# Q4 2016 Earnings Presentation



February 23, 2017



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- Although SPX believes that the expectations reflected in its forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. In addition, estimates of future operating results are based on the company's existing operations and complement of businesses, which are subject to change.
- Particular risks facing SPX include risks relating to market specific cycles and weather related fluctuations; economic, business and other risks stemming from changes in the economy; legal and regulatory risks; cost of raw materials; pricing pressures; our reliance on U.S. revenues and international operations; our 2015 spin-off transaction; the effectiveness, success, and timing of restructuring plans; our ability to manage changes and measure and estimate the expected revenue and cost associated with our power projects in South Africa; pension funding requirements; liabilities retained in connection with dispositions and integration of acquisitions. More information regarding such risks can be found in SPX's Annual Report on Form 10-K and other SEC filings.
- Statements in this presentation are only as of the time made, and SPX disclaims any responsibility to update or revise such statements except as required by regulatory authorities.
- This presentation includes non-GAAP financial measures. A reconciliation of the non-GAAP financial measures with the most comparable measures calculated and presented in accordance with GAAP is available in the appendices of this presentation and our applicable SEC fillings. We believe that these non-GAAP measures are useful to investors in evaluating our operating performance and our management of business from period to period.
- "Core" and "Engineered Solutions (Core)" results in this presentation are non-GAAP financial measures that exclude the results of the South African projects.

# **Introductory Comments**

**Gene Lowe** 



February 23, 2017

# SPX

### **Quarter and Full-Year Highlights**

#### Q4 2016

- Strong margin performance helped offset weaker demand in HVAC Heating orders and project timing in Detection & Measurement
- HVAC segment and Transformers business generated strongest margin performances in several years
- Completed sale of the European Power Generation business

#### Full-Year 2016

- Significant profit margin improvement despite mixed end market conditions
- Transformer business margins exceeded our goal of at least 200 basis points of increase, reaching ~10%
- Core Free Cash Flow\* conversion of ~120% of Adjusted Net Income\*
- Sale of power generation businesses resulted in net cash proceeds of \$27 million and eliminated significant operating and cash flow drags

\*Non-GAAP financial measure. Reconciliations from US GAAP financial measures are available in the Appendix of the presentation.

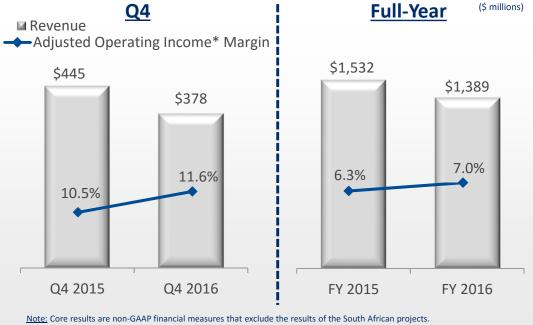
#### **Transformation of SPX Ahead of Schedule**



#### Core Results Q4 2016 and Full-Year 2016

#### **Year-over-Year Analysis**

- 2016 revenue comparison affected by sale of Dry Cooling business (Q1 2016)
- Strong operational performance helped offset effects of:
  - Lower (weather-related) heating product sales
  - Longer sales cycle for certain projectrelated revenues in Detection & Measurement
- Sale of underperforming businesses removed significant margin drag



\*Non-GAAP financial measure. Reconciliations from US GAAP financial measures are available in the Appendix of the presentation.

Q4 Adjusted EPS\* of \$0.69; Full-Year Adjusted EPS\* of \$1.47

## **Value Creation in Core Businesses**



HVAC

# POWER

#### **Grow HVAC platform:**

- New product development
- Channel development
- Geographic expansion
- Leverage synergies

# Improve efficiency of power transformer business:

- Increase sales of new, value-engineered power transformer design
- Productivity initiatives

#### **Grow Detection & Measurement platform:**

- Continue to upgrade installed base
- New product launches
- Expand vertically and geographically
- Extend product offering into adjacent markets

Substantial
Growth
in Earnings and
Cash Flow

# Reduce complexity, risk and cost in power generation business:

- Reposition business
- Project execution and selectivity
- Focus on working capital

Generation

Detection & Measurement

**Expanding in Attractive Markets While Reducing Exposure to Lower Return Markets** 

#### SPX "Year 1" Key Value Creation Accomplishments





#### **Delivering Operational Excellence**

✓ Driving year-over-year margin expansion

#### **Growing in Adjacent Markets**

✓ New evaporative condenser product (industrial refrigeration)

#### **Expanding Product Breadth**

✓ Launch of new high-efficiency boilers (residential heating)

#### **Innovating Transformative Solutions**

✓ Launch and first orders of NC Everest cooling tower

# DETECTION & \*\*\*\* MEASUREMENT \*\*\*

#### **Building Large Project Backlog**

✓ Robust fare collection activity

#### **Enhancing Product Offerings**

- ✓ Launch of RD8100 GPS-enabled cable and pipe locator
- ✓ Launch of Model 709 Compact Spectrum Monitoring System (CSMS)

#### **Leveraging Technology Investments**

✓ New Genfare Link fare collection system live in key reference market

# **POWER**

#### **Driving Operational Initiatives**

✓ Transformer business achieved longterm margin target of 10% ahead of schedule

#### **Reducing Exposure to Power Gen**

- ✓ Completed sale of Dry Cooling business in Q1 2016
- ✓ Completed sale of European Power Generation business in Q4 2016

#### **Reducing Project Risk**

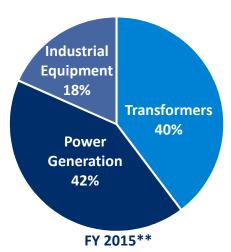
✓ South African Projects: Agreement with customer in Q4'15 to reduce future scope of work

**Substantial Progress Achieved on Key Value Creation Initiatives** 



# **Transformation of SPX Power Segment End Market Mix – Core Results**



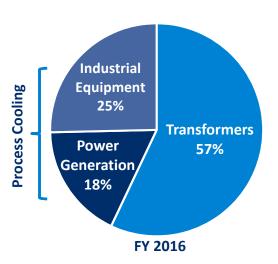


#### 2016 Actions



- Sale of Dry Cooling business; closed Q1 2016
- Sale of European Power Generation business; closed late Q4 2016
- Restructured Americas power generation-related business





Note: Core results are non-GAAP financial measures that exclude the results of the South African projects.

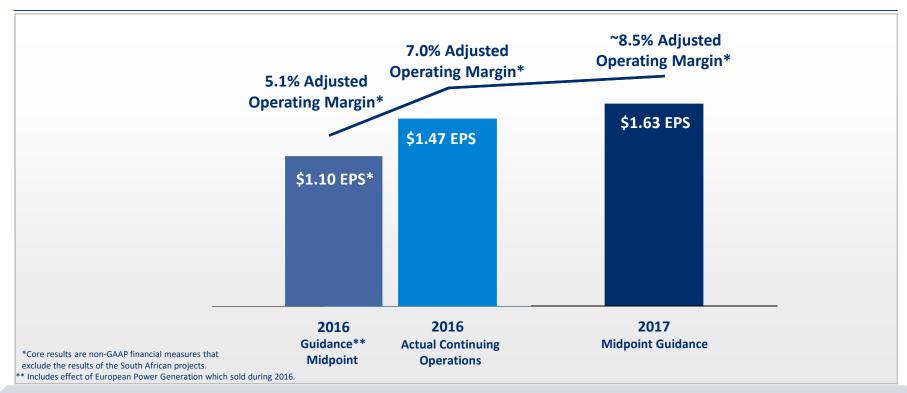
Substantial Improvement in Cash Flow and Earnings Profile; Renaming Segment Engineered Solutions

<sup>\*</sup>Non-GAAP financial measure. Reconciliations from US GAAP financial measures are available in the Appendix of the presentation.

<sup>\*\*</sup> Includes Balcke-Dürr results.

# SPX

### **Profitability Profile**



Significant Improvements in Profitability and Cash Flow Position Company for Substantial Growth

# **Q4 Financial Review**

**Scott Sproule** 



February 23, 2017



# **Earnings Per Share**

#### Q4 and Full-Year 2016 Adjusted EPS

	Q4 2016	FY 2016
GAAP EPS from continuing operations	(\$0.07)	\$0.30
South African projects	\$0.11	\$0.34
Non-service pension items	\$0.19	\$0.27
Net gain on sale of Dry Cooling business	NA	(\$0.43)
Non-cash intangible impairment & other <sup>†</sup>	\$0.46	\$0.99
Adjusted EPS from continuing operations	\$0.69	\$1.47

† Includes adjustment to redeemable noncontrolling interest and loss on early extinguishment of debt.

Q4 Adjusted EPS\* of \$0.69; 2016 Adjusted EPS\* of \$1.47



#### Core Results Q4 2016 and Full-Year 2016

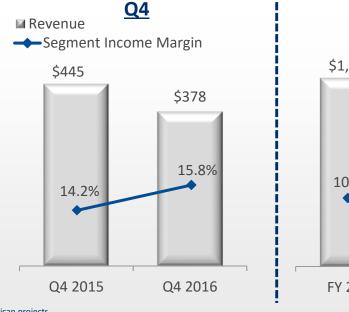
#### **Year-over-Year Analysis**

#### Q4 Revenue:

- (15.2%) year-over-year decline:
  - □ (4.1%) decline from sale of Dry Cooling business
  - (10.1%) organic decrease\* primarily from remaining portions of Engineered Solutions and HVAC segments
  - □ (1.0%) currency impact

#### **Q4 Segment Income and Margin:**

- Decline in segment income driven primarily by Detection & Measurement
- 160 basis points of margin improvement driven primarily by Engineered Solutions segment





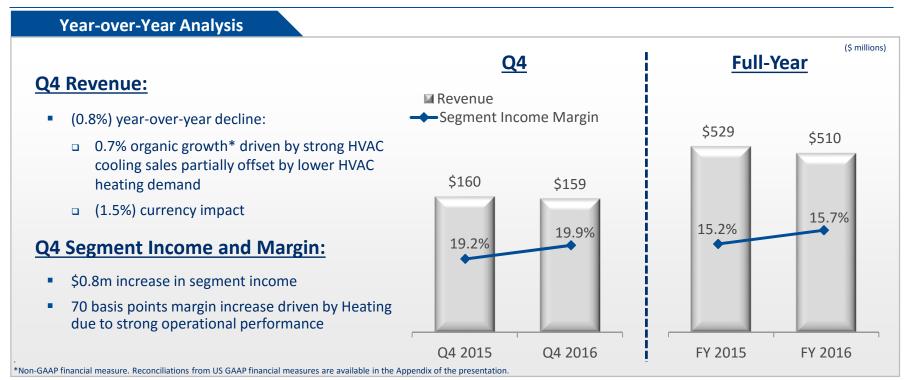
Note: Core results are non-GAAP financial measures that exclude the results of the South African projects.

\*Non-GAAP financial measure. Reconciliations from US GAAP financial measures are available in the Appendix of the presentation.

#### **Solid Margin Improvement in HVAC and Transformers**



#### **HVAC Results Q4 2016 and Full-Year 2016**



Margin Improvement Driven by Strong Execution in Both Heating and Cooling



#### **Detection & Measurement Results Q4 2016 and Full-Year 2016**

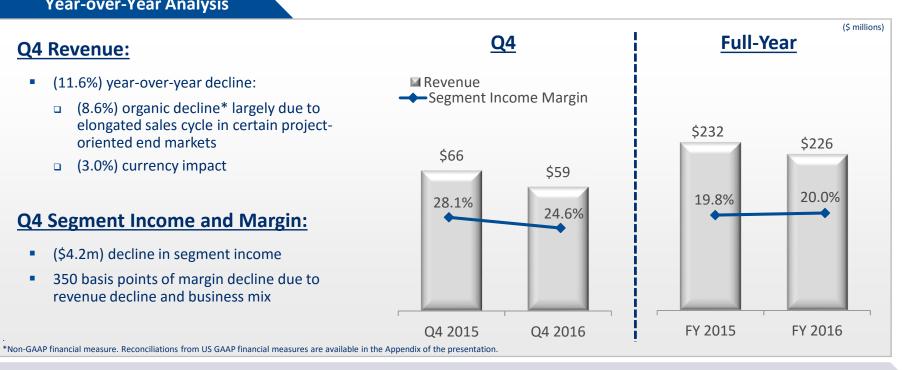
#### **Year-over-Year Analysis**

#### Q4 Revenue:

- (11.6%) year-over-year decline:
  - □ (8.6%) organic decline\* largely due to elongated sales cycle in certain projectoriented end markets
  - (3.0%) currency impact

#### **Q4 Segment Income and Margin:**

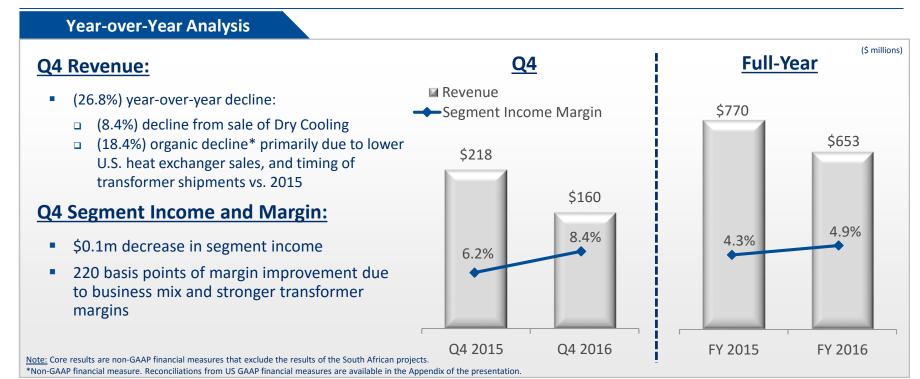
- (\$4.2m) decline in segment income
- 350 basis points of margin decline due to revenue decline and business mix



**Improved Backlog and Frontlog Entering 2017** 



#### **Engineered Solutions (Core) Results Q4 2016 and Full-Year 2016**



Margin Improvement in Transformers Business During 2016
Drove Year-on-Year Margin Improvement

# Financial Position and Liquidity Review Scott Sproule





#### **Financial Position**

#### **Capital Structure Update** Leverage Ratios Q3 2016 Q4 2016 2.9x (\$ millions) 2.6x 1.5-2.5x 2.4xShort-term debt \$15 \$15 2.1x Current maturities of long-term debt 18 18 Long-term debt 331 324 **Gross Debt** \$364 \$356 Q3'16 Q4'16 LT Target Less: Cash on hand (83)(100)(As Reported) **Net Debt** \$281 \$256 ■ Bank Net Leverage\* \*Calculated as defined by SPX's credit facility agreement. Net debt subtracts cash in excess of \$50 million in the calculation of net leverage. \*\* Uses gross debt and LTM EBITDA as defined by SPX's credit facility agreement.

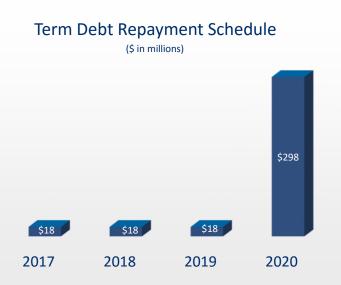
#### **Leverage within Target Range**



#### **Financial Position**

#### **Capital Structure Update**

- 2016 Core Free Cash Flow\* of approximately \$75 million reflecting 120% conversion of Adjusted Net Income\*
- Projecting \$400 million of capacity for capital allocation through 2020
  - Growth investments in Core businesses
  - ☐ Return of capital to shareholders
  - Reduction in debt and equivalents



Note: Core results are non-GAAP financial measures that exclude the results of the South African projects.

\*Non-GAAP financial measure. Reconciliations from US GAAP financial measures are available in the Appendix of the presentation.

#### **Significant Capital Available to Invest in Growth**

# Market Outlook & Executive Summary Gene Lowe





# **Market Commentary**

Market	Comments
HVAC	<ul> <li>Cooling: Favorable commercial market demand</li> <li>Heating: Variable weather QTD 2017</li> </ul>
Detection & Measurement	<ul> <li>Steady run-rate demand in primary markets</li> <li>Long sales cycle continues for certain products, but converting to backlog</li> </ul>
Transformers	<ul> <li>Stable lead times and pricing for medium</li> <li>Taking orders into late 2017</li> </ul>
Process Cooling	<ul> <li>Greater selectivity in market participation</li> <li>Continue to align cost structure with demand environment</li> </ul>

Note: Core results are non-GAAP financial measures that exclude the results of the South African projects.

#### **Well-Postioned in Mixed Market Environment**



#### **2017 Core Guidance**

	Revenue	Segment Income Margin
HVAC	<ul><li>Organic growth* at lower end of LT range of 2-4%</li></ul>	<ul><li>Approximately 16%</li></ul>
Detection & Measurement	<ul> <li>Organic growth* towards middle of LT range of 2-6%</li> </ul>	■ 21-22%
Engineered Solutions (Core)	<ul> <li>Segment revenue decline in mid-single digits %</li> <li>Flat Transformer business revenue; organic decline* in Process Cooling resulting from greater selectivity in market participation</li> </ul>	<b>•</b> 6-7%
Total SPX Core	■ \$1.3 – \$1.4 billion	<ul><li>12-13%</li><li>+120 bps at midpoint</li></ul>

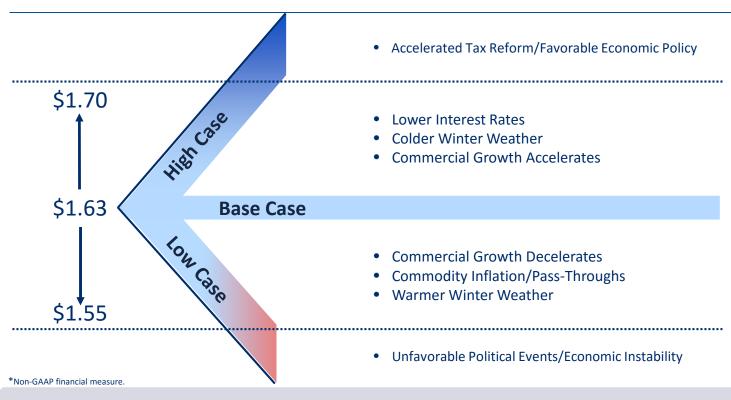
<sup>\*</sup>Non-GAAP financial measure.

Note: Reconciliation of our non-GAAP guidance to GAAP financial measures is not practicable, because we do not provide guidance for items that we do not consider indicative of our on-going performance, are out of our control and/or cannot be reasonably predicted.

Adjusted Operating Income Margin Up ~150 Basis Points to 8-9%; Adjusted EPS Guidance of \$1.55-1.70

# SPX

# **2017** Adjusted EPS\* Guidance - Key Drivers



# SPX

## **Executive Summary**

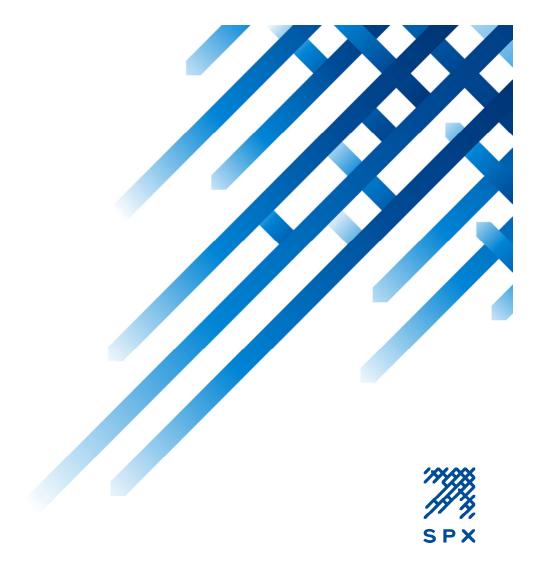
- 2016 actions have strengthened SPX
  - Increased operating margins
  - Stronger cash flows
  - Attractive end markets
- Strong balance sheet and substantial capacity to execute organic and inorganic growth opportunities

# **Questions**



February 23, 2017

# **Appendix**



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# **Q4 and Full-Year 2016 South African Projects**

(\$ millions)

	Q4 2016 FY 20:		2016	
	Revenue	Segment Income	Revenue	Segment Income
Engineered Solutions	177.6	8.8	736.4	17.3
Exclude: South African Projects	(17.8)	4.7	(83.3)	14.5
Engineered Solutions (Core)	\$159.8	\$13.5	\$653.1	\$31.8

### **Results In-Line with Expectations**



# **2017 Modeling Considerations**

Metric	Commentary/Assumptions
Corporate costs	Approximately \$40M
Long-term incentive comp	\$14-15M
Restructuring costs	\$1-2M
Interest cost	\$15-16M
Tax rate	Approximately 30%
Capex	\$14-18M
Cash cost of pension + OPEB	Approximately \$19M: ongoing cash cost approximately \$16M
D&A	Approximately \$26M, mostly in COGS
Share count	43-44M
FCF Conversion	At least 100% of Adjusted Net Income (i.e., ex South African projects)
Currency effect	Topline sensitivity to USD-GBP rate



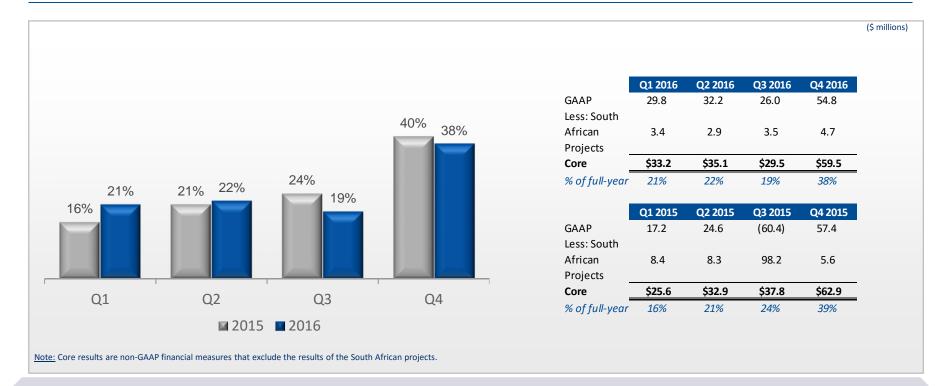
# **Core Revenue & Segment Income U.S. GAAP Reconciliation**

(\$ millions)

		Q4 2016			Q4 2015				
	GAAP	SA Projects	Core	GAAP	SA Projects	Core			
Revenue									
HVAC	159.1		159.1	160.4		160.4			
D&M	58.6		58.6	66.3		66.3			
Engineered Solutions	177.6	(17.8)	159.8	241.7	(23.3)	218.4			
Total SPX	\$395.3	(\$17.8)	\$377.5	\$468.4	(\$23.3)	\$445.1			
Segment Income									
HVAC	31.6		31.6	30.8		30.8			
D&M	14.4		14.4	18.6		18.6			
Engineered Solutions	8.8	4.7	13.5	8.0	5.6	13.6			
Total SPX	\$54.8	\$4.7	\$59.5	\$57.4	\$5.6	\$63.0			
		FY 2016			FY 2015				
	GAAP	SA Projects	Core	GAAP	SA Projects	Core			
Revenue									
HVAC	509.5		509.5	529.1		529.1			
D&M	226.4		226.4	232.3		232.3			
Engineered Solutions	736.4	(83.3)	653.1	797.6	(27.3)	770.3			
Total SPX	\$1,472.3	(\$83.3)	\$1,389.0	\$1,559.0	(\$27.3)	\$1,531.7			
Segment Income									
HVAC	80.2		80.2	80.2		80.2			
D&M	45.3		45.3	46.0		46.0			
Engineered Solutions	17.3	14.5	31.8	(87.4)	120.5	33.1			
Total SPX	\$142.8	\$14.5	\$157.3	\$38.8	\$120.5	\$159.3			

# SPX

# **Core Segment Income Phasing**





# Core Revenue and Segment Income 2015 and 2016

\$ in million	ons			2016					2015		
		Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
ē	HVAC	111.6	121.9	116.9	159.1	509.5	107.7	118.3	142.7	160.4	529.1
ent	Detection & Measurement	55.4	60.1	52.3	58.6	226.4	51.9	58.2	55.9	66.3	232.3
Revenue	Engineered Solutions (Core)	173.1	169.9	150.3	159.8	653.1	172.3	207.8	171.8	218.4	770.3
	Total	340.1	351.9	319.6	377.5	1,389.0	331.9	384.3	370.4	445.1	1,531.
# 6	HVAC	15.9	17.1	15.6	31.6	80.2	12.9	13.0	23.5	30.8	80.2
nen	Detection & Measurement	11.0	12.1	7.8	14.4	45.3	8.9	10.2	8.3	18.6	46.0
Segment Income	Engineered Solutions (Core)	6.3	6.0	6.1	13.5	31.8	3.8	9.7	6.0	13.6	33.1
<b>V</b> )	Total	33.2	35.1	29.5	59.5	157.3	25.6	32.9	37.8	63.0	159.3
%	HVAC	14.2%	14.0%	13.3%	19.9%	15.7%	12.0%	11.0%	16.5%	19.2%	15.2%
rgir	Detection & Measurement	19.9%	20.1%	14.9%	24.6%	20.0%	17.1%	17.5%	14.8%	28.1%	19.8%
SI Margin	Engineered Solutions (Core)	3.6%	3.5%	4.0%	8.4%	4.9%	2.2%	4.7%	3.5%	6.2%	4.3%
S	Total	9.8%	10.0%	9.2%	15.8%	11.3%	7.7%	8.6%	10.2%	14.2%	10.4%

Note: Core results are non-GAAP financial measures that exclude the results of the South African projects.



# Q4 2016 GAAP to Adjusted Earnings Per Share U.S. GAAP Reconciliation

(\$ millions, except per share values)

	GAAP	Adjustments	Adjusted
Segment income	\$ 54.8	\$ 4.7	\$ 59.5
Corporate expense	(12.1)	_	(12.1)
Pension and postretirement income (expense)	(10.8)	11.0	0.2
Long-term incentive compensation expense	(3.5)	_	(3.5)
Impairment of intangible assets	(26.1)	26.1	
Special charges, net	(0.5)	_	(0.5)
Operating income	1.8	41.8	43.6
Other expense, net	(2.5)	_	(2.5)
Interest expense, net (1)	(3.3)	0.2	(3.1)
Income (loss) from continuing operations before income taxes	(4.0)	42.0	38.0
Income tax (provision) benefit	1.0	(9.5)	(8.5)
Income (loss) from continuing operations	(3.0)	32.5	29.5
Dilutive shares outstanding (2)	41.828		42.950
Earnings (loss) per share from continuing operations	\$ (0.07)		\$ 0.69

<sup>(1)</sup> Adjustment relates to interest expense incurred in connection with borrowings under a line of credit in South Africa.

<sup>(2)</sup> Dilutive shares outstanding used to calculate adjusted earnings per share reflect the dilutive impact of the adjustments.



# Full-Year 2016 GAAP to Adjusted Earnings Per Share U.S. GAAP Reconciliation

	G	SAAP	Adjust	tments	Adjusted	(\$ millions, except per share values)
Segment income	\$	142.8	\$	14.5	\$ 157.3	
Corporate expense		(41.7)		_	(41.7)	
Pension and postretirement income (expense)		(15.4)		16.0	0.6	
Long-term incentive compensation expense		(13.7)		_	(13.7)	
Special charges, net		(5.3)		_	(5.3)	
Impairment of intangible assets		(30.1)		30.1	_	
Gain on sale of dry cooling business		18.4		(18.4)	_	
Operating income		55.0		42.2	97.2	
Other income (expense), net (1)		(0.3)		2.1	1.8	
Interest expense, net (2)		(14.0)		0.2	(13.8)	
Loss on early extinguishment of debt		(1.3)		1.3	`	
Income from continuing operations before income taxes		39.4		45.8	85.2	
Income tax provision		(9.1)		(14.1)	(23.2)	
Income from continuing operations		30.3		31.7	62.0	
Less: Net loss attributable to redeemable noncontrolling interest (3)		(0.4)		0.3	(0.1)	
Net income from continuing operations attributable to SPX Corporation common shareholders		30.7		31.4	62.1	
Adjustment related to redeemable noncontrolling interest (3)		(18.1)		18.1	_	
Net income from continuing operations attributable to SPX Corporation common shareholders after adjustment						
to redeemable noncontrolling interest		12.6		49.5	62.1	
Dilutive shares outstanding		42.161			42.161	
Earnings per share from continuing operations	\$	0.30			\$ 1.47	
<ol> <li>Adjustment represents removal of foreign currency losses associated with the South African projects.</li> <li>Adjustment relates to interest expense incurred in connection with borrowings under a line of credit in South Africa.</li> <li>Adjustment represents removal of noncontrolling interest amounts associated with the South Africa projects.</li> </ol>						



# **Adjusted Operating Income U.S. GAAP Reconciliation**

(\$ millions)

		Three months ended				Twelve mor	iths ended	ths ended	
	Decembe	December 31, 2016		December 31, 2015		December 31, 2016		December 31, 2015	
Operating income (loss)	\$	1.8	\$	25.7	\$	55.0	\$	(122.2)	
Adjustments:									
South African projects		4.7		5.6		14.5		120.5	
Non-service pension and postretirement items		11.0		10.4		16.0		15.0	
Certain corporate expenses (1)		_		4.0		_		80.2	
Spin-related costs (2)		_		1.2		_		3.5	
Gain on sale of Dry Cooling		_		_		(18.4)		_	
Non-cash impairment of intangible assets		26.1		_		30.1		_	
Adjusted operating income	\$	43.6	\$	46.9	\$	97.2	\$	97.0	
as a percent of Core revenues (3)		11.5 %		10.5 %		7.0 %	_	6.3 %	

<sup>(1)</sup> Represents an estimate of the corporate costs related to the support provided to SPX Flow. These costs were eliminated in connection with the spin-off.

<sup>(2)</sup> Represents non-recurring charges incurred in connection with the spin-off.

<sup>(3)</sup> See "Results of Reportable Segments" for applicable percentages based on GAAP results.



# **Q4 2016 Organic Revenue U.S. GAAP Reconciliation**

	HVAC	Detection & Measurement	Engineered Solutions	Consolidated
				%
Net Revenue Decline	(0.8) %	(11.6) %	(26.5) %	(15.6)
				%
Adjustment for South African projects	- %	- %	(0.3) %	0.4
_				%
Core Revenue Decline	(0.8) %	(11.6) %	(26.8) %	(15.2)
				%
Exclude: Foreign Currency	(1.5) %	(3.0) %	- %	(1.0)
				%
Exclude: Effects of Disposition	- %	- %	(8.4) %	(4.1)
_				%
Core Organic Revenue Growth (Decline)	0.7 %	(8.6) %	(18.4) %	(10.1)

Note: Core results are non-GAAP financial measures that exclude the results of the South African projects.



# **2016 Full-Year Organic Revenue U.S. GAAP Reconciliation**

	HVAC	Detection & Measurement	Engineered Solutions	Consolidated
Net Revenue Decline	(3.7) %	(2.5) %	(7.7) %	(5.6) %
Adjustment for South African projects	- %	- %	(7.5) %	(3.7) %
Core Revenue Decline	(3.7) %	(2.5) %	(15.2) %	(9.3) %
Exclude: Foreign Currency	(1.3) %	(2.2) %	(0.7) %	(1.1) %
Exclude: Effects of Disposition	- %	- %	(10.5) %	(5.3) %
Core Organic Revenue Decline	(2.4) %	(0.3) %	(4.0) %	(2.9) %

Note: Core results are non-GAAP financial measures that exclude the results of the South African projects.



# **Debt Reconciliation**

(\$ millions) December 31, 2016 Short-term debt \$ 14.8 Current maturities of long-term debt 17.9  $Long\text{-}term\, debt^{(1)}$ 325.2 Adjusted Gross Debt 357.9 Less: Purchase card program and extended payables (3.9)Adjusted Gross Debt 354.0 Less: Cash in excess of \$50.0 (49.6) Adjusted Net Debt 304.4 (1) Excludes unamortized debt issuance costs associated with the Term loan of \$1.7m. Note: Adjusted net debt as defined by SPX's current credit facility agreement.



# **Consolidated EBITDA Reconciliation**

	Q3 YTD		Q4 201		L	ТМ		(\$ millions)
Net income (loss) attributable to SPX Corporation common shareholders	\$ 18.	9	\$	(86.1)				
Net income (loss) attributable to SPA Corporation common shareholders								
Income tax provision (benefit)	6.	1		(1.0)				
Interest expense	11.	1		3.7				
Income (loss) before interest and taxes	36.	1		(83.4)				
Depreciation and amortization	21.	7		6.3				
EBITDA	57.	8		(77.1)				
Adjustments:								
Non-cash compensation	16.	6		5.2				
Pension adjustments	5.	1		11.1				
Extraordinary non-cash charges	8.	9		30.3				
Extraordinary non-recurring cash charges	0.	6		0.1				
Net (gains) and losses on disposition of assets outside of								
the ordinary course of business	(16.	2)		79.1				
Pro forma effect of acquisitions and divestitures, and other	19.	4		4.0				
Consolidated EBITDA	\$ 92.	2	\$	52.7	\$	144.9		
Note: Consolidated EBITDA as defined by SPX's current credit facility agreement.								



# Free Cash Flow U.S. GAAP Reconciliation

			(\$ millions)
	FY	2016	
Net cash used from continuing operations	\$	53.4	
Capital expenditures - continuing operations		(11.7)	
Free cash flow used in continuing operations		41.7	
Adjustment for South African projects		33.1	
Free cash flow used in continuing operations excluding South African projects	\$	74.8	