	—	(1.2)
Net cash used in financing activities	—	(20.6)	(38.3)	—	(58.9)
Effect of exchange rate changes on cash	—	—	(1.1)		(1.1)
Net increase (decrease) in cash and cash equivalents	—	(54.6)	53.1	—	(1.5)
Cash and cash equivalents at beginning of period	—	80.6	97.5	—	178.1

Cash and cash equivalents at end of period	$—	$26.0	$150.6	$—	$176.6

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. SUPPLEMENTAL GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS – 9.25% NOTES

Holdings has no significant asset other than its 100% ownership in AAM, Inc. and no direct subsidiaries other than AAM, Inc. The 9.25% Notes are senior secured obligations of AAM Inc. and are fully and unconditionally guaranteed by Holdings and all domestic subsidiaries of AAM, Inc.

These Condensed Consolidating Financial Statements are prepared under the equity method of accounting whereby the investments in subsidiaries are recorded at cost and adjusted for the parent's share of the subsidiaries' cumulative results of operations, capital contributions and distributions, and other equity changes.

Condensed Consolidating Statements of Operations
Three Months Ended March 31,
(in millions)

	Holdings	AAM Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elims	Consolidated
2011						
Net sales						
External	$—	$195.7	$50.9	$399.0	$—	$645.6
Intercompany	—	5.9	45.0	2.7	(53.6)	—
Total net sales	—	201.6	95.9	401.7	(53.6)	645.6
Cost of goods sold	—	182.8	83.3	317.7	(53.6)	530.2
Gross profit	—	18.8	12.6	84.0	—	115.4
Selling, general and administrative expenses	—	47.7	—	9.0	—	56.7
Operating income (loss)	—	(28.9)	12.6	75.0	—	58.7
Non-operating income (expense), net	—	(22.1)	0.6	1.5	—	(20.0)
Income (loss) before income taxes	—	(51.0)	13.2	76.5	—	38.7
Income tax expense	—	0.3	—	1.8	—	2.1
Earnings (loss) from equity in subsidiaries	37.7	40.0	(11.3)	—	(66.4)	—
Net income (loss) before royalties and dividends	37.7	(11.3)	1.9	74.7	(66.4)	36.6
Royalties and dividends	—	49.0	—	(49.0)	—	—
Net income after royalties and dividends	37.7	37.7	1.9	25.7	(66.4)	36.6
Net loss attributable to noncontrolling interests	—	—	—	1.1	—	1.1
Net income attributable to AAM	$37.7	$37.7	$1.9	$26.8	$(66.4)	$37.7

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

	Holdings	AAM Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elims	Consolidated
2010						
Net sales						
External	$—	$118.3	$47.2	$356.4	$—	$521.9
Intercompany	—	7.0	37.0	2.4	(46.4)	—
Total net sales	—	125.3	84.2	358.8	(46.4)	521.9
Cost of goods sold	—	128.7	78.2	274.1	(46.4)	434.6
Gross profit (loss)	—	(3.4)	6.0	84.7	—	87.3
Selling, general and administrative expenses	—	41.8	—	3.5	—	45.3
Operating income (loss)	—	(45.2)	6.0	81.2	—	42.0
Non-operating income (expense), net	—	(22.5)	0.1	(1.4)	—	(23.8)
Income (loss) before income taxes	—	(67.7)	6.1	79.8	—	18.2
Income tax expense (benefit)	—	(0.3)	—	2.3	—	2.0
Earnings (loss) from equity in subsidiaries	16.3	65.0	(7.6)	—	(73.7)	—
Net income (loss) before royalties and dividends	16.3	(2.4)	(1.5)	77.5	(73.7)	16.2
Royalties and dividends	—	18.7	—	(18.7)	—	—
Net income (loss) after royalties and dividends	16.3	16.3	(1.5)	58.8	(73.7)	16.2
Net loss attributable to noncontrolling interests	—	—	—	0.1	—	0.1
Net income (loss) attributable to AAM	$16.3	$16.3	$(1.5)	$58.9	$(73.7)	$16.3

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Condensed Consolidating Balance Sheets

(in millions)

	Holdings	AAM Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elims	Consolidated
March 31, 2011						
Assets						
Current assets						
Cash and cash equivalents	$—	$80.9	$—	$ 136.5	$—	$217.4
Accounts receivable, net	—	39.1	30.5	140.1	—	209.7
Inventories, net	—	35.3	24.5	73.8	—	133.6
Other current assets	—	36.8	0.3	45.8	—	82.9
Total current assets	—	192.1	55.3	396.2	—	643.6
Property, plant and equipment, net	—	257.4	88.6	600.9	—	946.9
Goodwill	—	—	147.8	8.6	—	156.4
Other assets and deferred charges	—	327.0	18.1	75.8	—	420.9
Investment in subsidiaries	—	932.8	43.4	—	(976.2)	—
Total assets	$—	$1,709.3	$353.2	$ 1,081.5	$(976.2)	$2,167.8
Liabilities and stockholders' equity (deficit)						
Current liabilities						
Accounts payable	$—	$96.1	$32.8	$ 192.9	$—	$321.8
Other current liabilities	—	178.3	3.9	79.2	—	261.4
Total current liabilities	—	274.4	36.7	272.1	—	583.2
Intercompany payable (receivable)	320.7	(347.2)	273.8	(247.3)	—	—
Long-term debt	—	970.4	6.0	31.0	—	1,007.4
Investment in subsidiaries obligation	105.8	—	—	—	(105.8)	—
Other long-term liabilities	—	917.5	1.2	73.9	—	992.6
Total liabilities	426.5	1,815.1	317.7	129.7	(105.8)	2,583.2
Total AAM Stockholders' equity (deficit)	(426.5)	(105.8)	35.5	940.7	(870.4)	(426.5)
Noncontrolling interests in subsidiaries	—	—	—	11.1	—	11.1
Total stockholders' equity (deficit)	(426.5)	(105.8)	35.5	951.8	(870.4)	(415.4)
Total liabilities and stockholders' equity (deficit)	$—	$1,709.3	$353.2	$ 1,081.5	$(976.2)	$2,167.8

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

	Holdings	AAM Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elims	Consolidated
December 31, 2010						
Assets						
Current assets						
Cash and cash equivalents	$—	$67.6	$—	$ 177.0	$—	$244.6
Accounts receivable, net	—	18.4	24.5	103.7	—	146.6
Inventories, net	—	34.8	27.0	68.5	—	130.3
Other current assets	—	35.6	0.2	44.8	—	80.6
Total current assets	—	156.4	51.7	394.0	—	602.1
Property, plant and equipment, net	—	259.6	91.0	585.7	—	936.3
Goodwill	—	—	147.8	8.0	—	155.8
Other assets and deferred charges	—	329.8	17.2	73.5	—	420.5
Investment in subsidiaries	—	887.7	41.0	—	(928.7)	—
Total assets	$—	$1,633.5	$348.7	$ 1,061.2	$(928.7)	$2,114.7
Liabilities and stockholders' equity (deficit)						
Current liabilities						
Accounts payable	$—	$76.4	$35.7	$ 171.5	$—	$283.6
Other current liabilities	—	209.9	4.1	71.5	—	285.5
Total current liabilities	—	286.3	39.8	243.0	—	569.1
Intercompany payable (receivable)	320.1	(395.3)	272.5	(197.3)	—	—
Long-term debt	0.4	970.2	6.1	33.3	—	1,010.0
Investment in subsidiaries obligation	159.0	—	—	—	(159.0)	—
Other long-term liabilities	—	931.3	1.2	71.2	—	1,003.7
Total liabilities	479.5	1,792.5	319.6	150.2	(159.0)	2,582.8
Total AAM Stockholders' equity (deficit)	(479.5)	(159.0)	29.1	899.6	(769.7)	(479.5)
Noncontrolling interests in subsidiaries	—	—	—	11.4	—	11.4
Total stockholders' equity (deficit)	(479.5)	(159.0)	29.1	911.0	(769.7)	(468.1)
Total liabilities and stockholders' equity (deficit)	$—	$1,633.5	$348.7	$ 1,061.2	$(928.7)	$2,114.7

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Condensed Consolidating Statements of Cash Flows
Three months ended March 31,
(in millions)

	Holdings	AAM Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elims	Consolidated
2011						
Net cash provided by (used in) operating activities	$—	$(33.8)	$1.0	$ 33.8	$—	$1.0
Investing activities						
Purchases of property, plant and equipment	—	(9.7)	(0.6)	(21.2)	—	(31.5)
Proceeds from sale of equipment	—	0.9	—	0.6	—	1.5
Net cash used in investing activities	—	(8.8)	(0.6)	(20.6)	—	(30.0)
Financing activities						
Net debt activity	(0.4)	—	(0.1)	(2.8)	—	(3.3)
Intercompany activity	0.5	51.3	(0.3)	(51.5)	—	—
Employee stock option exercises	—	4.6	—	—	—	4.6
Purchase of treasury stock	(0.1)	—	—	—	—	(0.1)
Net cash provided by (used in) financing activities	—	55.9	(0.4)	(54.3)	—	1.2
Effect of exchange rate changes on cash	—	—	—	0.6	—	0.6
Net increase (decrease) in cash and cash equivalents	—	13.3	—	(40.5)	—	(27.2)
Cash and cash equivalents at beginning of period	—	67.6	—	177.0	—	244.6
Cash and cash equivalents at end of period	$—	$80.9	$—	$ 136.5	$—	$217.4

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

	Holdings	AAM Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elims	Consolidated
2010						
Net cash provided by (used in) operating activities	$—	$(26.9)	$14.8	$ 91.1	$—	$79.0
Investing activities						
Purchases of property, plant and equipment	—	(5.4)	(1.0)	(12.4)	—	(18.8)
Redemption of short-term investments	—	1.4	—	—	—	1.4
Purchase buyouts of leased equipment	—	(4.0)	—	—	—	(4.0)
Proceeds from sale of equipment	—	0.9	—	—	—	0.9
Net cash used in investing activities	—	(7.1)	(1.0)	(12.4)	—	(20.5)
Financing activities						
Net debt activity	—	(59.7)	—	4.2	—	(55.5)
Intercompany activity	1.2	41.3	(15.7)	(26.8)	—	—
Debt issuance costs	—	(2.2)	—	—	—	(2.2)
Purchase of treasury stock	(1.2)	—	—	—	—	(1.2)
Net cash used in financing activities	—	(20.6)	(15.7)	(22.6)	—	(58.9)
Effect of exchange rate changes on cash	—	—	—	(1.1)	—	(1.1)
Net increase (decrease) in cash and cash equivalents	—	(54.6)	(1.9)	55.0	—	(1.5)
Cash and cash equivalents at beginning of period	—	80.6	1.9	95.6	—	178.1
Cash and cash equivalents at end of period	$—	$26.0	$—	$ 150.6	$—	$176.6

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

This management’s discussion and analysis (MD&A) should be read in conjunction with the unaudited condensed consolidated financial statements and notes appearing elsewhere in this Quarterly Report and our Annual Report on Form 10-K for the year ended December 31, 2010.

Unless the context otherwise requires, references to "we," "our," "us" or "AAM" shall mean collectively (i) American Axle & Manufacturing Holdings, Inc. (Holdings), a Delaware corporation, and (ii) American Axle & Manufacturing, Inc. (AAM, Inc.), a Delaware corporation, and its direct and indirect subsidiaries. Holdings has no subsidiaries other than AAM, Inc.

COMPANY OVERVIEW

We are a Tier I supplier to the automotive industry. We manufacture, engineer, design and validate driveline and drivetrain systems and related components and chassis modules for light trucks, sport utility vehicles (SUVs), passenger cars, crossover vehicles and commercial vehicles. Driveline and drivetrain systems include components that transfer power from the transmission and deliver it to the drive wheels. Our driveline, drivetrain and related products include axles, chassis modules, driveshafts, power transfer units, transfer cases, chassis and steering components, driving heads, crankshafts, transmission parts and metal-formed products.

We are the principal supplier of driveline components to General Motors Company (GM) for its rear-wheel drive (RWD) light trucks and SUVs manufactured in North America, supplying substantially all of GM’s rear axle and front four-wheel drive and all-wheel drive (4WD/AWD) axle requirements for these vehicle platforms. Sales to GM were approximately 72% of our total net sales in the first quarter of 2011 as compared to 76% in the first quarter of 2010 and 75% for the full-year 2010.

We are the sole-source supplier to GM for certain axles and other driveline products for the life of each GM vehicle program covered by a Lifetime Program Contract (LPC). Substantially all of our sales to GM are made pursuant to the LPCs. The LPCs have terms equal to the lives of the relevant vehicle programs or their respective derivatives, which typically run 6 to 10 years, and require us to remain competitive with respect to technology, design and quality.

We are also the principal supplier of driveline system products for the Chrysler Group LLC’s (Chrysler) heavy-duty Dodge Ram full-size pickup trucks and its derivatives. Sales to Chrysler were approximately 9% of our total net sales in the first quarter of 2011 as compared to 10% in the first quarter of 2010 and 9% for the full-year 2010. In addition to GM and Chrysler, we supply driveline systems and other related components to Volkswagen AG, Scania AB, PACCAR Inc., Harley-Davidson Inc., Deere & Company, Tata Motors, Mack Trucks Inc., Nissan Motor Co., Ltd., Ford Motor Company and other original equipment manufacturers (OEMs) and Tier I supplier companies. Our net sales to customers other than GM were $178.4 million in the first quarter of 2011 as compared to $124.1 million in the first quarter of 2010.

RESULTS OF OPERATIONS — THREE MONTHS ENDED MARCH 31, 2011 AS COMPARED TO THREE MONTHS ENDED MARCH 31, 2010

Net Sales Net sales increased to $645.6 million in the first quarter of 2011 as compared to $521.9 million in the first quarter of 2010. As compared to the first quarter of 2010, our sales in the first quarter of 2011 reflect an increase of approximately 13% in production volumes for the major North American light truck and SUV programs we currently support. These increases reflect the continuing improvement in both general economic conditions and market conditions in the automotive industry.

Our content-per-vehicle (as measured by the dollar value of our products supporting our customers' North American light truck and SUV programs) was $1,478 in the first quarter of 2011 as compared to $1,390 in the first quarter of 2010. The increase is primarily due to favorable mix related to the recent launch of the next generation of heavy-duty trucks for GM and higher metal market pass throughs. Our 4WD/AWD penetration rate on these vehicle programs was 63.8% in the first quarter 2011 as compared to 64.0% in the first quarter of 2010.

Gross Profit Gross profit increased to $115.4 million in the first quarter of 2011 as compared to $87.3 million in the first quarter of 2010. Gross margin was 17.9% in the first quarter of 2011 as compared to 16.7% in the first quarter of 2010. The increase in gross profit and margin in the first quarter of 2011, as compared to the first quarter of 2010, primarily reflects the positive impact of an increase in sales and productivity gains, partially offset by the impact of the implementation of certain provisions of the 2009 Settlement and Commercial Agreement with GM. These provisions were effective January 1, 2011 and, among other things, include expanded warranty cost sharing and product price-downs.

Gross profit in the first quarter of 2010 also reflected the adverse impact of an arbitration ruling related to the transfer of certain production from the Detroit Manufacturing Complex (DMC) to another AAM facility for which we recorded a charge of $5.4 million for wages and benefits owed to certain UAW represented associates at the DMC.

Selling, General and Administrative Expenses (SG&A) SG&A (including research and development (R&D)) was $56.7 million or 8.8% of net sales in the first quarter of 2011 as compared to $45.3 million or 8.7% of net sales in the first quarter of 2010. R&D was $27.2 million in the first quarter of 2011 as compared to $19.1 million in the first quarter of 2010. The increase in SG&A in the first quarter of 2011 primarily reflects increased R&D spending, including costs related to e-AAM Driveline Systems AB (e-AAM), a joint venture we formed in the fourth quarter of 2010 to develop and commercialize electric AWD hybrid driveline systems for passenger cars and crossover vehicles.

Operating Income Operating income was $58.7 million in the first quarter of 2011 as compared to $42.0 million in the first quarter of 2010. Operating margin was 9.1% in the first quarter of 2011 as compared to 8.0% in the first quarter of 2010. The increases in operating income and operating margin were due to factors discussed in Gross Profit and SG&A above.

Interest Expense and Investment Income Interest expense was $21.3 million in the first quarter of 2011 as compared to $22.7 million in the first quarter of 2010. Investment income was $0.3 million in the first quarter of 2011 as compared to $0.4 million in the first quarter of 2010.

The weighted-average interest rate of our long-term debt outstanding was 8.3% in the first quarter of 2011 and 2010.

Other Income (Expense), Net Other income (expense), net, which includes the net effect of our proportionate share of earnings from equity in unconsolidated subsidiaries and foreign exchange gains and losses, was income of $1.0 million in the first quarter of 2011 as compared to a loss of $1.5 million in the first quarter of 2010.

Income Tax Expense Income tax expense was $2.1 million in the first quarter of 2011 as compared to $2.0 million in the first quarter of 2010. Our effective income tax rate was 5.4% in the first quarter of 2011 as compared to 11.0% in the first quarter of 2010. Our income tax expense and effective tax rate for the three months ended March 31, 2011 reflects the effect of recognizing a net operating loss (NOL) benefit against our taxable income in the U.S. Our income tax expense and effective tax rate in the first quarter of 2010 reflected the effect of recording a valuation allowance against income tax benefits on U.S. losses.

Net Loss Attributable to Noncontrolling Interests Net loss attributable to noncontrolling interests was $1.1 million in the first quarter of 2011 and $0.1 million in the first quarter of 2010. The increase primarily reflects the portion of the net expenses of e-AAM that relates to noncontrolling interests.

Net Income Attributable to AAM and Earnings Per Share (EPS) Net income attributable to AAM was $37.7 million in the first quarter of 2011 as compared to $16.3 million in the first quarter of 2010. Diluted EPS was $0.50 in the first quarter of 2011 as compared to $0.22 in the first quarter of 2010. Net income attributable to AAM and EPS for the first quarters of 2011 and 2010 were primarily impacted by the factors discussed in Gross Profit and SG&A above.

LIQUIDITY AND CAPITAL RESOURCES

Our primary liquidity needs are to fund capital expenditures, debt service obligations, pension plan obligations and our working capital requirements. We believe that operating cash flow, available cash and cash equivalent balances and available committed borrowing capacity under our Revolving Credit Facility will be sufficient to meet these needs.

Operating Activities In the first quarter of 2011, net cash provided by operating activities was $1.0 million as compared to $79.0 million in the first quarter of 2010. The following factors impacted cash provided by operating activities in the first quarter of 2011 as compared to the first quarter of 2010:

Sales and production volumes Cash provided by operating activities was favorably impacted by higher profits related to an increase in sales and production activity in the first quarter of 2011 as compared to the first quarter of 2010.

Interest paid Interest paid in the first quarter of 2011 was $37.6 million as compared to $19.5 million in the first quarter of 2010. The increase primarily relates to the timing of interest payments on our 9.25% Notes, which were issued in December 2009.

Incentive compensation payments In the first quarter of 2011, we paid approximately $19.0 million related to incentive compensation as a result of our increased profitability in 2010. There were no similar payments made in the first quarter of 2010.

Pension and other postretirement benefits (OPEB) As a result of discretionary pension funding in the fourth quarter of 2010, we were not required to make any significant pension contributions in the first quarter of 2011. We contributed $25.1 million to our pension trusts in the first quarter of 2010. Our regulatory pension funding requirement in 2011 is approximately $25 million. We expect our cash outlay for other postretirement benefit obligations in 2011, net of GM cost sharing, to be approximately $15 million.

Cash paid for special charges In the first quarter of 2011, we made cash payments of $2.0 million for special charges primarily related to leased assets that are permanently idled. In the first quarter of 2010, we made cash payments of $16.6 million which primarily relate to hourly and salaried workforce reductions initiated prior to 2010. We expect to make payments of approximately $8 million during the remainder of 2011 and $5 million in 2012 related to the remaining restructuring accrual.

2010 Income tax refund In the fourth quarter of 2009, the U.S. Congress passed the Worker, Homeownership and Business Act of 2009 which, among other things, extended the NOL carryback period for most taxpayers from two years to up to five years for either 2008 or 2009 NOLs. This law enabled us to carryback our 2008 NOL to 2003. In the first quarter of 2010, we received a $48.8 million refund as a result of this carryback election.

2009 Settlement and Commercial Agreement As part of the 2009 Settlement and Commercial Agreement, we agreed to expedited payment terms of “net 10 days” from GM (as compared to previously existing terms of approximately 45 days) in exchange for a 1% early payment discount. These expedited payment terms are available to us through December 31, 2013. Beginning on July 1, 2011, we may elect to terminate the expedited payment terms and transition to GM payment terms of approximately 50 days. If we elect to terminate these expedited payment terms in 2011, we estimate this change in payment terms would negatively impact our operating cash flow in 2011 by approximately $150 million.

Investing Activities Capital expenditures were $31.5 million in the first quarter of 2011 as compared to $18.8 million in the first quarter of 2010. We expect our capital spending in 2011 to be in the range of $150 million to $160 million, which includes support for our significant global program launches in 2011 and 2012 within our new business backlog.

In the first quarter of 2011, we received $1.5 million of proceeds related to the sale of property, plant and equipment. Included in these proceeds is $0.6 million that represents an upfront deposit on the sale of equipment we completed in April 2011. We expect to receive the remaining $5.5 million during the remainder of 2011 and record a gain on the sale of equipment of $6.1 million in the second quarter of 2011.

Financing Activities In the first quarter of 2011, net cash used in financing activities was $1.2 million as compared to $58.9 million in the first quarter of 2010. Total long-term debt outstanding decreased $2.6 million in the first quarter of 2011 to $1,007.4 million as compared to $1,010.0 million at year-end 2010.

At March 31, 2011, we had $270.8 million available under the Revolving Credit Facility. This availability reflects a reduction of $25.5 million for standby letters of credit issued against the facility. We also utilize foreign credit facilities and uncommitted lines of credit to finance working capital needs. At March 31, 2011, $30.4 million was outstanding under these facilities with no additional availability.

On April 29, 2011, we notified the Trustee of our 9.25% Notes that, pursuant to the terms of such Notes, we intend to redeem 10% of the notes outstanding in the second quarter of 2011 at a redemption price of 103% of the principal amount. This will result in a principal payment of $42.5 million and a $1.3 million payment for the redemption premium, as well as a payment related to accrued interest. In addition to recording expense in the second quarter of 2011 for the redemption premium, we will also record approximately $1.4 million of expense for the write off of a proportional amount of unamortized debt discount and unamortized debt issuance costs related to this debt.
We received $4.6 million in the first quarter of 2011 related to the exercise of employee stock options.

CYCLICALITY AND SEASONALITY

Our operations are cyclical because they are directly related to worldwide automotive production, which is itself cyclical and dependent on general economic conditions and other factors. Our business is also moderately seasonal as our major OEM customers historically have an extended shutdown of operations (typically 1-2 weeks) in conjunction with their model year changeover and an approximate one-week shutdown in December. Accordingly, our quarterly results may reflect these trends.

LITIGATION AND ENVIRONMENTAL MATTERS

We are involved in various legal proceedings incidental to our business. Although the outcome of these matters cannot be predicted with certainty, we do not believe that any of these matters, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flows.

We are subject to various federal, state, local and foreign environmental and occupational safety and health laws, regulations and ordinances, including those regulating air emissions, water discharge, waste management and environmental cleanup. We will continue to closely monitor our environmental conditions to ensure that we are in compliance with all laws, regulations and ordinances. We have made, and will continue to make, capital and other expenditures (including recurring administrative costs) to comply with environmental requirements. Such expenditures were not significant in the first quarter of 2011, and we do not expect such expenditures to be significant for the remainder of 2011.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

MARKET RISK

Our business and financial results are affected by fluctuations in world financial markets, including interest rates and currency exchange rates. Our hedging policy has been developed to manage these risks to an acceptable level based on management's judgment of the appropriate trade-off between risk, opportunity and cost. We do not hold financial instruments for trading or speculative purposes.

Currency Exchange Risk From time to time, we use foreign currency forward contracts to reduce the effects of fluctuations in exchange rates, primarily relating to the Mexican Peso. At March 31, 2011, we had currency forward contracts with a notional amount of $40.0 million outstanding. The potential decrease in fair value of foreign exchange contracts, assuming a 10% adverse change in the foreign currency exchange rates, would be approximately $3.6 million at March 31, 2011.

Future business operations and opportunities, including the expansion of our business outside North America, may further increase the risk that cash flows resulting from these activities may be adversely affected by changes in currency exchange rates. If and when appropriate, we intend to manage these risks by utilizing local currency funding of these expansions and various types of foreign exchange contracts.

Interest Rate Risk We are exposed to variable interest rates on certain credit facilities. From time to time, we use interest rate hedging to reduce the effects of fluctuations in market interest rates. As of March 31, 2011, there are no interest rate hedges in place. The pre-tax earnings and cash flow impact of a one-percentage-point increase in interest rates (approximately 12% of our weighted-average interest rate at March 31, 2011) on our long-term debt outstanding at March 31, 2011 would be approximately $0.2 million on an annualized basis.

Item 4. Controls and Procedures

Under the direction of our Chief Executive Officer and Chief Financial Officer, we evaluated our disclosure controls and procedures and internal control over financial reporting and concluded that (1) our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) were effective as of March 31, 2011, and (2) no change in internal control over financial reporting occurred during the quarter ended March 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

There were no material changes from the risk factors previously disclosed in our December 31, 2010 Form 10-K.

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

In the first quarter of 2011, we withheld and repurchased shares of AAM stock to satisfy employee tax withholding obligations due upon the vesting of restricted stock. The following table provides information about our equity security purchases during the quarter ended March, 31, 2011:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares (Or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
January 1 - January 31, 2011	6,820	$13.98	—	—
February 1 - February 28, 2011	—	—	—	—
March 1 - March 31, 2011	—	—	—	—
Total	6,820	$13.98	—	—

Item 6. Exhibits

Exhibits required by Item 601 of Regulation S-K are listed in the Exhibit Index.

SIGNATURES

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

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
(Registrant)

/s/ Michael K. Simonte
Michael K. Simonte
Executive Vice President - Finance & Chief Financial Officer
(also in the capacity of Chief Accounting Officer)
April 29, 2011

EXHIBIT INDEX

Number	Description of Exhibit
*31.1	Certification of Richard E. Dauch, Co-Founder, Chairman of the Board & Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act
*31.2	Certification of Michael K. Simonte, Executive Vice President – Finance & Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act
*32	Certifications of Richard E. Dauch, Co-Founder, Chairman of the Board & Chief Executive Officer and Michael K. Simonte, Executive Vice President – Finance & Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herewith