

ALBANY INTERNATIONAL CORP /DE/  
Form 10-K  
February 27, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended: December 31, 2014  
OR

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

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

Commission file number: 1-10026

ALBANY INTERNATIONAL CORP.  
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>14-0462060</u>
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

<u>216 Airport Drive, Rochester, New Hampshire</u>	<u>03867</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code 603-330-5850

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
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Class A Common Stock (\$0.001 par value)	New York Stock Exchange
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Securities registered pursuant to Section 12(g) of the Act: None  
(Title of Class)



Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company.

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

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

The aggregate market value of the Common Stock held by non-affiliates of the registrant on June 27, 2014, the last business day of the registrant's most recently completed second quarter, computed by reference to the price at which Common Stock was last sold on such a date, was \$1,072.4 million.

The registrant had 28.6 million shares of Class A Common Stock and 3.2 million shares of Class B Common Stock outstanding as of January 31, 2015.

DOCUMENTS INCORPORATED BY REFERENCE

PART

Portions of the Registrant's Proxy Statement for the Annual Meeting of Shareholders to be held on May 15, 2015

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## Forward-Looking Statements

This annual report and the documents incorporated or deemed to be incorporated by reference in this annual report contain statements concerning future results and performance and other matters that are “forward-looking” statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The words “believe,” “expect,” “anticipate,” “intend,” “estimate,” “plan,” “project,” “may,” “will,” and variations of such words or similar expressions are intended, but are not the exclusive means, to identify forward-looking statements. Because forward-looking statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements.

There are a number of risks, uncertainties, and other important factors that could cause actual results to differ materially from the forward-looking statements, including, but not limited to:

- Conditions in the industries in which our Machine Clothing segment competes, including the paper industry, along with general risks associated with economic downturns;
- Recent declines in demand for paper in certain regions and market segments could continue at a rate that is greater than anticipated, and growth in demand in other segments or regions could be lower or slower than anticipated;
- Failure to achieve or maintain anticipated profitable growth in our Albany Engineered Composites segment; and
- Other risks and uncertainties detailed in this report.

Further information concerning important factors that could cause actual events or results to be materially different from the forward-looking statements can be found in Item 1A - “Risk Factors”, as well as in the “Business Environment and Trends” sections in the business segment discussions in Item 7 of this annual report. Statements expressing our assessments of the growth potential of the Albany Engineered Composites segment are not intended as forecasts of actual future growth, and should not be relied on as such. While we believe such assessments to have a reasonable basis, such assessments are, by their nature, inherently uncertain. This report sets forth a number of assumptions regarding these assessments, including projected timing and volume of demand for aircraft and for LEAP aircraft engines. Such assumptions could prove incorrect. Although we believe the expectations reflected in our forward-looking statements are based on reasonable assumptions, it is not possible to foresee or identify all factors that could have a material and negative impact on our future performance. The forward-looking statements included or incorporated by reference in this annual report are made on the basis of our assumptions and analyses, as of the time the statements are made, in light of our experience and perception of historical conditions, expected future developments, and other factors believed to be appropriate under the circumstances.

Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained or incorporated by reference in this annual report to reflect any change in our expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

**PART I****Item 1. Business**

Albany International Corp. (the Registrant, the Company, we, us, or our) and its subsidiaries are engaged in two business segments.

The Machine Clothing (MC) segment supplies permeable and impermeable belts used in the manufacture of paper, paperboard, nonwovens, fiber cement and several other industrial applications.

We design, manufacture, and market paper machine clothing for each section of the paper machine and for every grade of paper. We manufacture and sell approximately twice as much paper machine clothing worldwide than any other company. Paper machine clothing products are customized, consumable products of technologically sophisticated design that utilize polymeric materials in a complex structure. The design and material composition of paper machine clothing can have a considerable effect on the quality of paper products produced and the efficiency of the paper machines on which it is used. Principal products in the paper machine clothing segment include forming, pressing, and dryer fabrics, and process belts. A forming fabric assists in paper sheet formation and conveys the very wet sheet (more than 75% water) through the forming section. Press fabrics are designed to carry the sheet through the press section, where water is pressed from the sheet as it passes through the press nip. In the dryer section, dryer fabrics manage air movement and hold the sheet against heated cylinders to enhance drying. Process belts are used in the press section to increase dryness and enhance sheet properties, as well as in other sections of the machine to improve runnability and enhance sheet qualities.

The Machine Clothing segment also supplies customized, consumable fabrics used in the manufacturing process in the pulp, corrugator, nonwovens, fiber cement, building products, tannery and textile industries.

We sell our Machine Clothing products directly to customer end-users. Our products, manufacturing processes, and distribution channels for Machine Clothing are substantially the same in each region of the world in which we operate. The sales of paper machine clothing forming, pressing, and dryer fabrics, individually and in the aggregate, accounted for more than 10 percent of our consolidated net sales during one or more of the last three years.

The Albany Engineered Composites (AEC) segment, including Albany Safran Composites, LLC (ASC), in which our customer SAFRAN Group owns a 10 percent noncontrolling interest, provides highly engineered, advanced composite structures based on proprietary technology to customers in the aerospace and defense industries. AEC's largest program relates to CFM International's LEAP engine, which is scheduled to enter into service in 2016. AEC, through ASC, is the exclusive supplier to this program of advanced composite fan blades and cases under a long-term supply contract. In 2014, approximately 20 percent of this segment's sales were related to U.S. government contracts or programs.

See "Business Environment and Trends" under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, for a discussion of general segment developments in recent years.

Following is a table of net sales by segment for 2014, 2013, and 2012.

<b>(in thousands)</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Machine Clothing	<b>\$655,026</b>	\$674,747	\$693,176
Albany Engineered Composites	<b>90,319</b>	82,667	67,765
Consolidated total	<b>\$745,345</b>	\$757,414	\$760,941



The table setting forth certain sales, operating income, and balance sheet data that appears in Note 4, "Reportable Segments and Geographic Data," of the Consolidated Financial Statements, included under Item 8 of this Form 10-K, is incorporated herein.

### **International Operations**

We maintain manufacturing facilities in Brazil, Canada, China, France, Germany, Italy, Mexico, South Korea, Sweden, the United Kingdom, and the United States. We also have a 50% interest in a company in Russia (see Note 1 of Notes to Consolidated Financial Statements).

Our geographically diversified operations allow us to serve our markets efficiently and to provide extensive technical services to our customers. We benefit from the transfer of research and development and product innovations between geographic regions. The worldwide scope of our manufacturing and marketing efforts helps to mitigate the impact of regional economic downturns.

Our global presence subjects us to certain risks, including controls on foreign exchange and the repatriation of funds. We have a cash repatriation strategy that targets a certain amount of foreign current year earnings that are not permanently reinvested. To date, we have been able to make such repatriations without substantial governmental restrictions and do not foresee any material changes in our ability to continue to do so in the future. In addition, we believe that the risks associated with our operations outside the United States are no greater than those normally associated with doing business in those locations.

### **Working Capital, Customers, Seasonality, and Backlog**

Payment terms granted to paper industry and other machine clothing customers reflect general competitive practices. Terms vary with product, competitive conditions, and the country of operation. In some markets, customer agreements require us to maintain significant amounts of finished goods inventories to assure continuous availability of our products.

In addition to supplying paper companies, the Machine Clothing segment is a leading supplier to the nonwovens industry (which includes the manufacture of products such as diapers, personal care and household wipes, and fiberglass-reinforced roofing shingles), the wood and cement-based building products industry, and the pulp industry. These non-paper industries have a wide range of customers, with markets that vary from industrial applications to consumer use.

The Albany Engineered Composites segment primarily serves customers in commercial and military aircraft engine and airframe markets. Sales and Accounts receivable rose sharply in the last couple years in this segment. Additionally, we anticipate intensive growth in the future which could lead to further increases in working capital levels.

In the Machine Clothing segment, the summer months and the end of the year are common periods of downtime for our customers, which can lead to weak sales periods for the Company. In recent years, broad industry ramp-ups or slowdowns have resulted in sales being distributed unevenly throughout the year. These combined factors make seasonal trends less predictable. Seasonality is not a significant factor in the Albany Engineered Composites segment.

Backlog in the Machine Clothing segment was \$195.5 million at December 31, 2014, compared to \$225.6 million at December 31, 2013. The decrease reflects a trend toward shorter order-to-delivery times. Backlog in the Albany Engineered Composites segment was \$22.8 million at December 31, 2014, compared to \$21.7 million at December

31, 2013. The backlog in each segment is generally expected to be invoiced during the next 12 months.

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## Research and Development and Technology

We invest in research, new product development, and technical analysis with the objective of maintaining our technological leadership in each business segment. While much of our research activity supports existing products, we also engage in significant research and development activities for new technology platforms, products and product enhancements.

Machine Clothing is custom-designed for each user, depending on the type, size, and speed of the machine, and the products being produced. Product design is also a function of the machine section, the grade of product being produced, and the quality of the stock used. Technical expertise, judgment, and experience are critical in designing the appropriate clothing for machine, position, and application. As a result, we employ highly skilled sales and technical service personnel who work directly with each customer's plant operating management. Our technical service programs give our service engineers field access to the measurement and analysis equipment needed for troubleshooting and application engineering in many areas. Sales, service, and technical expenses are major cost components of the Company. Many employees in sales and technical functions have engineering degrees, paper mill experience, or other manufacturing experience in the markets in which they operate. Our market leadership position reflects our commitment to technological innovation. This innovation has resulted in a stream of new Machine Clothing products and enhancements, including the INLINE forming fabric family including KRAFTLINE and PRINTLINE; press fabrics such as HYDROCROSS, SEAM HYDROCROSS, SEAMPLANE, Seam KMX, and SPRING; process belts such as VENTABELT EVM, VENTABELT XTS and TRANSBELT GX; dryer fabrics such as SPIRALTOP, AEROPULSE and AEROPOINT; DURASPIRAL corrugator belts; and TOPSTAT, SUPRASTAT and NOVALACE fabrics for the nonwovens industry.

Albany Engineered Composites designs, develops and manufactures advanced composite parts for complex aerospace and other high-performance applications, using a range of core technologies, including its proprietary 3D woven reinforced composites technology. AEC is capable of designing and manufacturing 3D composite structures that are reinforced in multiple directions. By controlling the fiber and matrix materials, as well as the weaving architecture, it is able to engineer components that meet specific performance goals while also meeting cost, qualification, certification and production needs. AEC's other core technologies include traditional and non-traditional 2D laminated composite structures, contour weaving, steered weaving, discrete through-thickness reinforcement technologies (such as Z-fiber™ reinforcements), and sandwich structures (X\_COR™, K\_COR™ and Ceramic Truss Core or CTC™). AEC's research and technology team also works actively with existing and potential customers on applications involving other emerging technologies, such as ceramic matrix composites, pin insertion and 3D fiber placement.

Company-funded research expenses totaled \$32.4 million in 2014, \$30.2 million in 2013, and \$27.6 million in 2012. In 2014, these costs were 4.3% of total Company net sales, including \$11.0 million or 12.2% of net sales spent in our AEC segment. Research and development in the AEC segment includes both Company-sponsored and customer-funded activities. Some customer-funded research and development may be on a cost-sharing basis, in which case amounts charged to the customer are credited against research and development expense. Expenses were reduced by \$0.4 million in 2014, \$1.4 million in 2013, and \$0.8 million in 2012 as a result of such arrangements. For customer-funded research and development in which we anticipate funding to exceed expenses, we include amounts charged to the customer in net sales. Cost of sales associated with customer-funded research was \$3.6 million in 2014, \$2.8 million in 2013, and \$1.5 million in 2012.

We conduct our major research and development in Halmstad, Sweden; Manchester, England; Kaukauna, Wisconsin and Rochester, New Hampshire. Additionally, we conduct process and product design development activities at locations in Quebec, Canada; Kaukauna, Wisconsin; and St. Stephen, South Carolina.



We have developed, and continue to develop, proprietary intellectual property germane to the industries we serve. Our intellectual property takes many forms, including patents, trademarks, trade names and domains, and trade secrets. Our trade secrets include, among other things, manufacturing know-how and unique processes and equipment. Because intellectual property in the form of patents is published, we often forgo patent protection and preserve the intellectual property as trade secrets. We aggressively protect our proprietary intellectual property, pursuing patent protection when appropriate. Our active portfolio currently contains well over 1,900 patents, and more than 200 new patents are typically granted each year. While we consider our total portfolio of intellectual property, including our patents, to be an important competitive advantage, we do not believe that any single patent is critical to the continuation of our business. All brand names and product names are trade names of Albany International Corp. or its subsidiaries. We have from time to time licensed some of our patents and/or know-how to one or more competitors, and have been licensed under some competitors' patents, in each case mainly to enhance customer acceptance of new products. The revenue from such licenses is less than 1 percent of consolidated net sales.

### **Raw Materials**

Primary raw materials for our Machine Clothing products are polymer monofilaments and fibers, which have generally been available from a number of suppliers. Therefore, we have not needed to maintain raw material inventories in excess of our current needs to assure availability. In addition, we manufacture polymer monofilaments, a basic raw material for all types of Machine Clothing, at our facility in Homer, New York, which supplies approximately 50% of our worldwide monofilament requirements. In the AEC segment, the primary raw materials are carbon fiber and resin. While there are a number of potential suppliers of carbon fiber and other raw materials used by AEC, the use of certain suppliers may be mandated by customer agreements, and alternative suppliers would be subject to material qualification or other requirements. Currently, the primary raw materials used in each segment are derived from petroleum, and are therefore sensitive to changes in the price of petroleum and petroleum intermediates.

### **Competition**

In the paper machine clothing market, we believe that we had a worldwide market share of approximately 30% in 2014, while the two largest competitors each had a market share of approximately half of ours.

While some competitors in the Machine Clothing segment tend to compete more on the basis of price, and others attempt to compete more on the basis of technology, both are significant competitive factors in this industry. Some of the Company's paper machine clothing competitors also supply paper machines and papermaking equipment, and endeavor to compete by bundling clothing and equipment sales. We, like our competitors, provide technical support to customers through our sales and technical service personnel, including (1) consulting on performance of the machine, (2) consulting on machine configurations, both new and rebuilt, (3) selection and custom manufacture of the appropriate machine clothing, and (4) storing fabrics for delivery to the user. Revenues earned from these services are reflected in the prices charged for our products.

The primary competitive factor in the markets in which our Albany Engineered Composites segment competes is product performance. Achieving lower weight without sacrificing strength is the key to improving fuel efficiency, and is a critical performance requirement in the aerospace industry. Our unique, proprietary capabilities in composites enable us to offer customers the opportunity to displace metal components and, in some cases, conventional composites with lower-weight, high-strength, and potentially high-temperature composites. The dominant competitive factor is how the customer weighs these performance benefits, which include fuel savings due to lower weight, against the possible cost advantage of more traditional metal and composite components.

## Employees

We employ approximately 4,000 persons, of whom 66% are engaged in manufacturing our products. Wages and benefits are competitive with those of other manufacturers in the geographic areas in which our facilities are located. In general, we consider our relations with employees to be excellent.

A number of hourly employees outside of the United States are members of various unions.

## Executive Officers of the Registrant

The following table sets forth certain information with respect to the executive officers of the Company as of February 27, 2015:

*Joseph G. Morone, 61, President and Chief Executive Officer*, joined the Company in 2005. He has served the Company as President and Chief Executive Officer since January 1, 2006, and President since August 1, 2005. He has been a director of the Company since 1996. From 1997 to July 2005, he served as President of Bentley University in Waltham, Massachusetts. Prior to joining Bentley, he served as the Dean of the Lally School of Management and Technology at Rensselaer Polytechnic Institute, where he also held the Andersen Consulting Professorship of Management. He currently serves as the Presiding Director of Transworld Entertainment Corporation.

*John B. Cozzolino, 48, Chief Financial Officer and Treasurer*, joined the Company in 1994. He has served the Company as Chief Financial Officer and Treasurer since February 2011. From September 2010 to February 2011, he served as Vice President – Corporate Treasurer and Strategic Planning/Acting Chief Financial Officer, from February 2009 to September 2010, he served as Vice President – Corporate Treasurer and Strategic Planning, and from 2007 to February 2009, and he served the Company as Vice President – Strategic Planning. From 2000 until 2007 he served as Director – Strategic Planning, and from 1994 to 2000 he served as Manager – Corporate Accounting.

*Daniel A. Halftermeyer, 53, President – Machine Clothing*, joined the Company in 1987. He has served the Company as President – Machine Clothing since February 2012. He previously served the Company as President – Paper Machine Clothing and Engineered Fabrics from August 2011 to February 2012, as President – Paper Machine Clothing from January 2010 until August 2011, Group Vice President – Paper Machine Clothing Europe from 2005 to August 2008, Vice President and General Manager – North American Dryer Fabrics from 1997 to March 2005, and Technical Director – Dryer Fabrics from 1993 to 1997. He held various technical and management positions in St. Stephen, South Carolina, and Sélestat, France, from 1987 to 1993.

*Ralph M. Polumbo, 63, President – Albany Engineered Composites*, joined the Company in 2006. He has served the Company as President – Albany Engineered Composites since November 2013. Prior to that, he served as Chief Operating Officer, Albany Engineered Composites, from December 2010 to November 2013. He previously served the Company as Chief Administrative Officer from September 2008 to December 2010, and as Senior Vice President – Human Resources from 2006 to 2008. From 2004 to April 2006 he served as Head of Human Capital for Deephaven Capital Management. From 1999 to 2004 he served as Vice President – Human Resources and Business Integration for MedSource Technologies. Prior to MedSource, he held the positions of Vice President – Integration and Vice President – Human Resources for Rubbermaid. From 1974 to 1994, he held various management and executive positions for The Stanley Works.

*Robert A. Hansen, 57, Senior Vice President and Chief Technology Officer*, joined the Company in 1981. He has served the Company as Senior Vice President and Chief Technology Officer since January 2010, Vice President – Corporate Research and Development from April 2006 to January 2010, and Director of Technical and Marketing –

Europe Press Fabrics from 2004 to April 2006. From 2000 to 2004, he served as Technical

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Director – Press Fabrics, Göppingen, Germany. Previously he had the position of Technical Director in Dieren, The Netherlands, and had also held technical management and research and development positions in the Company’s Järvenpää, Finland, and Albany, New York facilities.

*David M. Pawlick, 53, Vice President – Controller*, joined the Company in 2000. He has served the Company as Vice President – Controller since March 2008, and as Director of Corporate Accounting from 2000 to 2008. From 1994 to 2000 he served as Director of Finance and Controller for Ahlstrom Machinery, Inc. in Glens Falls, New York. Prior to 1994, he was employed as an Audit Manager for Coopers & Lybrand.

*Charles J. Silva Jr., 55, Vice President – General Counsel and Secretary*, joined the Company in 1994. He has served the Company as Vice President – General Counsel and Secretary since 2002. He served as Assistant General Counsel from 1994 until 2002. Prior to 1994, he was an associate with Cleary, Gottlieb, Steen and Hamilton, an international law firm with headquarters in New York City.

*Dawne H. Wimbrow, 57, Vice President – Global Information Services and Chief Information Officer*, joined the Company in 1993. She has served the Company as Vice President – Global Information Services and Chief Information Officer since September 2005. She previously served the Company in various management positions in the Global Information Systems organization. From 1980 to 1993, she worked as a consultant supporting the design, development, and implementation of computer systems for various textile, real estate, insurance, and law firms.

*Joseph M. Gaug, 51, Associate General Counsel and Assistant Secretary*, joined the Company in 2004. He has served the Company as Associate General Counsel since 2004 and as Assistant Secretary since 2006. Prior to 2004, he was a principal with McNamee, Lochner, Titus & Williams, P.C., a law firm located in Albany, New York.

We are incorporated under the laws of the State of Delaware and are the successor to a New York corporation originally incorporated in 1895, which was merged into the Company in August 1987 solely for the purpose of changing the domicile of the corporation. References to the Company that relate to any time prior to the August 1987 merger should be understood to refer to the predecessor New York corporation.

Our Corporate Governance Guidelines, Business Ethics Policy, and Code of Ethics for the Chief Executive Officer, Chief Financial Officer, and Controller, and the charters of the Audit, Compensation, and Governance Committees of the Board of Directors are available at the Corporate Governance section of our website ([www.albint.com](http://www.albint.com)).

Our current reports on Form 8-K, quarterly reports on Form 10-Q, and annual reports on Form 10-K are electronically filed with the Securities and Exchange Commission (SEC), and all such reports and amendments to such reports filed subsequent to November 15, 2002, have been and will be made available, free of charge, through our website ([www.albint.com](http://www.albint.com)) as soon as reasonably practicable after such filing. The public may read and copy any materials filed by the Company with the SEC at the SEC’s Public Reading Room at 100 F Street, N.E., Room 1580, Washington, D.C. The public may obtain information on the operation of the Public Reading Room by calling the SEC at 1-800-SEC0330. The SEC maintains a website ([www.sec.gov](http://www.sec.gov)) that contains reports, proxy, information statements, and other information regarding issuers that file electronically with the SEC.

## **Item 1A. RISK FACTORS**

*The Company’s business, operations, and financial condition are subject to various risks. Some of these risks are described below and in the documents incorporated by reference, and investors should take these risks into account in evaluating any investment decision involving the Company. This section does not describe all risks*



*applicable to the Company, its industry or business, and it is intended only as a summary of certain material factors.*

***A number of factors have had, and in future periods could have, an adverse impact on sales, profitability and cash flow in the Company's Machine Clothing segment***

Significant consolidation and rationalization in the paper industry in recent years has reduced global consumption of paper machine clothing in certain markets. Developments in digital media have adversely affected demand for newsprint and for printing and writing grades of paper, which has had, and is likely to continue to have, an adverse effect on demand for paper machine clothing in those markets. At the same time, technological advances in papermaking, including in paper machine clothing, while contributing to the papermaking efficiency of customers, have in some cases lengthened the useful life of our products and reduced the number of pieces required to produce the same volume of paper. These factors have had, and in future are likely to have, an adverse effect on paper machine clothing sales.

The market for paper machine clothing in recent years has been characterized by increased price competition, especially in Europe and Asia, which has negatively affected our net sales and operating results. Increased competition in Europe has been due mainly due to decreases in demand, while new market entrants in the Asian market have increased competition in that region. We expect price competition to remain intense in all paper machine clothing markets, especially during periods of customer consolidation, plant closures, or when major contracts are being renegotiated. The emergence of new market entrants in China is likely to exacerbate this risk.

***AEC is subject to significant execution risk related to the LEAP program in the short and medium term***

The expected size and steep growth rate of the market for LEAP engines continues to put significant pressure on AEC to execute in the short- and medium-term. In the short term, AEC must continue to fulfill critical program schedule and production-readiness milestones at its LEAP facilities in Rochester, New Hampshire and Commercy, France. In the medium-term, AEC will be required to continue to ramp up its LEAP plants to full production. AEC's ability to realize the full growth potential of the LEAP program will depend on how effectively it accomplishes these goals. Failure to accomplish these goals could have a material adverse impact on the amount and timing of anticipated LEAP program revenues, income, and cash flows, which could in turn have a material adverse impact on our consolidated financial results.

***The long-term growth prospects of AEC are subject to a number of risks***

The prospect of future growth and long-term success of AEC depends in large part on its ability to maintain and grow a healthy pipeline of potential new products and applications for its technologies, to transform a sufficient number of those potential opportunities into commercial supply agreements, and to then execute its obligations under such agreements. In addition, existing and future supply agreements, especially for commercial and military aircraft programs, are subject to the same curtailment or cancellation risks as the programs they support.

AEC is currently working on a broad portfolio of potential new product applications, in aerospace and other industries. These development projects may or may not result in commercial supply opportunities. In the event that AEC succeeds in developing products and securing contracts to manufacture and supply them, it will face the same industrialization and manufacturing ramp-up risks that it currently faces in the LEAP program, and may or may not be successful in meeting its obligations under these contracts. Failure to manage these development, commercialization and execution risks could have a material adverse impact on AEC's growth.

In addition to dealing with these development and manufacturing execution risks, future AEC growth will likely require increasingly larger amounts of cash to fund the investments in equipment, capital, and development efforts needed to achieve this growth. While AEC is starting to generate increasing amounts of cash, it is likely to be some time before AEC generates sufficient cash to fund, this growth. Until that time, it will remain dependent on the Machine Clothing segment's ability to generate cash, and a significant decline in Machine Clothing sales, operating income or cash flows could therefore have a material adverse impact on AEC's growth.

***Long-term supply contracts in our Albany Engineered Composites segment pose certain risks***

AEC has a number of long-term or life-of-program contracts, including a number with fixed pricing, and is likely to enter into similar contracts in future. While long-term or life-of-program contracts provide an opportunity to realize steady and reliable revenues for extended periods, program cancellations, reductions or delays in orders by AEC's customers under these contracts, the termination of such contracts or orders, or the occurrence of similar events over which AEC has no or limited control, could have a material adverse effect on AEC revenues and earnings in any period. Such events could also result in the write-off of deferred charges that have been accumulated in anticipation of future revenues.

While long-term fixed-price contracts enable AEC to enjoy increased profits as the result of cost reductions and efficiencies, estimations of contract costs and profitability over a long period of time are subject to many variables, and may prove to be inaccurate. Additionally, many of the parts AEC agrees to develop and produce have highly complex designs, and technical or quality issues may arise during development or production that result in higher costs, or an inability to achieve required technical specifications. If actual production and/or development costs should prove higher, or revenues prove lower, than AEC's estimates, our expected profits may be reduced, or if such costs should exceed contract prices, we may be required to recognize losses for future periods, and potentially for the remaining life of the program, which could have a material adverse effect on our operating results.

***Deterioration of current global economic conditions could have an adverse impact on the Company's business and results of operations***

The Company identifies in this section a number of risks, the effects of which may be exacerbated by an unfavorable economic climate. For example, unfavorable global economic and paper industry conditions may lead to greater consolidation and rationalization within the paper industry, further reducing global consumption of paper machine clothing. Reduced consumption of paper machine clothing could in turn increase the risk of greater price competition within the paper machine clothing industry, and greater efforts by competitors to gain market share at the expense of the Company. Sales of the Company's other Machine Clothing products may also be adversely affected by unfavorable economic conditions. Similarly, in the Company's AEC segment, a decline in global or regional economic conditions could result in lower orders for aircraft or aircraft engines, or the cancellation of existing orders, which would in turn result in reduced demand for the AEC components utilized on such aircraft or engines.

Weak or unstable economic conditions also increase the risk that one or more of our customers could be unable to pay outstanding accounts receivable, whether as the result of bankruptcy or an inability to obtain working capital financing from banks or other lenders. In such a case, we could be forced to write off such accounts, which could have a material adverse effect on our operating results, financial condition, and/or liquidity. Furthermore, both the Machine Clothing and AEC business segments manufacture products that are custom-designed for a specific customer

application. In the event of a customer liquidity issue, the Company could also be required to write off amounts that are included in inventories. In the case of AEC, such write-offs could also

include investments in equipment, tooling, and non-recurring engineering, some of which could be significant depending on the program.

***The loss of one or more major customers or the closure of one or more customer mills could have a material adverse effect on sales and profitability in our Machine Clothing segment***

Our top ten customers in the Machine Clothing segment accounted for 33% of our net sales in 2014. The loss of one or more of these customers, or a significant decrease in the amount of Machine Clothing they purchase from us, could have a material adverse impact on segment sales and profitability. We could also be subject to similar impacts if one or more such customers were to suffer financial difficulties and be unable to pay us for products they have purchased. While we normally enter into long-term supply agreements with significant Machine Clothing customers, they generally do not obligate the customer to purchase any products from us, and may be terminated by the customer at any time with appropriate notice.

***The Company may experience supply constraints due to a limited number of suppliers of certain raw materials and equipment***

There are a limited number of suppliers of polymer fiber and monofilaments, key raw materials used in the manufacture of Machine Clothing, and of carbon fiber and carbon resin, key raw materials used by AEC. In addition, there are a limited number of suppliers of some of the equipment used in each of the Machine Clothing and AEC segments. While we have always been able to meet our raw material and equipment needs, the limited number of suppliers of these items creates the potential for disruptions in supply. AEC currently relies on single suppliers to meet the carbon fiber and carbon resin requirements for the LEAP program. Lack of supply, delivery delays, or quality problems relating to supplied raw materials or for our key manufacturing equipment could harm our production capacity, and could require the Company to attempt to qualify one or more additional suppliers, which could be a lengthy, expensive and uncertain process. Such disruptions could make it difficult to supply our customers with products on time, which could have a negative impact on our business, financial condition, and results of operations.

***Some of the Company's competitors in the Machine Clothing segment have the capability to make and sell paper machines and papermaking equipment as well as other engineered fabrics***

Although customers historically have tended to view the purchase of paper machine clothing and the purchase of paper machines as separate purchasing decisions, the ability to coordinate research and development efforts, and to market machines and fabrics together, could provide a competitive advantage. This underscores the importance of our ability to maintain the technological competitiveness and value of our products, and a failure to do so could have a material adverse effect on our business, financial condition, and results of operations.

Moreover, we cannot predict how the nature of competition in this segment may continue to evolve as a result of future consolidation among our competitors, or consolidation involving our competitors and other suppliers to our customers.

***Conditions in the paper industry have required, and could further require, the Company to reorganize its operations, which could result in significant expense and could pose risks to the Company's operations***

During the last several years, we have engaged in significant restructuring that included the closing of a number of manufacturing operations in North America, Europe, and Australia. These restructuring activities were intended to match manufacturing capacity to shifting global demand, and also to improve the efficiency of manufacturing and administrative processes. Future shifting of customer demand, the need to reduce costs, or other factors could cause us

to determine in the future that additional restructuring steps are required.

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Restructuring involves risks such as employee work stoppages, slowdowns, or strikes, which can threaten uninterrupted production, maintenance of high product quality, meeting of customers' delivery deadlines, and maintenance of administrative processes. Increases in output in remaining manufacturing operations can likewise impose stress on these remaining facilities as they undertake the manufacture of greater volume and, in some cases, a greater variety of products. Competitors can be quick to attempt to exploit these situations. Although we consider these risks, we plan each step of the process carefully, and work to reassure customers who could be affected by any such matters that their requirements will continue to be met, we could lose customers and associated revenues if we fail to plan properly, or if the foregoing tactics are ineffective.

***Natural disasters at one or more of our facilities could make it difficult for us to meet our supply obligations to our customers***

Significant consolidation of manufacturing operations in our Machine Clothing segment has reduced the number of facilities available to produce our products, and increased utilization significantly at remaining facilities. Not all product lines are produced at, or capable of being produced at, all facilities. A significant interruption in the operation of any one or more of our Machine Clothing plants, whether as a result of a natural disaster or other causes, could significantly impair our ability to meet our supply obligations to customers being supplied from an affected facility on a timely basis. We have Machine Clothing facilities located near Mexico City, which has been identified as an area vulnerable to flood, storm surge and earthquake risks, and in the Pearl River Delta area of China, which has been identified as vulnerable to flood, storm and storm surge risks.

Moreover, AEC's production of LEAP engine components is located in two facilities. An interruption at either of these locations could have a significant adverse effect on AEC's ability to timely satisfy orders for LEAP components.

While the occurrence of a natural disaster or other business interruption event in an area where we have a facility may not result in any direct damage to the facility itself, it may cause disruptions in local transportation and public utilities on which such locations are reliant, and may also hinder the ability of affected employees to report for work. Although we carry property and business interruption insurance to help mitigate the risk of property loss or business interruption that could result from the occurrence of such events, such coverage may not be adequate to compensate us for all loss or damage that we may incur.

***The Standish family has a significant influence on our Company and could prevent transactions that might be in the best interests of our other stockholders***

As of December 31, 2014, J. Spencer Standish and related persons (including Christine L. Standish and John C. Standish, both directors of the Company) held in the aggregate shares entitling them to cast approximately 53% of the combined votes entitled to be cast by all stockholders of the Company. The Standish family has significant influence over the management and affairs of the Company and matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. The Standish family currently has, in the aggregate, sufficient voting power to elect all of our directors and determine the outcome of any shareholder action requiring a majority vote. This could have the effect of delaying or preventing a change in control or a merger, consolidation, or other business combination at a premium price, even if such transaction were favored by our other stockholders.

***We are a "controlled company" within the meaning of the Corporate Governance Rules of the New York Stock Exchange (the "NYSE") and qualify for, and rely on, certain exemptions from corporate governance requirements applicable to other listed companies***

As a result of the greater than 50% voting power of the Standish family described above, we are a “controlled company” within the meaning of the rules of the NYSE. Therefore, we are not required to comply with

certain corporate governance rules that would otherwise apply to us as a listed company on the NYSE, including the requirement that the Compensation and Governance Committees be composed entirely of “independent” directors (as defined by the NYSE rules). In addition, although we believe that a majority of our current directors may be deemed independent under the NYSE rules, as a controlled company our Board of Directors is not required to include a majority of “independent” directors. Should the interests of the Standish family differ from those of other stockholders, the other stockholders might not be afforded such protections as might exist if our Board of Directors, or these Committees, were required to have a majority, or be composed exclusively, of directors who were independent of the Standish family or our management.

***Inflation as a result of changes in prices of commodities and labor costs may adversely impact our financial results of operations***

The Company is a significant user of petroleum-based products required for the manufacture of our products. The Company also relies on the labor market in many regions of the world to meet our operational requirements. Increases in the prices of such commodities or in labor costs, particularly in regions that are experiencing higher-levels of inflation, could increase our costs, and we may not be able to fully offset the effects through price increases, productivity improvements, and cost-reduction programs.

In the AEC segment, demand for its light-weight composite aircraft components is driven by demand for the lighter, more fuel-efficient aircraft engine and other applications into which they are incorporated, such as the CFM LEAP engine. Fuel costs are a significant part of airlines’ overall operating costs, and in many cases may constitute a carrier’s single largest operating expense. A sustained drop in oil prices, and related decline in the price of jet fuel, could prompt airlines to defer orders or delivery dates for such newer, more fuel-efficient airframes and aircraft engines, as the urgency to reduce fuel consumption may be lessened. These actions could reduce or postpone AEC’s anticipated revenues, and reduce profitability.

***Fluctuations in currency exchange rates could adversely affect the Company’s business, financial condition, and results of operations***

We operate our business in many regions of the world, and currency rate movements can have a significant effect on operating results. Changes in exchange rates can result in revaluation gains and losses that are recorded in Selling, Technical, General and Research expenses or Other (income)/expense, net. Revaluation gains and losses occur when our business units have cash, intercompany or third-party trade receivable or payable balances in a currency other than their local reporting (or functional) currency. Operating results can also be affected by the translation of sales and costs, for each non-U.S. subsidiary, from the local functional currency to the U.S. dollar. The translation effect on the income statement is dependent on our net income or expense position in each non-U.S. currency in which we do business. A net income position exists when sales realized in a particular currency exceed expenses paid in that currency; a net expense position exists if the opposite is true.

***The Company may fail to adequately protect its proprietary technology, which would allow competitors or others to take advantage of its research and development efforts***

Proprietary trade secrets are a source of competitive advantage in each of our segments. If our trade secrets were to become available to competitors, it could have a negative impact on our competitive strength. We employ measures to maintain the confidential nature of these secrets, including maintaining employment and confidentiality agreements; maintaining clear policies intended to protect such trade secrets; educating our employees about such policies; clearly identifying proprietary information subject to such agreements and policies; and vigorously enforcing such agreements and policies. Despite such measures, our employees, consultants, and third parties to whom such

information may be disclosed in the ordinary course of our business

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may breach their obligations not to reveal such information, and any legal remedies available to us may be insufficient to compensate our damages.

***At December 31, 2014, the Company had outstanding short-term debt of \$50 million and long-term debt of \$222.1 million.***

Existing borrowing agreements contain a number of covenants and financial ratios that the Company is required to satisfy. The most restrictive of these covenants pertain to prescribed leverage and interest coverage ratios and asset dispositions. Any breach of any such covenants or restrictions would result in a default under such agreements that would permit the lenders to declare all borrowings under such agreements to be immediately due and payable and, through cross-default provisions, could entitle other lenders to accelerate their loans. In such an event, the Company would need to modify or restructure all or a portion of such indebtedness. Depending on prevailing economic conditions at the time, the Company might find it difficult to modify or restructure on attractive terms, or at all.

We may incur a substantial amount of additional indebtedness in the future. As of December 31, 2014, we had borrowed \$172 million under our \$330 million revolving credit facility. Incurrence of additional indebtedness could increase the risks associated with higher leverage. These risks include limiting our ability to make acquisitions or capital expenditures to grow our business, limiting our ability to withstand business and economic downturns, limiting our ability to invest operating cash flow in our business, and limiting our ability to pay dividends. In addition, any such indebtedness could contain terms that are more restrictive than our current facilities.

***The Company is increasingly dependent on information technology and our business, systems, assets and infrastructure face certain risks, including cybersecurity and data leakage risks. The failure to prevent attacks on our operational systems or infrastructure could result in disruptions to our businesses, or the loss or disclosure of confidential and proprietary intellectual property or other assets.***

We are increasingly dependent on information technology and communication systems and infrastructure. As our dependence has increased, so have the risks associated with cyber-attacks from third parties attempting to gain access to our systems, data, or assets using varied means, from electronic “hacking” to traditional social engineering aimed at our employees. The Company has been, and will likely continue to be, the target of such attacks, none of which have, individually or in the aggregate, been material to the Company.

Any significant breakdown, invasion, destruction or interruption of our business systems by employees, others with authorized access to our systems, or unauthorized persons could negatively impact operations. There is also a risk that we could experience a business interruption, theft of information or other assets, or reputational damage. While we have made, and will continue to make, significant investments in business systems, information technology infrastructure, internal controls systems and employee training to attempt to reduce these risks, there can be no assurance that our efforts will prevent breakdowns, losses or breaches that could have a material adverse effect on our business, financial position and results of operations.

***The Company is subject to legal proceedings and legal compliance risks, and has been named as defendant in a large number of suits relating to the actual or alleged exposure to asbestos-containing products***

We are subject to a variety of legal proceedings. Pending proceedings that the Company determines are material are disclosed in Note 17, to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference. Litigation is an inherently unpredictable process and unanticipated negative outcomes are

always possible. An adverse outcome in any period could have an adverse impact on the Company's operating results for that period.

We are also subject to a variety of legal compliance risks. While we believe that we have adopted appropriate risk management and compliance programs, the global and diverse nature of our operations means that legal compliance risks will continue to exist and related legal proceedings and other contingencies, the outcome of which cannot be predicted with certainty, are likely to arise from time to time. Failure to resolve successfully any legal proceedings related to compliance matters could have an adverse impact on our results in any period.

***Changes in actuarial assumptions and differences between actual experience and assumptions could adversely affect our pension and postretirement benefit costs and liabilities***

Although we have reduced pension liabilities by a significant amount during the past few years, as of December 31, 2014, remaining net liabilities under our defined benefit pension plans exceeded plan assets by \$29.9 million (\$8.5 million for the U.S. plan, \$21.4 million for non-U.S. plans). Additionally, the liability for unfunded postretirement welfare benefits, principally in the United States, totaled \$65.0 million. Annual expense associated with these plans, as well as annual cash contributions, are subject to a number of variables, including discount rates, return on plan assets, mortality, and differences between actuarial assumptions and actual experience. In 2014, we settled certain pension obligations as part of a de-risking strategy in the United States which led to charges totaling \$8.2 million. In 2012, we settled certain pension obligations in the United States, Canada and Sweden, which led to charges totaling \$119.7 million. If we were to take actions to settle additional pension or postretirement plan liabilities in the future, we could incur similar charges in the periods in which such actions were taken, which charges could be significant.

Although the Company has taken actions to hedge certain pension plan assets to the pension liabilities, weakness in investment returns on plan assets, changes in discount rates or actuarial assumptions, and actual future experience could result in higher benefit plan expense and the need to increase pension plan contributions in future years.

***The Company is exposed to the risk of increased expense in health-care related costs***

We are largely self-insured for some employee and business risks, including health care and workers' compensation programs in the United States. Losses under all of these programs are accrued based upon estimates of the ultimate liability for claims reported and an estimate of claims incurred but not reported, with assistance from third-party actuaries and service providers. However, these liabilities are difficult to assess and estimate due to unknown factors, including the severity of an illness or injury and the number of incidents not reported. The accruals are based upon known facts and historical trends, and management believes such accruals to be adequate. The Company also maintains stop-loss insurance policies to protect against catastrophic claims above certain limits. If actual results significantly differ from estimates, our financial condition, results of operations, and cash flows could be materially impacted by losses under these programs, as well as higher stop-loss premiums in future periods.

***Changes in or interpretations of tax rules, structures, country profitability mix, and regulations may adversely affect our effective tax rates***

We are a United States-based multinational company subject to tax in the United States and foreign tax jurisdictions. Unanticipated changes in our tax rates, or tax policies of the countries in which we operate, could affect our future results of operations. Our future effective tax rates could be unfavorably affected by changes in or interpretation of tax rules and regulations in the jurisdictions in which we do business, by structural changes in

the Company's businesses, by unanticipated decreases in the amount of revenue or earnings in countries with low statutory tax rates, or by changes in the valuation of our deferred tax assets and liabilities.

***The Company has substantial deferred tax assets that could become impaired and result in a charge to earnings***

The Company has substantial deferred tax assets in several tax jurisdictions, including the U.S. Realization of deferred tax assets is dependent upon many factors, including generation of future income in specific countries. (See Note 8 to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference, for a discussion of this matter.) Lower than expected operating results, organizational changes, or changes in tax laws could result in those deferred tax assets becoming impaired, thus resulting in a charge to earnings.

***Our business could be adversely affected by adverse outcomes of pending tax matters***

The Company is currently under audit in certain jurisdictions and could be audited in other jurisdictions in the future. In addition, tax authorities in Germany are challenging certain tax benefits related to a 1999 reorganization. (See Note 8 to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference, for a discussion of this matter.) While the Company believes that its position is correct, a final adverse outcome with respect to this matter could have a material adverse impact on the Company's results in any period in which it occurs.

***The Company's insurance coverage may be inadequate to cover other significant risk exposures***

In addition to asbestos-related claims, the Company may be exposed to other liabilities related to the products and services we provide. AEC is engaged in designing, developing, and manufacturing components for commercial jet aircraft and defense and technology systems and products. We expect this portion of the business to grow in future periods. Although we maintain insurance for the risks associated with this business, there can be no assurance that the amount of our insurance coverage will be adequate to cover all claims or liabilities. In addition, there can be no assurance that insurance coverage will continue to be available to us in the future at a cost that is acceptable. Any material liability not covered by insurance could have a material adverse effect on our business, financial condition, and results of operations.

***The Company has significant manufacturing operations outside of the U.S., which could involve many uncertainties***

We currently have manufacturing facilities outside the U.S. In 2014, 56% of consolidated net sales were generated by our non-U.S. subsidiaries. Operations outside of the U.S. are subject to a number of risks and uncertainties, including: governments may impose limitations on our ability to repatriate funds; governments may impose withholding or other taxes on remittances and other payments from our non-U.S. operations, or the amount of any such taxes may increase; an outbreak or escalation of any insurrection or armed conflict may occur; governments may seek to nationalize our assets; or governments may impose or increase investment barriers or other restrictions affecting our business. In addition, emerging markets pose other uncertainties, including the protection of our intellectual property, pressure on the pricing of our products, and risks of political instability. The occurrence of any of these conditions could disrupt our business or prevent us from conducting business in particular countries or regions of the world.

Our global presence subjects us to certain risks, including controls on foreign exchange and the repatriation of funds. While we have been able to repatriate current earnings in excess of working capital requirements from certain countries in which we operate without substantial governmental restrictions, there can be no assurance that we will be able to cost effectively repatriate foreign earnings in the future.



***The Company is subject to laws and regulations worldwide, changes to which could increase our costs and have a material adverse effect on our financial condition or results of operations***

The Company is subject to laws and regulations relating to employment practices and benefits, taxes, import and export matters, corruption, foreign-exchange controls, competition, workplace health and safety, intellectual property, health-care, the environment and other areas. These laws and regulations have a significant impact on our domestic and international operations.

We incur significant expenses to comply with laws and regulations. Changes or additions to laws and regulations, including those related to climate change, could increase these expenses, which could have an adverse impact on our financial condition and results of operations. Such changes could also have an adverse impact on our customers and suppliers, which in turn could adversely impact the Company.

While we have implemented policies and training programs designed to ensure compliance, there can be no assurance that our employees or agents will not violate such laws, regulations or policies, which could have a material adverse impact on our financial condition or results of operations.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

Our principal manufacturing facilities are located in Brazil, Canada, China, France, Germany, Italy, Mexico, South Korea, Sweden, the United Kingdom, and the United States. The aggregate square footage of our operating facilities in the United States and Canada is approximately 2.2 million square feet, of which 1.6 million square feet are owned and 0.6 million square feet are leased. Our facilities located outside the United States and Canada comprise approximately 3.1 million square feet, of which 2.9 million square feet are owned and 0.2 million square feet are leased. We consider these facilities to be in good condition and suitable for our purpose. The capacity associated with these facilities is adequate to meet production levels required and anticipated through 2015.

**Item 3. LEGAL PROCEEDINGS**

The information set forth above under Note 17 to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

**Item 4. MINE SAFETY DISCLOSURES**

None.

**PART II****Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

We have two classes of Common Stock, Class A Common Stock and Class B Common Stock, each with a par value of \$0.001 and equal liquidation rights. Our Class A Common Stock is principally traded on the New York Stock Exchange under the symbol AIN. As of December 31, 2014, we estimate that there were 7,000 beneficial owners of our Class A Common Stock, including employees owning shares through our 401(k) defined contribution plan. Our Class B Common Stock does not trade publicly. As of December 31, 2014, there were 16 holders of Class B Common Stock. Dividends are paid equally on shares of each class. Our cash dividends, and the high and low prices per share of our Class A Common Stock, were as follows for the periods presented:

<b>Quarter Ended</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
<b>2014</b>				
Cash dividends per share	\$0.15	\$0.16	\$0.16	\$0.16
Class A Common Stock prices:				
High	\$37.59	\$38.01	\$38.53	\$38.15
Low	\$32.85	\$33.67	\$34.04	\$32.46
<b>2013</b>				
Cash dividends per share	\$0.14	\$0.15	\$0.15	\$0.15
Class A Common Stock prices:				
High	\$29.87	\$33.90	\$36.53	\$37.25
Low	\$23.21	\$27.48	\$32.27	\$33.81

Restrictions on dividends and other distributions are described in Note 14 of the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

Disclosures of securities authorized for issuance under equity compensation plans and the performance graph are included under Item 12 of this Form 10-K.

In August 2006, we announced that the Board of Directors had authorized management to purchase up to 2 million additional shares of our Class A Common Stock. The Board's action authorized management to purchase shares from time to time, in the open market or otherwise, whenever it believes such purchase to be advantageous to our shareholders, and it is otherwise legally permitted to do so. Management has made no share purchases under this authorization.

**Item 6. SELECTED FINANCIAL DATA**

The following selected historical financial data have been derived from our Consolidated Financial Statements in Item 8, which is incorporated herein by reference. The data should be read in conjunction with those financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7, which is incorporated herein by reference.

<b>(in thousands, except per share amounts)</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Summary of Operations</b>					
Net sales (5)	<b>\$745,345</b>	\$ 757,414	\$ 760,941	\$ 787,287	\$ 742,887
Cost of goods sold (5)	<b>453,710</b>	466,860	455,545	473,121	460,914
Restructuring and other (3)	<b>5,759</b>	25,108	7,061	9,317	3,747
Pension settlement charges (2)	<b>8,190</b>	-	119,735	-	-
Operating income/(loss) (5)	<b>71,360</b>	52,091	(44,136)	74,608	64,709
Interest expense, net	<b>10,713</b>	13,759	16,601	18,121	17,240
Income/(loss) from continuing operations (6)	<b>41,749</b>	17,704	(40,843)	21,266	27,423
Income/(loss) from discontinued operations (5)	-	(46)	71,820	13,672	10,213
Net income attributable to the Company	<b>41,569</b>	17,517	30,977	34,938	37,636
Basic income/(loss) from continuing operations per share	<b>1.31</b>	0.55	(1.30)	0.68	0.88
Diluted income/(loss) from continuing operations per share	<b>1.30</b>	0.55	(1.30)	0.67	0.88
Dividends declared per share	<b>0.63</b>	0.59	0.55	0.51	0.48
Weighted average number of shares outstanding - basic	<b>31,832</b>	31,649	31,356	31,262	31,072
Capital expenditures, including software	<b>58,873</b>	64,457	37,207	27,428	30,957
<b>Financial position</b>					
Cash	<b>\$179,802</b>	\$ 222,666	\$ 190,718	\$ 118,909	\$ 117,925
Property, plant and equipment, net	<b>395,113</b>	418,830	420,154	438,953	480,711
Total assets (1) (5)	<b>1,029,304</b>	1,126,157	1,117,691	1,189,570	1,238,564
Current liabilities (1)	<b>183,398</b>	157,546	234,120	167,012	162,417
Long-term debt	<b>222,096</b>	300,111	235,877	373,125	423,634
Total noncurrent liabilities (1)	<b>332,338</b>	420,832	390,060	606,708	649,888
Total liabilities (1) (5)	<b>515,736</b>	578,378	624,180	773,720	812,305
Shareholders' equity (4)	<b>513,568</b>	547,779	493,511	415,850	426,259

Amounts for each of 2010, 2011, 2012 and 2013 reflect a revision from previously reported amounts to correct an error in the presentation of deferred tax assets and liabilities. The amounts previously reported presented deferred tax assets and liabilities on a gross basis instead of a net basis as required under U.S. GAAP. The error had no (1) impact on Shareholders' equity, the Consolidated Statements of Income, or the Consolidated Statements of Cash Flows. The Company concluded that the error is immaterial to any previously filed Consolidated Balance Sheet and, accordingly, the correction is being handled as a revision to previously filed financial statements. The table below presents the amount of the revision on various lines of the Consolidated Balance Sheet.

Overstatement of deferred taxes (000's):	2013	2012	2011	2010
Current assets	\$968	\$1,668	\$3,699	\$3,439
Noncurrent assets	39,763	37,338	37,659	36,290
Current liabilities	962	1,668	3,699	3,439
Noncurrent liabilities	39,769	37,338	37,659	36,290
net impact	-	-	-	-

For more information on this matter, see Note 8 to the Consolidated Financial Statements in Item 8.

(2) In 2014, we took action to settle certain pension plan liabilities in the United States which led to charges totaling \$8.2 million. In 2012, we took action to settle certain pension plan liabilities in the United States, Canada, and Sweden which led to charges totaling \$119.7 million.

(3) During the period 2010 through 2014, we recorded restructuring charges related to organizational changes and cost reduction initiatives.

(4) In 2013, Safran S.A. obtained a 10% noncontrolling equity interest in Albany Safran Composites, LLC (ASC) resulting in an \$18.9 million increase in Shareholders' equity.

(5) In 2012, we sold our Albany Door Systems and PrimaLoft Products businesses resulting in a pre-tax gain of \$92.3 million. Previously reported data for net sales, cost of goods sold, operating income, assets and liabilities for years prior to 2012 have been adjusted to reflect only the activity from continuing operations.

(6) Income tax expense in 2011 includes a favorable adjustment of \$3.5 million to correct errors from periods prior to 2006. The Company does not believe that the corrected item is or was material to 2011 or any previously reported quarterly or annual financial statements. As a result, the Company has not restated its previously issued annual or quarterly financial statements.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the results of operations and financial condition of the Company. MD&A is provided as a supplement to, and should be read in conjunction with, our Consolidated Financial Statements and the accompanying Notes.

### Overview

Our reportable segments: Machine Clothing (MC) and Albany Engineered Composites (AEC) draw on many of the same advanced textiles and materials processing capabilities, and compete on the basis of proprietary, product-based advantage that is grounded in those core capabilities. As a result, technology and manufacturing advances in one tend to benefit the other.

The Machine Clothing segment is the Company's long-established core business and primary generator of cash. While the paper and paperboard industry in our traditional geographic markets has suffered from well-documented overcapacity in publication grades, especially newsprint, the industry is still expected to grow on a global basis, driven by demand for packaging and tissue grades, as well as the expansion of paper consumption and production in Asia and South America. We feel we are now well-positioned in these markets, with high-quality, low-cost production in growth markets, substantially lower fixed costs in mature markets, and continued strength in new product development, field services, and manufacturing technology. Although we consider the market for Machine Clothing as having flat growth potential, the business has been a significant generator of cash, and we seek to maintain the cash-generating potential of this business by maintaining the low costs that we achieved through restructuring, and competing vigorously by using our differentiated products and services to reduce our customers' total cost of operation and improve their paper quality.

We believe that the AEC segment provides the greatest growth potential, both near and long term, for our Company. Our strategy is to grow organically by focusing our proprietary technology on high-value aerospace and defense applications that cannot be served effectively by conventional composites. AEC (including Albany Safran Composites, LLC ("ASC"), in which our customer SAFRAN Group owns a 10 percent noncontrolling interest) supplies a number of customers in the aerospace industry. AEC's largest aerospace customer is the SAFRAN Group. Through ASC, AEC develops and sells composite aerospace components to SAFRAN, with the most significant program at present being the production of fan blades and other components for the LEAP engine. AEC (through ASC and otherwise) is also developing other new and potentially significant composite products for aerospace (engine and airframe) applications.

### Consolidated Results of Operations

#### Net sales

The following table summarizes our net sales by business segment:

(in thousands, except percentages)

Years ended December 31,	2014	2013	2012
Machine Clothing	\$655,026	\$674,747	\$693,176

Albany Engineered Composites	90,319	82,667	67,765
Total	\$745,345	\$757,414	\$760,941
% change	-1.6%	-0.5%	

**2014 vs. 2013**

Changes in currency translation rates had the effect of decreasing net sales by \$3.6 million during 2014 as compared to 2013.

	Excluding the effect of changes in currency translation rates:
§	Net sales were down 1.1% compared to 2013.
§	Net sales in MC decreased 2.4%.
§	Net sales in AEC increased 9.3%.

The year-over year decline in MC segment sales was primarily attributable to lower sales in the Americas, which were negatively impacted by certain mill closures by key customers.

The AEC segment sales increase was due to higher sales related to the LEAP and JSF LiftFan® programs.

**2013 vs. 2012**

Changes in currency translation rates had the effect of increasing net sales by \$1.6 million during 2013 as compared to 2012.

	Excluding the effect of changes in currency translation rates:
§	Net sales were down 0.7% compared to 2012.
§	Net sales in MC decreased 2.9%.
§	Net sales in AEC increased 22.0%.

2012 included a change in contract terms with a North American MC customer that increased sales by \$8.0 million.

The increase in AEC sales was principally due to LEAP program activities.

**Backlog**

Backlog in the Machine Clothing segment was \$195.5 million at December 31, 2014, compared to \$225.6 million at December 31, 2013. The decrease reflects a trend toward shorter order-to-delivery times. Backlog in the Albany Engineered Composites segment was \$22.8 million at December 31, 2014 compared to \$21.7 million at December 31, 2013. The backlog in each segment is generally expected to be invoiced during the next 12 months.

**Gross Profit**

The following table summarizes gross profit by business segment:

(in thousands, except percentages)

Years ended December 31,	2014	2013	2012
Machine Clothing	\$282,300	\$289,100	\$303,801
Albany Engineered Composites	10,750	4,799	5,627
Corporate expenses	(1,415)	(3,345)	(4,032)
Total	\$291,635	\$290,554	\$305,396
% of Net Sales	39.1%	38.4%	40.1%

The increase in gross profit during 2014 was principally due to the net effect of the following:

An improvement in gross profit margin in the AEC segment from 5.8 percent to 11.9 percent, principally due to improvements in profitability at AEC's Boerne, Texas operation.

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A reduction of \$8.5 million in the MC segment due to lower sales.  
 MC gross profit margin improvement, principally due to the effect of restructuring in France and productivity improvement.  
 A charge of \$1.6 million in 2014 to correct an error in the value of Machine Clothing inventories reported in prior periods.  
 A \$1.9 million reduction in cost associated with the Company's U.S. postretirement plan, principally resulting from plan changes 2013.

The decrease in gross profit during 2013 was principally due to the net effect of the following:

An \$8.1 million decrease due to lower sales in North America in the MC segment, principally due to 2012 change in contract terms with a key customer.  
 A \$6.8 million decrease due to lower gross profit margin in the MC segment resulting from lower sales volume. Unfavorable changes in contract accounting estimates associated with legacy programs at the Boerne, Texas facility results in gross profit loss of \$2.3 million in 2013. Those losses were partially offset by increased revenue associated with the LEAP program.

**Selling, Technical, General, and Research (STG&R)**

The following table summarizes STG&R by business segment:

(in thousands, except percentages)

Years ended December 31,	2014	2013	2012
Machine Clothing	\$141,023	\$150,164	\$153,058
Albany Engineered Composites	20,301	18,663	16,545
Corporate expenses	45,002	44,528	53,133
Total	\$206,326	\$213,355	\$222,736
% of Net Sales	27.7%	28.2%	29.3%

STG&R expenses decreased \$7.0 million, compared to 2013, principally due to the net effect of the following:

Revaluation of nonfunctional currency assets and liabilities, primarily in the MC segment, which resulted in gains of \$3.9 million during 2014 and losses of \$0.3 million in 2013.  
 Currency translation effects, primarily in the MC segment, which decreased STG&R, by \$2.8 million as compared to 2013.  
 An increase of \$2.2 million due to research and development activities associated with new technology platforms in the MC segment.  
 A reduction of approximately \$1.8 million in 2014 due to reduced travel and lower costs for pensions in the MC segment.  
 An increase of \$1.6 million in the AEC segment, principally due to increased research activities.  
 A gain on the sale of former manufacturing facility in Australia, which reduced 2013 Corporate expenses by \$3.8 million, which was mostly offset by reductions in Corporate expenses for research, professional fees, health care expenses and incentive compensation in 2014.

STG&R expenses for 2013 decreased \$9.4 million in comparison with 2012, principally due to the net effect of the following:

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- A gain on the sale of a former manufacturing facility in Australia, which reduced 2013 expenses by \$3.8 million.
- Revaluation of nonfunctional currency assets and liabilities, which resulted in losses of \$0.3 million during 2013 and \$1.6 million in 2012.
- A decrease in U.S. pension expense of \$1.7 million, principally due to the settlement in 2012 of certain pension plan liabilities.

## Research and Development

The following table summarizes expenses associated with internally funded research and development by business segment:

	(in thousands)		
Years ended December 31,	2014	2013	2012
Machine Clothing	\$20,575	\$18,335	\$17,685
Albany Engineered Composites	11,050	10,065	8,689
Corporate expenses	745	1,820	1,242
Total	\$32,370	\$30,220	\$27,616

## Pension Plan Settlement Charges

In 2014, certain participants of the U.S. pension plan were notified of a limited-time opportunity whereby they could elect to receive the value of their pension benefit in a lump-sum payment. All lump-sum payments were funded from pension plan assets and were paid during 2014. The initiative was part of the Company's pension plan de-risking strategy, and resulted in a non-cash settlement charge of \$8.2 million in 2014. The payments did not have a significant impact on the plan's funded status.

In 2012, we took actions to settle certain pension plan liabilities in the U.S., Canada, and Sweden leading to charges totaling \$119.7 million. No similar charges were incurred in 2013.

## Restructuring

In addition to the items discussed above affecting gross profit, STG&R, and pension settlement charges, operating income/(loss) was affected by restructuring costs of \$5.8 million in 2014, \$25.1 million in 2013, and \$7.1 million in 2012.

The following table summarizes restructuring expense by business segment:

	(in thousands)		
Years ended December 31,	2014	2013	2012
Machine Clothing	\$4,828	\$24,568	\$7,386
Albany Engineered Composites	931	540	-
Corporate expenses	-	-	(325)
Total	\$5,759	\$25,108	\$7,061

Machine Clothing restructuring expense in 2013 and 2014 was principally related to the reduction in manufacturing capacity at production facilities in France, while 2012 expense principally resulted from work force reductions in Sweden, and U.S. operations in Wisconsin and New York. Restructuring expenses in the Albany Engineered Composites segment were principally related to organization changes and exiting certain aerospace programs.

During the second quarter of 2013, the Company commenced a program to restructure operations at the Company's Machine Clothing production facilities in France. The restructuring reduced employment by approximately 200 positions at these locations. Under the terms of the restructuring plan, the Company provides training, outplacement and other benefits, the costs of which are recorded as restructuring when they are incurred. The restructuring resulted in cost savings of approximately \$10 million per year, almost all of which was realized in 2014, primarily in the form of lower manufacturing costs.

On February 20, 2015, the Company announced plans to discontinue manufacturing operations at its press fabric manufacturing facility in Göppingen, Germany. This planned action is driven by the continuing consolidation of paper industry customers in Europe, and the continuous need to match the Company's paper machine clothing manufacturing capacity in Europe with the demands of our customers, so that customer sourcing is optimized. The Göppingen plan would be subject to applicable local law and would be implemented in accordance with such law and in consultation with the Works Council. The Company is presently unable to determine the restructuring costs associated with this plan.

For more information on our restructuring charges, see Note 6 to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

### Operating Income/(loss)

The following table summarizes operating income/(loss) by business segment:

Years ended December 31,	(in thousands)		
	2014	2013	2012
Machine Clothing	\$136,450	\$114,370	\$143,358
Albany Engineered Composites	(10,483)	(14,404)	(10,918)
Corporate expenses-pension settlement	(8,190)	-	(119,735)
Corporate expenses-other	(46,417)	(47,875)	(56,841)
Total	\$71,360	\$52,091	(\$44,136)

**Other Earnings Items**

<b>Years ended December 31,</b>	<b>(in thousands)</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
Interest expense, net	<b>\$10,713</b>	\$13,759	\$16,601
Other (income)/expenses, net	<b>(6,853)</b>	7,256	7,629
Income tax expense/(benefit)	<b>25,751</b>	13,372	(27,523)
Income/(loss) from discontinued operations, net of tax	-	(46)	71,820
Net income attributable to the noncontrolling interest	<b>180</b>	141	-

**Interest Expense, net**

Interest expense, net, decreased \$3.0 million in 2014 and \$2.8 million in 2013 principally due to lower interest rates. See the Capital Resources section below for further discussion of borrowings and interest rates.

**Other (Income)/Expenses, net**

Other (income)/expenses, net included the following:

Foreign currency revaluations of cash and intercompany balances resulted in gains of \$6.4 million in 2014, losses of \$5.2 million in 2013, and losses of \$5.7 million in 2012. The 2014 revaluation effects were principally due to the weakening of the euro against a basket of currencies, including the Swedish Krona and the Australian, Canadian and U.S. dollars.

Bank fees and amortization of debt issuance costs were \$1.2 million, \$1.5 million, and \$2.4 million in 2014, 2013, and 2012, respectively.

In July 2013, the Company's MC manufacturing facility in Germany was damaged by severe weather. The insurance recovery gain resulted in income of \$1.1 million in 2014.

**Income Taxes**

The Company has operations which constitute a taxable presence in 19 countries outside of the United States. All of these countries except one had income tax rates that were lower than the United States federal tax rate of 35% during the periods reported. The jurisdictional location of earnings is a significant component of our effective tax rate each year, and therefore on our overall income tax expense.

The Company's effective tax rate for fiscal years 2014, 2013 and 2012 was 38.1%, 43.0%, and 40.3%, respectively. The tax rate is affected by recurring items, such as the income tax rate in the U.S. and in non-U.S. jurisdictions and the mix of income earned in those jurisdictions. The rate is also affected by U.S. tax costs on foreign earnings that have been or will be repatriated to the U.S., and discrete items that may occur in any given year but are not consistent from year to year.

Significant items that impacted the 2014 tax rate included the following (percentages reflect the effect of each item as a percentage of income before income taxes):

• Tax charge of \$7.5 million (11.1%), primarily related to an unfavorable outcome in the tax court pertaining to another taxpayer with similar facts to the Company.

• A net tax benefit was recognized in the amount of \$6.8 million (-10.0%) primarily due to the lapse in a tax statute.

- A \$0.3 million (0.3%) net tax expense related to other discrete items.

A net tax reduction of 10.2% was recognized from rate differences between non-U.S. and U.S. jurisdictions. Earnings in Brazil, Switzerland, and China, where tax rates are lower than the U.S. notional rate of 35%, contributed to the majority of the reduction noted. U.S. tax costs on foreign earnings and foreign withholdings offset the tax rate benefits gained from operating in low tax jurisdictions by 8%. Included in the U.S. tax costs on foreign earnings is a \$2.2 million (3.3%) expense recognized for the future repatriation of prior year earnings.

- Income tax rate on continuing operations, excluding discrete items, was 34%.

Significant items that impacted the 2013 tax rate included the following:

A discrete charge of \$1.8 million (5.7%) related to the settlement of a competent authority claim with U.S. and France.

A discrete tax benefit of \$3.7 million (-12.0%) related to the release of a valuation allowance on deferred tax assets.

- A \$0.1 million (0.6%) net tax benefit related to other discrete items.

A net tax rate increase of 0.2% was recognized in 2013 from rate differences between non-U.S. and U.S. jurisdictions. Lesser earnings in jurisdictions where tax rates differ substantially from the U.S. tax rate coupled with lower tax benefits on non-U.S. restructuring charges contributed to net tax rate increase.

- The income tax rate on continuing operations, excluding discrete items, was 49%.

Significant items that impacted the 2012 tax rate included the following:

A \$39.5 million (57.7%) discrete income tax benefit related to pension settlements in the U.S., Canada and Sweden.

- A discrete tax benefit of \$7.1 million (10.3%) related to the settlement of a tax audit in Canada.
- A \$0.8 million (1.1%) net tax benefit related to other discrete items.

A net tax rate reduction of 1.7% was recognized in 2012 from rate differences between non-U.S. and U.S. jurisdictions. The tax rate benefit from earnings in Switzerland and Brazil that are taxed at lower rates was offset by pension settlement and restructuring charges recognized outside the U.S. that resulted in a lower tax benefit, as compared to the benefit calculated using the U.S. notional tax rate of 35%.

- The income tax rate on continuing operations, excluding discrete items, was 39%.

### **Income from Discontinued Operations**

In October 2011 we entered into a contract to sell the assets and liabilities of our Albany Door Systems (ADS) business to Assa Abloy AB for \$130 million. In January 2012, the Company completed the sale of Albany Door Systems, and in March 2012, we finalized certain post-closing adjustments that increased the sale price by \$5 million. As of December 31, 2012, \$122 million of the total \$135 million sale price had been received, with the remainder received in July 2013. In 2012, the Company recorded a pre-tax gain of \$57.4 million as a result of that sale.

In May 2012, we announced an agreement to sell our PrimaLoft Products business and that transaction closed on June 29, 2012. The purchase price of \$38.0 million included \$3.8 million held in escrow accounts, and which was received in 2013. In 2012, the Company recorded a pre-tax gain of \$34.9 million as result of that sale.



For more information on discontinued operations, see Note 2 to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

## Segment Results of Operations

### Machine Clothing Segment

#### Business Environment and Trends

Machine Clothing is our primary business segment and accounted for 88% of our consolidated revenues during 2014. Machine Clothing products are purchased primarily by manufacturers of paper and paperboard.

According to RISI, Inc., global production of paper and paperboard is expected to grow at an annual rate of approximately 2% over the next five years, driven primarily by secular demand increases in Asia and South America, with stabilization in the mature markets of Europe and North America.

Shifting demand for paper, across different paper grades as well as across geographical regions, continues to drive the elimination of papermaking capacity in areas with significant established capacity, primarily in the mature markets of Europe and North America. At the same time, the newest, most efficient machines are being installed in areas of growing demand, including Asia and South America generally, as well as tissue and towel paper grades in all regions. Recent technological advances in paper machine clothing, while contributing to the papermaking efficiency of customers, have lengthened the useful life of many of our products and had an adverse impact on overall paper machine clothing demand.

The Company's manufacturing and product platforms position us well to meet these shifting demands across product grades and geographic regions. Our strategy for meeting these challenges continues to be to grow share in all markets, with new products and technology, and to maintain our manufacturing footprint to align with global demand, while we offset the effects of inflation through continuous productivity improvement.

We have incurred significant restructuring charges in recent periods as we reduced Machine Clothing manufacturing capacity in the United States, Canada, Germany, France, Sweden, and Australia.

#### Review of Operations

(in thousands, except percentages)

Years ended December 31,	2014	2013	2012
Net sales	<b>\$655,026</b>	\$674,747	\$693,176
% change from prior year	<b>-2.9%</b>	-2.7%	
Gross profit	<b>282,300</b>	289,100	303,801
% of net sales	<b>43.1%</b>	42.8%	43.8%
Operating income	<b>136,450</b>	114,370	143,358

#### Net Sales

**2014 vs. 2013**

Changes in currency translation rates had the effect of decreasing 2014 sales by \$3.6 million compared to 2013. Excluding the effect of changes in currency translation rates, sales decreased 2.4%.

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The year-over year decline in MC sales was primarily attributable to lower sales in the Americas, reflecting certain mill closures by key customers. Sales in other regions were relatively flat compared to 2013.

## 2013 vs. 2012

Changes in currency translation rates had the effect of increasing 2013 net sales by \$1.6 million compared to 2012. Excluding the effect of changes in currency translation rates, 2013 sales decreased 2.9% compared to 2012. The decrease principally resulted from a change in contract terms with a North American MC customer that increased 2012 sales by \$8.0 million, and from lower 2013 sales in Asia, where sales were very strong in the first half of 2012.

## Gross Profit

The decrease in 2014 gross profit was principally due to the net effect of the following:

- An \$8.5 million decrease due to lower sales.

- A \$1.7 million increase due to improved gross margin, offset by a \$1.6 million charge for the correction of the inventory valuation error during 2014. The improvement in gross profit percentage in 2014 was principally due to cost savings from restructuring activities, partially offset by inflation on wages and other manufacturing costs.

The decrease in 2013 gross profit was principally due to the net effect of the following:

- An \$8.1 million decrease due to lower sales.

- A \$6.8 million decrease due to lower gross profit margin, resulting from lower sales volume.

## Operating Income

The increase in 2014 operating income was principally due to the net effect of the following:

- Restructuring charges of \$4.8 million in 2014, compared to \$24.6 million in 2013.

- Revaluation of nonfunctional currency assets and liabilities, which resulted in gains of \$3.9 million in 2014 compared to losses of \$0.3 million in 2013.

The decrease in 2013 operating income was principally due to the net effect of the following:

- Restructuring charges of \$24.6 million in 2013 compared to \$7.4 million in 2012.

- Lower gross profit, as described above.

Revaluation of nonfunctional currency assets and liabilities, which resulted in losses of \$0.3 million in 2013 compared to \$1.6 million in 2012.

## Albany Engineered Composites Segment

### Business Environment and Trends

The Albany Engineered Composites (AEC) segment, including Albany Safran Composites, LLC (ASC), in which our customer SAFRAN Group owns a 10 percent noncontrolling interest, provides highly engineered advanced composite structures based on proprietary technology to customers in the aerospace and defense industries. AEC's largest program relates to CFM International's LEAP engine, which is scheduled to enter into service in 2016. AEC, through ASC, is the exclusive supplier of advanced composite fan blades and cases for this program under a long-term supply contract. In 2014, approximately 20% of this segment's sales were related to U.S. government contracts or programs.

### Review of Operations

(in thousands, except percentages)

Years ended December 31,	2014	2013	2012
Net sales	\$90,319	\$82,667	\$67,765
% change from prior year	9.3%	22.0%	
Gross profit	10,750	4,799	5,627
% of net sales	11.9%	5.8%	8.3%
Operating loss	(10,483)	(14,404)	(10,918)

### Net Sales

#### 2014 vs. 2013

The increase in 2014 sales was principally due to higher sales in the LEAP and JSF LiftFan® programs.

#### 2013 vs. 2012

The increase in 2013 sales over 2012 was principally due to LEAP program activities.

### Gross Profit

#### 2014 vs. 2013

Higher gross profit margin due to improvements in profitability at AEC's Boerne, Texas operation increased gross profit by \$5.0 million.

#### 2013 vs. 2012

Unfavorable changes in contract accounting estimates associated with legacy programs at the Boerne, Texas facility resulted in gross profit losses of \$2.3 million in 2013. Those losses were partially offset by increased revenue associated with the LEAP program.

**Long-term contracts**

AEC has contracts with certain customers, including its contract for the LEAP program, where revenue is determined by cost, plus a defined profit margin. Revenue earned under these arrangements accounted for approximately 54 percent, 48 percent and 39 percent of segment revenue for 2014, 2013 and 2012 respectively.

In addition, AEC has long-term fixed price contracts. In accounting for those contracts, we estimate the profit margin expected at the completion of the contract and recognize a pro-rata share of that profit during the course of the contract using a cost-to-cost or units of delivery approach. Changes in estimated contract profitability will affect revenue and gross profit when the change occurs, which could have a significant favorable or unfavorable effect on revenue and gross profit in any reporting period. Changes in estimates had the effect of reducing gross profit by \$0.6 million in 2014 and \$2.3 million in 2013, while the impact on 2012 was insignificant.

The table below provides a summary of long-term fixed price contracts that were in process at the end of each year.

	<b>(in thousands)</b>		
<b>As of December 31,</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Revenue earned during year	<b>\$15,439</b>	\$10,366	\$19,647
Total value of contracts in process	<b>27,541</b>	9,690	37,937
Revenue recognized to date	<b>20,360</b>	7,776	26,319
Revenue to be recognized in future periods	<b>7,181</b>	1,914	11,618

**Operating Loss**

- 2014 operating income improved due to higher sales and improved gross profit margin, as described above.
- 2013 operating income/(loss) decreased principally due to the decrease in gross profit as described above.

## Liquidity and Capital Resources

### Cash Flow Summary

For the years ended December 31,	(in thousands)		
	2014	2013	2012
Net income	\$41,749	\$17,658	\$30,977
Depreciation and amortization	64,292	63,789	63,235
Changes in working capital	(21,423)	(1,511)	34,085
Gain on disposition of assets	(1,126)	(3,763)	(92,457)
Changes in long-term liabilities, deferred taxes and other credits	(10,725)	(12,261)	(123,887)
Write-off of pension liability adjustment	8,331	-	118,350
Other operating items	3,098	(1,281)	4,204
Net cash provided by operating activities	84,196	62,631	34,507
Net cash provided by/(used in) investing activities	(57,747)	(41,392)	113,447
Net cash provided by/(used in) financing activities	(50,483)	3,865	(76,064)
Effect of exchange rate changes on cash flows	(18,830)	6,844	(81)
(Decrease)/increase in cash and cash equivalents	(42,864)	31,948	71,809
Cash and cash equivalents at beginning of year	222,666	190,718	118,909
Cash and cash equivalents at end of year	\$179,802	\$222,666	\$190,718

### Operating activities

Cash provided by operating activities was \$84.2 million in 2014 compared to \$62.6 million in 2013, and \$34.5 million in 2012. Cash flows from operating activities in 2012 were unusually low due to significant pension contributions that were part of our pension settlement activity. Significant changes in working capital in 2014 include an \$11.0 million decrease in Accrued liabilities principally due to restructuring activities in France. Cash paid for income taxes was \$17.6 million, \$29.4 million, and \$15.1 million in 2014, 2013 and 2012, respectively. Cash paid for restructuring was \$13.2 million, \$22.4 million, and \$9.7 million in 2014, 2013 and 2012, respectively.

At December 31, 2014, the Company had \$179.8 million of cash and cash equivalents, of which \$161.1 million was held by subsidiaries outside of the United States. As disclosed in Note 8 of the Notes to Consolidated Financial Statements in Item 8, which is incorporated herein by reference, we determined that all but \$59.4 million of this amount (which represents the amount of cumulative earnings expected to be repatriated to the United States at some point in the future) is intended to be utilized by these non-U.S. operations for an indefinite period of time. Our current plans do not anticipate that we will need funds generated from foreign operations to fund our domestic operations or satisfy debt obligations in the United States. In the event that such funds were to be needed to fund operations in the U.S., and if associated accruals for U.S. tax have not already been provided, we would be required to accrue and pay additional U.S. taxes to repatriate these funds.

### Investing Activities

Total capital expenditures for continuing operations, including purchased software, were \$58.9 million in 2014, compared to \$64.4 million in 2013, and \$37.2 million in 2012. The decrease in 2014 reflects investments in new LEAP plants in 2013 in the AEC segment, for which capital expenditures were \$32.1 million in 2014, compared to \$36.9 million in 2013, and \$19.0 million in 2012. We currently estimate full-year spending in 2015 to be \$65-\$75 million, and an average of \$70 million for the balance of the decade. During 2013, the Company completed the sale of

its production facility in Gosford, Australia, resulting in net proceeds of \$6.3 million.

In January 2012, the Company completed the sale of its Albany Door Systems business, and in March 2012, we finalized certain post-closing adjustments that increased the sale price by \$5 million. As of December 31, 2012, \$122 million of the total \$135 million sale price had been received, and the remaining \$13 million was

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received in July 2013. During Q2 2012, the Company completed the sale of its PrimaLoft Products business. Of the \$38 million sale price, \$34 million was received in June 2012, with the remainder received in December 2013.

### **Financing Activities**

Effective October 31, 2013, Safran S.A. (Safran) acquired a 10 percent equity interest in our subsidiary, Albany Safran Composites, LLC (ASC). Under the terms of the transaction agreements, ASC is the exclusive supplier to Safran of advanced 3D-woven composite parts for use in aircraft and rocket engines, thrust reversers and nacelles, and aircraft landing and braking systems (the “Safran Applications”). AEC remains free to develop and supply parts other than advanced 3D-woven composite parts for all aerospace applications, as well as advanced 3D-woven composite parts for any aerospace applications that are not Safran Applications (such as airframe applications) and any non-aerospace applications. AEC contributed to ASC its existing assets and operations currently dedicated to the development and production of LEAP components, and Safran contributed \$28 million in cash.

Dividends have been declared each quarter since the fourth quarter of 2001. Decisions with respect to whether a dividend will be paid, and the amount of the dividend, are made by the Board of Directors each quarter. The dividend declared in the fourth quarter of 2012 was also paid during that quarter which resulted in five dividend payments during 2012 and three dividend payments in 2013. Cash dividends paid were \$19.7 million, \$13.9 million, and \$21.3 million, in 2014, 2013, and 2012, respectively. To the extent the Board declares cash dividends in the future, we expect to pay such dividends out of operating cash flows. Future cash dividends will also depend on debt covenants and on the Board’s assessment of our ability to generate sufficient cash flows.

### **Capital Resources**

We finance our business activities primarily with cash generated from operations and borrowings, largely through our revolving credit agreement as discussed below. Our subsidiaries outside of the United States may also maintain working capital lines with local banks, but borrowings under such local facilities tend not to be significant. Substantially all of our cash balance at December 31, 2014 was held by non-U.S. subsidiaries. Based on cash on hand and credit facilities, we anticipate that the Company has sufficient capital resources to operate for the foreseeable future. We were in compliance with all debt covenants as of December 31, 2014.

On March 26, 2013, we entered into a \$330 million, unsecured Five-Year Revolving Credit Facility Agreement (“Credit Agreement”), under which \$172 million of borrowings were outstanding as of December 31, 2014. The Credit Agreement replaced an earlier \$390 million five-year credit facility entered into in 2010. The applicable interest rate for borrowings under the Credit Agreement is LIBOR plus a spread, based on our leverage ratio at the time of borrowing, as it was under the prior facility. At the time of the last borrowing on December 22, 2014, the spread was 1.375%. The spread is based on a pricing grid, which ranges from 1.25% to 1.875%, based on our leverage ratio. The Company also amended its note agreement with Prudential in 2013 to substantially conform the financial and other covenants to those in the Credit Agreement. The total cost for the amendments was \$1.6 million. For more information on our borrowings, see Note 14 to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

On July 16, 2010, we entered into interest rate hedging transactions that have the effect of fixing the LIBOR portion of the effective interest rate (before addition of the spread) on \$105 million of the indebtedness drawn under the Credit Agreement at the rate of 2.04% until July 16, 2015. Under the terms of these transactions, we pay the fixed rate of 2.04% and the counterparties pay a floating rate based on the three-month LIBOR rate at each quarterly calculation date, which on October 16, 2014 was 0.23%. The net effect is to fix the effective interest rate on \$105 million of indebtedness at 2.04%, plus the applicable spread, until these swap agreements expire. On December 31, 2014, the

all-in rate on the \$105 million of debt was 3.415%.

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On May 20, 2013, we entered into interest rate hedging transactions for the period July 16, 2015 through March 16, 2018. These transactions have the effect of fixing the LIBOR portion of the effective interest rate (before addition of the spread) on \$110 million of indebtedness drawn under the Credit Agreement at the rate of 1.414% during this period. Under the terms of these transactions, we pay the fixed rate of 1.414% and the counterparties pay a floating rate based on the one-month LIBOR rate at each monthly calculation date, which on December 31, 2014 was 0.17%. The net effect is to fix the effective interest rate on \$110 million of indebtedness at 1.414%, plus the applicable spread, during the swap period. As of December 31, 2014, our leverage ratio was 1.30 to 1.00 and our interest coverage ratio was 13.01 to 1.00. We may purchase our Common Stock or pay dividends to the extent our leverage ratio remains at or below 3.50 to 1.00, and may make acquisitions with cash provided our leverage ratio would not exceed 3.50 to 1.00 after giving pro forma effect to the acquisition.

These interest rate swaps are accounted for as a hedge of future cash flows, as further described in Note 15 to the Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

### Off-Balance Sheet Arrangements

As of December 31, 2014, we have no off-balance sheet arrangements required to be disclosed pursuant to Item 303(a)(4) of Regulation S-K.

### Contractual Obligations

As of December 31, 2014, we have the following cash flow obligations:

(in millions)	Payments Due by Period				
	Total	Less than one year	One to three years	Three to five years	After five years
Total debt	\$272.8	\$50.7	\$50.0	\$172.1	\$-
Interest payments (a)	25.6	10.4	14.2	1.0	-
Pension plan contributions (b)	5.3	5.3	-	-	-
Other postretirement benefits (c)	65.0	4.8	9.0	8.5	42.7
Restructuring accruals	1.9	1.9	-	-	-
Other noncurrent liabilities (d)	-	-	-	-	-
Operating leases	9.9	3.5	4.0	1.5	0.9
Totals	\$380.5	\$76.6	\$77.2	\$183.1	\$43.6

The terms of variable-rate debt arrangements, including interest rates and maturities, are included in Note 14 of Notes to Consolidated Financial Statements. The interest payments are based on the assumption that we maintain (a) \$172.0 million of variable rate debt until the March 2013 Credit Agreement matures on March 26, 2018, and the rate as of December 31, 2014 (2.69%) continues until July 16, 2015, then continues at 2.34% until maturity. Both rates include the effects of interest rate hedging transactions.

(b) We estimate that our 2015 contributions to defined benefit pension plans and pension benefits to be paid directly by the Company to be \$5.3 million. However, that estimate is subject to revision based on many factors. The amount of contributions after 2015 is subject to many variables, including return of pension plan assets, interest

rates, and tax and employee benefit laws. Therefore, contributions beyond 2015 are not included in this schedule.  
(c) Estimated cash outflow for other postretirement benefits is consistent with the expected benefit payments as presented in Note 5 of Notes to Consolidated Financial Statements in Item 8.

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