

# Federal Screw Works

## 2018 Annual Report

Centennial 1917–2017

## Board of Directors

### **David W. Ayriess, Sr. †**

Business Consultant  
Retired General Manager  
Big Rapids Division of  
the Company

### **Thomas W. Butler, Jr. \*\*†**

President, Thomas  
W. Butler and Associates, Inc.  
Business Consultants

### **Frank S. Galgan \*\*†**

Attorney and Member Lambert Leser, P.C.

### **Hugh G. Harness\***

Business Consultant  
Retired President and Chief  
Operating Officer of  
the Company

### **Wade C. Plaskey**

Chief Financial Officer, Secretary and  
Treasurer of the Company

### **Aaron J. ZurSchmiede**

Vice President  
Big Rapids Division of  
the Company

### **Delle Jean ZurSchmiede\*\***

Retired Executive Director  
Finance of General Motors Corporation

### **Robert F. ZurSchmiede\***

Executive Vice President  
and Chief Operating Officer  
of the Company

### **Thomas ZurSchmiede\***

President and Chief Executive  
Officer of the Company

\*Member of  
Executive Committee

\*\*Member of Audit  
Committee

†Member of Compensation Committee

## Officers

### **Thomas ZurSchmiede**

President and Chief  
Executive Officer

### **Robert F. ZurSchmiede**

Executive Vice President  
and Chief Operating Officer

### **Jeffrey M. Harness**

Vice President — Sales and Marketing

### **Aaron J. ZurSchmiede**

Vice President — Big Rapids Division

### **William G. Harness**

Vice President — Novex Tool Division

### **Wade C. Plaskey**

Chief Financial Officer, Secretary and  
Treasurer

## Financial Highlights

(Dollars in thousands, except per share data)

<b>Years Ended June 30</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Net sales	\$ 75,408	\$ 77,341	\$ 77,525
Earnings before income taxes	4,015	4,012	4,210
Federal income tax expense (benefit)	172	939	(2,877)
Net earnings	3,843	3,073	7,087
Depreciation and amortization	3,697	3,637	3,977
Capital expenditures	6,377	7,739	5,507
Working capital	17,066	15,805	16,161
Stockholders' equity	17,188	9,092	2,797

### Per Share Data

Net earnings	\$ 2.78	\$ 2.22	\$ 5.13
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Average number of shares outstanding:  
2018 — 1,381,595; 2017 — 1,381,595; 2016 — 1,381,595

### Annual Meeting

October 25, 2018, 10 a.m.  
The Dearborn Inn  
20301 Oakwood Boulevard  
Dearborn, Michigan 48124

### Transfer Agent

Shareholder Correspondence:  
Computershare  
P.O. Box 505000  
Louisville, KY 40233  
Shareholder Inquiries 1-800-426-5523  
<https://www-us.computershare.com/investor/contact>

### Registrar

Computershare Trust Company, N. A.

### Federal Screw Works

Corporate Offices:  
34846 Goddard Road  
Romulus, Michigan 48174-3406  
Telephone: 734-941-4211

Division locations: Big Rapids,  
Brighton, Romulus, Traverse City, Michigan

Federal Screw Works shares  
are traded on the OTC Pink Market. The  
Company's symbol is FSCR.  
[www.otcmarkets.com](http://www.otcmarkets.com)

## To Our Shareholders:

The Company reports earnings before federal income taxes for the fourth quarter ended June 30, 2018, of \$2,181,000, on sales of \$18,960,000. This compares to earnings before federal income taxes of \$1,742,000, on sales of \$19,790,000 in the comparable quarter last year. For the year ended June 30, 2018, the Company reports earnings before federal income taxes of \$4,015,000, on sales of \$75,408,000. This compares to earnings before federal income taxes of \$4,012,000, on sales of \$77,341,000 in the previous year.

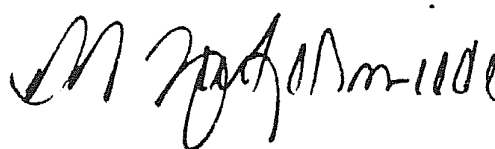
We are very pleased to report another solid increase in operating profit and, as a result, the Company has declared a special cash dividend of \$.40 per share payable October 5, 2018, to Shareholders of record September 6, 2018. Despite lower revenues and the developmental expenses associated with this year's capital expenditures of \$6.4 million, strong plant performance led the way. Volume production on the two major programs reported in our last letter has started out strong.

Economists generally believe the global economy is at the beginning of a synchronous expansion as improving European and emerging market economies join and reinforce the U.S. and China. In the U.S., there is little evidence of inflationary pressure. At the same time, U.S. automotive analysts are forecasting a moderate drop in vehicle sales in 2018, followed by steeper declines in 2019 and 2020. Demand for trucks, however, which constitute the Company's principal market, is forecast to increase.

We believe the Company's superior engineering and manufacturing skills are earning a greater opportunity among the most demanding companies in our industry. We must always recognize the deep commitment and sacrifice which drive the talents of our employees. We thank our Shareholders for their solid backing. We all have a fine company.



**Robert F. ZurSchmiede**  
*Executive Vice President*



**Thomas ZurSchmiede**  
*President*

## Financial Review

### Selected Financial Data

**Years Ended June 30** (Dollars in thousands, except per share data)

	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net sales	\$ 75,408	\$ 77,341	\$ 77,525	\$ 63,983	\$ 61,060
Cost of products sold	67,687	69,447	69,195	58,850	56,635
Interest expense	552	606	782	681	675
Earnings before income taxes	4,015	4,012	4,210	1,340	607
Income tax expense (benefit)	172	939	(2,877)	—	—
Net earnings	3,843	3,073	7,087	1,340	607
Average number of shares of common stock outstanding	1,381,595	1,381,595	1,381,595	1,381,595	1,381,595
Per share of common stock:					
Net earnings	\$ 2.78	\$ 2.22	\$ 5.13	\$ 0.97	\$ 0.44
Total assets	\$ 66,527	\$ 63,282	\$ 59,397	\$ 53,425	\$ 48,093
Long-term debt	16,070	14,783	14,043	17,523	12,686

### Stock Prices

	<b>2018</b>		<b>2017</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
1st Quarter	\$ 9.00	\$ 7.50	\$ 8.00	\$ 5.26
2nd Quarter	9.75	7.00	8.75	7.75
3rd Quarter	8.10	6.76	8.80	7.37
4th Quarter	8.23	7.30	9.00	6.51

These are the quarterly high and low sale quotations as reported by the OTC Pink Market. The Company's symbol is FSCR.

# The Company

## Industry Information

Federal Screw Works is a domestic manufacturer of industrial component parts, consisting of locknuts, bolts, piston pins, studs, bushings, shafts and other machined, cold formed, hardened and/or ground metal parts, all of which constitute a single business segment.

The Company's products are manufactured at several plants and are fabricated from metal rod and bar, which are generally available at competitive prices from multiple sources. Production is in high-volume job lots to the specification of original equipment manufacturers and sold to them for incorporation into their assemblies. The majority of these sales are to manufacturers of automobiles and trucks, with the balance being mainly to manufacturers of nonautomotive durable goods.

## Operating Divisions

The Company's industrial component parts are manufactured in four plants located throughout Michigan. The Company presently employs 221 full time personnel. A brief description of each division follows.

The Big Rapids Division in Big Rapids, Michigan, manufactures special high-strength bolts and other cold formed products using boltmakers and headers as primary equipment. Among the items manufactured to both inch and metric specifications are hex head bolts, connecting rod bolts, studs and flange bolts. The 200,000 square foot plant is situated on 25 acres of land, and contains heat treat facilities for hardening in-process parts.

The Romulus Division operates out of a 100,000 square foot facility. The division heat treats products shipped from Traverse City and also serves as a distribution center of these products to our customers. The division also provides finish processing to those products that we purchase and prepares them for shipment to our customers.

The Traverse City Division manufactures a wide variety of special cold formed products for automotive customers out of a 47,000 square foot plant. The majority of these products are prevailing torque nuts which are intended for use in automotive suspension and drivetrain applications. These products are formed utilizing partsformers and nutformers and finished on various types of secondary equipment that are designed to tap threads, apply locking features or assemble nut blanks to washers.

The parts produced at the above divisions are sold principally to the automotive market. These parts are mass produced, and most are shipped directly to automotive assembly plants.

The Novex Tool Division occupies a 19,000 square foot leased facility in Brighton, Michigan. The lease expired on August 31, 2018 and the rent will be month to month while a new lease is negotiated. The division manufactures perishable tooling, primarily for the cold heading industry. Approximately ten percent of its output is consumed by the Company's Big Rapids, Romulus and Traverse City Divisions.

The Company's corporate offices are located at 34846 Goddard Road, Romulus, Michigan, a western suburb of Detroit. The offices are part of the Romulus Division stated above.

The Company owns outright all of the above described buildings, land and production facilities except as specifically noted to the contrary. The Company utilizes all of the floor space of these structures. Present facilities are adequate to meet the needs of each respective division.

## Statements of Income

	Years Ended June 30		
	2018	2017	2016
Net sales	\$ 75,408,220	\$ 77,341,472	\$ 77,524,869
Costs and expenses:			
Cost of products sold	67,687,428	69,446,900	69,195,437
Selling, general and administrative	3,252,879	4,081,036	4,082,603
Interest	552,185	605,876	781,999
Other income	(99,351)	(805,011)	(745,315)
	71,393,141	73,328,801	73,314,724
EARNINGS BEFORE INCOME TAXES	4,015,079	4,012,671	4,210,145
Federal income tax expense (benefit) — Note 4:	171,827	939,248	(2,877,008)
NET EARNINGS	\$ 3,843,252	\$ 3,073,423	\$ 7,087,153
Average number of common shares outstanding	1,381,595	1,381,595	1,381,595
Net earnings per common share	\$ 2.78	\$ 2.22	\$ 5.13
See accompanying notes.			

## Statements of Comprehensive Income (Loss)

	Years Ended June 30		
	2018	2017	2016
NET EARNINGS	\$ 3,843,252	\$ 3,073,423	\$ 7,087,153
Other comprehensive income (loss)			
Pension and postretirement liability adjustment	4,252,504	3,221,625	(5,061,384)
COMPREHENSIVE INCOME	\$ 8,095,756	\$ 6,295,048	\$ 2,025,769

## Balance Sheets

	June 30	
	2018	2017
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ 307,271	\$ 85,511
Accounts receivable, net	12,138,512	12,262,681
Inventories:		
Finished products	4,299,953	3,999,265
In-process products	14,059,690	13,371,600
Raw materials and supplies	1,570,303	1,809,444
Total inventories	19,929,946	19,180,309
Prepaid expenses and other current assets	188,226	388,990
Assets held for sale	5,171	5,171
<b>TOTAL CURRENT ASSETS</b>	<b>32,569,126</b>	<b>31,922,662</b>
<b>Other Assets</b>		
Company owned life insurance	1,662,252	1,630,292
Deferred federal income taxes — Note 4	1,893,708	2,021,656
Other assets	190,781	221,530
	<b>3,746,741</b>	<b>3,873,478</b>
<b>Property, Plant and Equipment</b> — Notes 2 and 3		
Land	387,467	387,467
Buildings and improvements	12,010,463	11,994,164
Machinery and equipment	113,952,580	108,531,423
	126,350,510	120,913,054
Less accumulated depreciation	(96,139,068)	(93,427,657)
	30,211,442	27,485,397
	<b>\$ 66,527,309</b>	<b>\$ 63,281,537</b>



	June 30	
	2018	2017
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 7,357,718	\$ 7,869,285
Payroll and employee benefits	4,070,875	4,186,970
Taxes, other than income taxes	508,076	557,305
Other accrued liabilities	184,056	221,407
Current portion of long-term debt — Note 2	2,483,366	2,342,719
Current portion of postretirement benefits — Note 5	898,812	940,287
<b>TOTAL CURRENT LIABILITIES</b>	<b>15,502,903</b>	<b>16,117,973</b>
<b>Long-Term Liabilities</b>		
Long-term debt — Note 2	16,070,082	14,782,813
Employee benefits	698,636	814,223
Postretirement benefits — Note 5	8,730,441	10,600,706
Pension benefits — Note 5	7,058,791	10,551,573
Other liabilities — Note 9	1,278,760	1,322,309
	<b>33,836,710</b>	<b>38,071,624</b>
<b>Stockholders' Equity — Note 8</b>		
Common stock, \$1 par value: authorized 2,000,000 shares; 1,381,595 shares outstanding in 2018 and in 2017	1,381,595	1,381,595
Additional capital	3,269,476	3,269,476
Retained earnings	31,210,481	27,367,229
Accumulated other comprehensive income (loss)	(18,673,856)	(22,926,360)
	<b>17,187,696</b>	<b>9,091,940</b>
	<b>\$ 66,527,309</b>	<b>\$ 63,281,537</b>

See accompanying notes.

## Statements of Stockholders' Equity

Years ended June 30, 2018, 2017 and 2016

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
BALANCES AT JULY 1, 2015	\$ 1,381,595	\$ 3,269,476	\$ 17,206,653	\$ (21,086,601)	\$ 771,123
Net earnings for the year			7,087,153		7,087,153
Pension and postretirement liability adjustment				(5,061,384)	(5,061,384)
BALANCES AT JUNE 30, 2016	1,381,595	3,269,476	24,293,806	(26,147,985)	2,796,892
Net earnings for the year			3,073,423		3,073,423
Pension and postretirement liability adjustment				3,221,625	3,221,625
BALANCES AT JUNE 30, 2017	1,381,595	3,269,476	27,367,229	(22,926,360)	9,091,940
Net earnings for the year			3,843,252		3,843,252
Pension and postretirement liability adjustment				4,252,504	4,252,504
BALANCES AT JUNE 30, 2018	\$ 1,381,595	\$ 3,269,476	\$ 31,210,481	\$ (18,673,856)	\$ 17,187,696

( ) Denotes deduction.  
See accompanying notes.

## Statements of Cash Flows

	Years Ended June 30		
	2018	2017	2016
<b>OPERATING ACTIVITIES</b>			
Net earnings	\$ 3,843,252	\$ 3,073,423	\$ 7,087,153
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	3,697,375	3,636,702	3,976,655
Deferred federal income taxes	127,948	855,352	(2,877,008)
Employee benefits	(1,267,605)	(1,240,230)	(1,251,794)
Gain on sale of equipment	(98,046)	(110,824)	(1,366,202)
Miscellaneous and other	(19,000)	—	(146,426)
Changes in operating assets and liabilities:			
Accounts receivable	124,169	(805,814)	(553,863)
Inventories and prepaid expenses	(548,873)	(720,373)	(500,435)
Accounts payable and accrued expenses	(757,791)	671,950	3,504,073
NET CASH PROVIDED BY OPERATING ACTIVITIES	5,101,429	5,360,186	7,872,153
<b>INVESTING ACTIVITIES</b>			
Purchases of property, plant and equipment	(6,376,625)	(7,739,163)	(5,507,059)
Proceeds from sale of equipment	101,000	117,000	1,407,256
Company owned life insurance	(31,960)	360,936	(82,571)
NET CASH USED IN INVESTING ACTIVITIES	(6,307,585)	(7,261,227)	(4,182,374)
<b>FINANCING ACTIVITIES</b>			
Additional borrowings (principal repayments) under bank credit agreement, net	1,220,635	663,183	(2,977,534)
Borrowings on term loans	2,600,000	3,700,000	1,200,000
Principal payments on term loan	(2,392,719)	(2,983,537)	(1,582,719)
Principal payments on capital leases	—	—	(7,163)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	1,427,916	1,379,646	(3,367,416)
INCREASE (DECREASE) IN CASH	221,760	(521,395)	322,363
Cash at beginning of year	85,511	606,906	284,543
CASH AT END OF YEAR	\$ 307,271	\$ 85,511	\$ 606,906

See accompanying notes.

## Notes to Financial Statements

**Description of Business:** Federal Screw Works was founded in 1917 and is a domestic manufacturer of industrial component parts, consisting of locknuts, bolts, piston pins, studs, bushings, shafts and other machined and/or ground metal parts, all of which constitute a single business segment. The Company's fiscal year end is June 30.

### Note 1 — Significant Accounting Policies

**Inventories:** Inventories are stated at the lower of cost or market. Cost, determined by the last-in, first-out (LIFO) method, was used for certain raw material inventories, \$1,008,000 and \$1,215,000 at June 30, 2018 and 2017, respectively. The remaining inventories are costed using the first-in, first-out (FIFO) method. If inventories valued on LIFO had been valued at current cost, amounts reported at June 30 would have been increased by \$448,000 and \$433,000 in 2018 and 2017, respectively. In addition, net earnings under the FIFO method would have increased by \$15,000 and \$143,000 for the years ended June 30, 2018 and 2017 respectively.

**Property, Plant and Equipment:** Property, plant and equipment is stated at cost, which includes the cost of interest which is capitalized during construction of significant additions. Provisions for depreciation are based upon the estimated useful lives of the respective assets and are computed by the straight-line method for financial reporting purposes and by accelerated methods for income tax purposes. These assets are reviewed for impairment when events indicate the carrying amount may not be recoverable from undiscounted cash flows. If impaired, the assets are recorded at fair value as determined by appraisals or discounted cash flow calculations.

**Company Owned Life Insurance:** The Company has purchased life insurance policies on certain key executives. Company owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement. During 2017, the Company collected \$1,131,000 in proceeds on life insurance for key executives resulting in a gain of \$832,000. In addition, certain proceeds were used to repay policy loans of \$4,044,000. Company owned life insurance is presented in the balance sheets net of policy loans of \$498,000 at June 30, 2018 and 2017.

**Use of Estimates:** The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. Estimates associated with collectability of receivables, inventory allowance for obsolescence, carrying value of property, plant and equipment, self-funded workers compensation liability, pension and postretirement benefits, environmental liability and valuation allowance on deferred tax assets are particularly susceptible to material changes in the near term.

**Revenue Recognition:** The Company recognizes revenue from product sales when goods are shipped and title and risk of ownership passes to the customer. The Company will adopt Accounting Standard Update 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09") effective July 1, 2018. The Company has determined that adoption of ASU 2014-19 should have no effect or change in the way it currently recognizes revenue under existing contracts.

**Allowance for Uncollectible Accounts Receivable:** Accounts receivable has been reduced by an allowance for amounts that may become uncollectible in the future. This estimated allowance (\$50,000 at June 30, 2018 and 2017) is based primarily on management's evaluation of the financial condition of the customer and historical experience. Also, the Company monitors its accounts receivable and charges to expense an amount equal to its estimate of potential credit losses. The Company considers a number of factors in determining its estimates, including the length of time its trade accounts receivable are past due, the Company's previous loss history, the customer's current ability to pay its obligation and the condition of the general economy and the industry as a whole. The use of different estimates could significantly affect the Company's results of operations for the period.

**Comprehensive Income (Loss):** Comprehensive income (loss) consists of net income (loss) and other comprehensive income and losses. Other comprehensive income (loss) includes pension and postretirement liability adjustments.

**Income Taxes:** The Company records income tax expense based on the amount of taxes due on its tax return plus deferred taxes computed based on the expected future tax consequences of temporary differences between carrying amounts and tax bases of assets and liabilities, using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized. A tax position is recognized as a tax benefit only if it is more likely than not that the tax position would be sustained in a tax examination, with the tax examination being presumed to occur. The amount recognized is the largest amount of the tax benefit greater than 50% likely of being realized on examination and for tax positions not meeting the more likely than not test, no tax benefit is recorded. As of June 30, 2018, and 2017, the Company does not have any material unrecognized tax benefits and accordingly has not recorded any interest or penalties related to unrecognized tax benefits. The Company files a federal income tax return and various state returns. These returns remain subject to examination by taxing authorities for all years after 2011.

**Fair Value of Financial Instruments:** At June 30, 2018 and 2017, the carrying amounts reported in the balance sheets for cash, accounts receivable, accounts payable, debt and investments approximate fair value due to their short duration and the variable rate nature of the company's debt.

**Net Earnings Per Common Share:** Net earnings per common share is based on the weighted average number of common shares outstanding of 1,381,595 in 2018, 2017, and 2016.

**Defined Benefit Pension Obligations:** The Company accounts for its defined benefit pension and postretirement liabilities under FASB ASC 715, which requires defined benefit plan assets and obligations to be measured as of the date of the employer's fiscal year-end.

**Subsequent Events:** The Company has evaluated subsequent events for recognition and disclosure through September 6, 2018, which is the date financial statements were available to be issued.

## Note 2 – Long-Term Debt

Long-term debt at June 30 consists of the following:

	2018	2017
Notes payable to bank	\$18,553,448	\$17,125,532
Less current maturities	(2,483,366)	(2,342,719)
	\$16,070,082	\$14,782,813

On May 9, 2018 the Company amended and restated a \$35,041,000 credit facility with a bank that consists of a \$19,000,000 revolving loan, \$14,041,000 term loan, and a \$2,000,000 equipment line of credit with a maturity date of May 9, 2023.

Interest on the revolving loan balance of \$10,548,000 at June 30, 2018 consisted of \$8,500,000 at a rate of 4.35% (LIBOR rate plus 2.25%) and the balance of \$2,048,000 at a rate of 5.00% (prime). Interest on the revolving loan balance of \$9,327,000 at June 30, 2017 consisted of \$8,000,000 at a rate of 3.48% (LIBOR rate plus 2.25%) and the balance of \$1,327,000 at a rate of 4.25% (prime). Interest on the term and equipment loans balance of \$8,005,000 at June 30, 2018 consisted of \$7,783,000 at 4.85% (LIBOR rate plus 2.75%) and the balance of \$222,000 at a rate of 5.25% (prime rate plus .25%). Interest on the term and equipment loans balance of \$7,798,000 at June 30, 2017 consisted of \$7,620,000 at 3.98% (LIBOR rate plus 2.75%) and the balance of \$178,000 at a rate of 4.50% (prime rate plus .25%). The Company also pays a commitment fee of .25% on the unused portion of the credit facility. Interest is payable on the 1st of every month.

## Notes to Financial Statements

Continued

Advances under the line of credit are limited to approximately 85% of eligible accounts receivable plus the lesser of 65% of eligible inventory or \$12,300,000 including a further sublimit of \$7,300,000 of eligible work in process inventory. Included in the maximum borrowings of the revolving note payable is a letter of credit totaling \$300,000 at June 30, 2018. The Company had available \$8,152,000 to borrow under the revolving loan and \$2,000,000 under the term loans as of June 30, 2018. The term loans are due in monthly installments of \$182,683 through December 1, 2018, increasing to \$217,683 beginning January 1, 2019, decreasing to \$199,064 beginning February 1, 2019, decreasing to \$125,000 beginning March 1, 2019. Additional borrowings under the term loans will be repaid using a five year amortization. The equipment loan is due in monthly installments of \$39,210.

Under the terms of the bank agreement, the Company has agreed to maintain certain financial covenants including the requirements to meet certain financial ratios and other restrictions related to the use of cash. At June 30, 2018, the Company was in compliance with these financial covenants.

Interest paid by the Company during fiscal 2018, fiscal 2017, and fiscal 2016 aggregated \$759,000, \$602,000, and \$615,000, respectively. Interest capitalized into property, plant and equipment in fiscal 2018 and 2017, was \$424,000 and \$240,000, respectively.

The scheduled repayment of the term loan and equipment loans as of June 30, 2018 are \$2,483,366 next year, \$1,892,099 the following year, \$1,500,000 is due in the third year, \$1,230,000 is due in the fourth year, \$690,000 is due in the fifth year and \$210,000 in the sixth year.

### Note 3 - Leases and Other Commitments

At June 30, 2018, future minimum lease payments for various non-cancelable operating leases with initial terms of one year or more are as follows:

<b>Year ending June 30</b>	<b>Operating Leases</b>
2019	\$ 442,000
2020	279,000
2021	156,000
2022	103,000
2023	59,000
Thereafter	7,000
Total future minimum lease payments	\$ 1,046,000

Total rent expense was \$583,000 in fiscal 2018, \$563,000 in fiscal 2017, and \$552,000 in fiscal 2016.

Costs committed to complete the expansion of existing plant facilities and the purchase of machinery and equipment approximated \$2,566,000 at June 30, 2018.

#### Note 4 - Income Taxes

Federal income tax expense (benefit) consists of the following at June 30:

	2018	2017	2016
Deferred expense	\$ 1,370,000	\$ 939,000	\$ —
Current expense	646,000	341,000	1,423,000
Benefit of net operating loss carryforwards	(601,000)	(341,000)	(1,423,000)
Tax reform adjustment	1,173,000	—	—
Change in valuation allowance	(2,416,000)	—	(2,877,000)
Federal income tax expense (benefit)	\$ 172,000	\$ 939,000	\$ (2,877,000)

On December 22, 2017, the Tax Cuts and Jobs Act (the "Act") was signed into law. The Act reduces the corporate federal tax rate from 34% to 21% effective January 1, 2018. As a result, the Company is required to re-measure the deferred tax assets and liabilities using the enacted tax rate at which the Company expects them to be recovered or settled. The effect of this re-measurement is recorded to income tax expense (benefit) in the year the tax law is enacted. For 2018, the re-measurement of the net deferred tax asset resulted in additional income tax expense of approximately \$1,173,000.

A reconciliation of the federal income tax expense to the amount computed by applying the applicable statutory income tax rate to profit before income taxes follows:

	2018	2017	2016
Computed amount	\$ 1,373,000	\$ 1,364,000	\$ 1,431,000
Life insurance policies	(11,000)	(280,000)	(19,000)
Other	53,000	(145,000)	11,000
Tax reform adjustment	1,173,000	—	—
Change in income tax valuation allowance	(2,416,000)	—	(4,300,000)
Federal income tax expense (benefit)	\$ 172,000	\$ 939,000	\$ (2,877,000)

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized. The ultimate realization of deferred tax assets is dependent on the generation of future taxable income during the periods in which the related temporary differences become deductible. The Company evaluated the deferred tax valuation allowance and considering recent financial performance and future performance, reversed \$1,492,000 and \$4,300,000 of the valuation allowance during the years ended June 30, 2018 and 2016, respectively, as the realization of such income tax benefits was considered to be more likely than not. At June 30, 2018 and 2017, a valuation allowance of \$5,283,000 and \$12,414,000 was recorded, respectively. Significant components of the Company's deferred tax liabilities and assets as of June 30, 2018 and 2017 are as follows:

	2018	2017
Deferred tax liabilities:		
Accelerated tax depreciation	\$ 1,374,000	\$ 1,908,000
Other	35,000	87,000
Total deferred tax liabilities	\$ 1,409,000	\$ 1,995,000
Deferred tax assets:		
Employee benefits	\$ 3,641,000	\$ 7,771,000
Net operating loss and tax credit carryforwards	4,392,000	8,010,000
Inventories	57,000	92,000
Other	496,000	557,000
Total deferred tax assets	8,586,000	16,430,000
Valuation allowance	(5,283,000)	(12,414,000)
Net deferred tax assets (liabilities)	\$ 1,894,000	\$ 2,021,000

## Notes to Financial Statements

Continued

The Company paid zero income taxes during 2018, 2017, and 2016. State income taxes paid during 2018, 2017, and 2016 are not material.

At June 30, 2018, and June 30, 2017, the Company had a federal tax loss carryforward of approximately \$20,915,000 and \$23,644,000, respectively, available to offset future taxable income through June 30, 2032. Net operating losses begin to expire in 2025. In addition, the Company had alternative minimum tax credit carryforwards of approximately \$13,000 at June 30, 2017, and June 30, 2016, respectively, available to reduce future regular federal income taxes over an indefinite carryforward period.

### Note 5 - Employee Benefit Plans

The Company sponsors three defined benefit pension plans. Benefits under two of the plans are based on negotiated rates times years of service. Under the remaining plan, benefits are based on compensation during the years immediately preceding retirement and years of service. It is the Company's policy to make contributions to these plans sufficient to meet minimum funding requirements of the applicable laws and regulations, plus such additional amounts, if any, as the Company's actuarial consultants advise to be appropriate.

The Company has frozen all benefit accruals under the Salaried Pension Plan effective November 30, 2006. In addition, the Company negotiated a pension freeze on one of the remaining plans effective June 30, 2008.

In addition to providing pension benefits, the Company provides certain health care and life insurance benefits for retired employees. Some of the Company's hourly employees may become eligible for life insurance benefits if they reach normal retirement age while working for the Company. The benefits are provided through certain insurance companies. Effective June 30, 2009, the Company terminated the postretirement health benefit for all current and future salaried retirees. Effective January 30, 2011, the Company terminated the postretirement health benefit for all future hourly employees after the age of 65.

The Company uses a measurement date of June 30 for purposes of valuing its obligations related to pension benefits and postretirement benefits. The following tables set forth the plans' funded status at the 2018 and 2017 measurement dates:

#### Changes in benefit obligation are:

	Pension Benefits		Postretirement Benefits	
	2018	2017	2018	2017
Benefit obligation at beginning of year	\$ 43,611,000	\$ 45,429,000	\$ 11,541,000	\$ 12,677,000
Service cost	—	—	—	—
Interest cost	1,672,000	1,717,000	388,000	397,000
Amendments	—	—	—	—
Actuarial (gain)/loss	(1,852,000)	(611,000)	(904,000)	(570,000)
Benefits paid	(2,541,000)	(2,924,000)	(1,396,000)	(963,000)
Benefit obligation at end of year	\$ 40,890,000	\$ 43,611,000	\$ 9,629,000	\$ 11,541,000



**Changes in plan assets are:**

	<b>Pension Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Fair value of assets at beginning of year	\$ 33,060,000	\$ 31,467,000	\$ —	\$ —
Actual return on assets	2,541,000	3,370,000	—	—
Employer contributions	771,000	1,147,000	—	—
Benefits paid	(2,541,000)	(2,924,000)	—	—
Fair value of assets at end of year	\$ 33,831,000	\$ 33,060,000	\$ —	\$ —
Funded status at measurement date (underfunded)	\$ (7,059,000)	\$ (10,551,000)	\$ (9,629,000)	\$ (11,541,000)

**Amounts recognized in accumulated other comprehensive income (loss):**

	<b>Pension Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Net loss (gain)	\$ 18,069,000	\$ 20,899,000	\$ 938,000	\$ 2,443,000
Prior service cost (credit)	—	—	(333,000)	(416,000)
Net amounts recognized	\$ 18,069,000	\$ 20,899,000	\$ 605,000	\$ 2,027,000

**The components of net periodic benefit cost are as follows:**

	<b>Pension Benefits</b>			<b>Postretirement Benefits</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Service cost	\$ —	\$ —	\$ —	\$ —	\$ 1,000	\$ 1,000
Interest cost	1,672,000	1,717,000	1,889,000	388,000	397,000	527,000
Expected return on assets	(2,406,000)	(2,303,000)	(2,433,000)	—	—	—
Amortization of prior service cost	—	—	—	(82,000)	(82,000)	(82,000)
Amortization of unrecognized net (gain)/loss	842,000	904,000	662,000	109,000	152,000	201,000
Net periodic benefit cost	\$ 108,000	\$ 318,000	\$ 118,000	\$ 415,000	\$ 468,000	\$ 647,000

The following summarizes target asset allocations for the Company's defined benefit plan assets as of June 30, 2018 and major asset categories as of June 30, 2018 and June 30, 2017:

	<b>Target Asset Allocations June 30, 2018</b>	<b>Percentage of Plan Assets</b>	
		<b>2018</b>	<b>2017</b>
Equity securities	60.0%	63.0%	66.0%
Fixed income instruments	10.0%	10.0%	10.0%
Cash equivalents	30.0%	27.0%	24.0%
	100.0%	100.0%	100.0%

## Notes to Financial Statements

### Continued

The Company's defined benefit plan assets are managed by institutional investment managers. Target investment allocation rates have been developed for the pension plans in order to achieve the overall investment objective of an annual rate of return of 7.5% or more. The target allocations for plan assets are shown in the table above. The objectives of the target allocations are to maintain investment portfolios that diversify risk through prudent asset allocation parameters, achieve asset returns that meet or exceed the plans' actuarial assumptions and achieve asset returns that are competitive with like institutions employing similar investment strategies. The Company achieves the target asset allocations by investing in equity securities, common stock, money market accounts, U.S. treasury and agency securities, corporate bonds, collective trusts, investment contracts and mutual funds with appropriate underlying assets that are consistent with the target allocations. The plans have an allocation range for each asset class to adjust for investment opportunities and changing market conditions. Currently, management has not identified any concentration in the investments to disclose. The weighted average expected long term rate of return is estimated based on current trends in the plan assets as well as projected future rates of returns on those assets.

**Fair Value Measurements:** Generally accepted accounting principles (GAAP) defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the Company's principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value.

Level 1 inputs: Quoted prices (unadjusted) for identical assets or liabilities in primarily active markets that the entity has the ability to access as of the measurement date.

Level 2 inputs: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3 inputs: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

**Fair Value of Plan Assets:** The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Equity securities and common stock: The fair values of equity securities and common stock investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Mutual funds: The fair values of equity mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value are summarized below:

<b>Fair Value Measurements at June 30, 2018 Using</b>			
	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Investments:			
Equity securities and common stock	\$ 4,803,000	\$ —	\$ —
Mutual funds	29,028,000	—	—

<b>Fair Value Measurements at June 30, 2017 Using</b>			
	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Investments:			
Equity securities and common stock	\$ 4,887,000	\$ —	\$ —
Mutual funds	28,173,000	—	—

Plan assets of one of the plans include 15,156 shares of Federal Screw Works common stock which had a market value of \$124,734 at June 30, 2018 and \$136,404 at June 30, 2017.

The Company's contributions to the defined benefit plans in fiscal 2019 are estimated to be \$555,000.

The assumptions used in the calculation of amounts recognized for the Company's benefit plans are as follows:

	<b>Pension Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Discount rate – benefit obligation	4.25%	4.00%	3.50%	3.25%
Discount rate – benefit cost	4.00%	3.75%	3.50%	3.25%
Expected return on plan assets	7.5%	7.5%	—	—
Rate of salary increase	NA	NA	—	—

The net periodic pension cost for fiscal 2018 and 2017 was based on a long-term asset rate of return of 7.50%. This rate is based upon management's and the investment advisor's estimate of future long-term rates of return on similar assets and is consistent with historical returns on assets. Using the plans' current mix of assets and adjusting for current market trends for this broadly diversified portfolio, an expected rate of return of 7.50% is justified.

The estimated net loss and prior service credit that will be amortized from accumulated other comprehensive income into periodic benefit cost over the next year are \$770,000 and \$909,000 respectively.

The future benefits to be paid are as follows:

	<b>Pension Benefits</b>	<b>Postretirement Benefits</b>
Fiscal 2019	\$ 2,489,000	\$ 899,000
Fiscal 2020	2,560,000	893,000
Fiscal 2021	2,618,000	881,000
Fiscal 2022	2,723,000	858,000
Fiscal 2023	2,757,000	836,000
Fiscal 2024 through 2028	13,720,000	3,742,000

# Notes to Financial Statements

Continued

## Note 6 – Industry Information

Approximately 98% of the Company's net sales in fiscal 2018, 2017 and 2016 were made either directly or indirectly to automotive companies.

The Company's customer base is primarily located throughout the United States and Canada. Three customers accounted for approximately 52% of net sales in 2018, 51% in 2017, and 50% in 2016; and 54% of accounts receivable as of June 30, 2018 and 56% as of June 30, 2017 respectively.

## Note 7 – Contingencies

The Company is involved in various legal actions arising in the normal course of business. Management is of the opinion that their outcome will not have a significant effect on the Company's financial statements.

The Company is self-insured for workers' compensation claims up to \$450,000 per claim. The Company has excess liability insurance with an outside carrier to minimize its risk to catastrophic claims. Losses are accrued based on an estimate of the ultimate liability for claims incurred, using certain assumptions based on the Company's experience under the program including the nature of outstanding claims, estimated costs to settle existing claims and loss history. At June 30, 2018 and 2017, the Company had an accrued self funded workers' compensation liability of approximately \$70,000 and \$112,000 respectively, included in payroll and employee benefits. Workers' compensation expense was \$66,000 in fiscal 2018, \$107,000 in fiscal 2017, and \$189,000 in fiscal 2016.

## Note 8 – Comprehensive Income (Loss)

The components of comprehensive income (loss) are as follows:

	2018	2017	2016
Net income	\$ 3,843,252	\$ 3,073,423	\$ 7,087,153
Change in pension and postretirement liabilities	4,252,504	3,221,625	(5,061,384)
Total comprehensive income (loss)	\$ 8,095,756	\$ 6,295,048	\$ 2,025,769

The changes in pension and postretirement liabilities in fiscal 2018 and 2017 were primarily the result of changes in the discount rate (note 5, page 17). Future decreases in the discount rate will have an effect to increase the value of the pension obligation, while future increases in the discount rate will have an effect to decrease the value of the pension obligation.

The components of accumulated other comprehensive income (loss) as of June 30, 2018 and 2017 are as follows:

	2018	2017
Unrecognized loss and prior service costs in pensions	\$ (18,068,860)	\$ (20,898,870)
Unrecognized loss and prior service costs in postretirement benefits	(604,996)	(2,027,490)
Accumulated other comprehensive income (loss)	\$ (18,673,856)	\$ (22,926,360)

The changes in accumulated other comprehensive income (loss) by component for the years ended June 30 are as follows:

	<b>Pension Benefits</b>	<b>Postretirement Benefits</b>	<b>Total</b>
Balance at July 1, 2016	\$ (23,480,213)	\$ (2,667,772)	\$ (26,147,985)
Changes in actuarial assumptions	1,676,922	570,272	2,247,194
Amounts reclassified from AOCI	904,421	70,010	974,431
Net OCI for the year	2,581,343	640,282	3,221,625
Balance at June 30, 2017	(20,898,870)	(2,027,490)	(22,926,360)
Changes in actuarial assumptions	1,987,522	1,395,707	3,383,229
Amounts reclassified from AOCI	842,488	26,787	869,275
Net OCI for the year	2,830,010	1,422,494	4,252,504
Balance at June 30, 2018	\$ (18,068,860)	\$ (604,996)	\$ (18,673,856)

Reclassifications out of accumulated other comprehensive income (loss) for the years ended June 30 are as follows:

<b>Details about accumulated other comprehensive income (loss) components</b>	<b>Pension Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Amortization				
Actuarial gain (loss)	\$ 842,488	\$ 904,421	\$ (109,259)	\$ (152,483)
Prior service costs	—	—	82,473	82,473
Total before tax	842,488	904,421	(26,786)	(70,010)
Tax expense	—	—	—	—
Net of tax	\$ 842,488	\$ 904,421	\$ (26,786)	\$ (70,010)

These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. (See Note 5 - Pensions for additional details.)

## **Note 9 – Other Liabilities**

The Company along with several other manufacturing companies has been designated by the federal Environmental Protection Agency ("EPA") as a Potentially Responsible Party ("PRP") with respect to two dump sites. The primary PRP who had the greatest share of liability and was performing the remedial activities at both sites filed bankruptcy. The Company had previously resolved its liability with the primary PRP in 1988. In accordance with Consent Decrees with the EPA, the remaining PRPs are liable for continuing the remedial activities. At June 30, 2018 and 2017, the Company had accrued \$1,380,000 and \$1,423,000 respectively. Amounts include \$101,000 classified as current in other accrued liabilities at June 30, 2018 and 2017.

# Report of Independent Auditors

Board of Directors  
Federal Screw Works  
Romulus, Michigan

## Report on the Financial Statements

We have audited the accompanying financial statements of Federal Screw Works, which comprise the balance sheets as of June 30, 2018 and 2017, and the related statements of income, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2018, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Federal Screw Works as of June 30, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2018, in accordance with accounting principles generally accepted in the United States of America.



Crowe LLP

Grand Rapids, Michigan  
September 6, 2018

## Five Year Summary

Five Years Ended June 30	2018	2017	2016	2015	2014
<b>Operations</b> (in thousands)					
Net sales	\$ 75,408	\$ 77,341	\$ 77,525	\$ 63,983	\$ 61,060
Earnings before income taxes	4,015	4,012	4,210	1,340	607
Income tax expense (benefit)	172	939	(2,877)	—	—
Net earnings	3,843	3,073	7,087	1,340	607
Depreciation and amortization	3,697	3,637	3,977	3,677	3,702
Capital expenditures	6,377	7,739	5,507	6,271	4,204
<b>Per share data</b>					
Net earnings	\$ 2.78	\$ 2.22	\$ 5.13	\$ 0.97	\$ 0.44
Book value	12.44	6.58	2.02	0.56	0.43
Market price range					
High	9.75	9.00	6.99	4.40	4.40
Low	6.76	5.26	3.05	2.55	2.19
<b>Return data</b>					
Net earnings on net sales	5.1%	4.0%	9.1%	2.0%	1.0%
Net earnings on stockholders' equity	22.4%	33.8%	253.4%	173.8%	102.7%
<b>Financial position at June 30</b> (in thousands)					
Total assets	\$ 66,527	\$ 63,281	\$ 59,397	\$ 53,425	\$ 48,093
Working capital (net current assets)	17,066	15,805	16,161	17,347	15,634
Other assets	3,747	3,874	5,143	2,078	2,007
Property, plant and equipment (net)	30,211	27,485	23,336	21,806	19,230
Total assets less current liabilities	51,024	47,164	44,640	41,231	36,871
Less:					
Long-term debt	16,070	14,783	14,043	17,523	12,686
Employee benefits	698	814	730	770	758
Postretirement benefits	8,730	10,601	11,744	12,684	12,825
Pension liabilities	7,059	10,552	13,962	9,114	9,619
Other liabilities	1,279	1,322	1,364	369	392
Stockholders' equity (net assets)	\$ 17,188	\$ 9,092	\$ 2,797	\$ 771	\$ 591
<b>Other</b>					
Number of employees	221	219	222	201	201
Average shares outstanding	1,381,595	1,381,595	1,381,595	1,381,595	1,381,595

## **Federal Screw Works**

34846 Goddard Road  
Romulus, Michigan 48174