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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2021

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: 1-6003

FEDERAL SIGNAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**36-1063330**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

1415 West 22nd Street, Oak Brook, Illinois
(Address of principal executive offices)

60523
(Zip code)

(630) 954-2000
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $1.00 per share	FSS	New York Stock Exchange

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 every Interactive Data File required to be submitted 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 such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of June 30, 2021, the number of shares outstanding of the registrant's common stock was 61,131,770.

FEDERAL SIGNAL CORPORATION

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q ("Form 10-Q") is being filed by Federal Signal Corporation and its subsidiaries (referred to collectively as the "Company," "we," "our" or "us" herein, unless the context otherwise indicates) with the United States ("U.S.") Securities and Exchange Commission (the "SEC"), and includes comments made by management that may contain words such as "may," "will," "believe," "expect," "anticipate," "intend," "plan," "project," "estimate" and "objective" or similar terminology, or the negative thereof, concerning the Company's future financial performance, business strategy, plans, goals and objectives. These expressions are intended to identify forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995. Forward-looking statements include information concerning the Company's possible or assumed future performance or results of operations and are not guarantees. While these statements are based on assumptions and judgments that management has made in light of industry experience as well as perceptions of historical trends, current conditions, expected future developments and other factors believed to be appropriate under the circumstances, they are subject to risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different.

These risks and uncertainties, some of which are beyond the Company's control, include the risk factors described under Part I, Item 1A, *Risk Factors*, of the Company's Annual Report on Form 10-K for the year ended December 31, 2020, which was filed with the SEC on February 25, 2021. These factors may not constitute all factors that could cause actual results to differ materially from those discussed in any forward-looking statement. The Company operates in a continually changing business environment and new factors emerge from time to time, including, for example, the ongoing coronavirus ("COVID-19") pandemic and the government response to the pandemic. The Company cannot predict such factors, nor can it assess the impact, if any, of such factors on its results of operations, financial condition or cash flow. Accordingly, forward-looking statements should not be relied upon as a predictor of actual results. The Company disclaims any responsibility to update any forward-looking statement provided in this Form 10-Q.

ADDITIONAL INFORMATION

The Company is subject to the reporting and information requirements of the Exchange Act and, as a result, is obligated to file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and information with the SEC, as well as amendments to those reports. The Company makes these filings available free of charge through our website at www.federalsignal.com as soon as reasonably practicable after such materials are filed with, or furnished to, the SEC. Information on our website does not constitute part of this Form 10-Q.

PART I. FINANCIAL INFORMATION

Item 1. *Financial Statements (Unaudited).*

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(in millions, except per share data)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Net sales	$ 334.7	$ 270.1	$ 613.5	$ 556.2
Cost of sales	253.1	199.8	463.1	411.1
Gross profit	81.6	70.3	150.4	145.1
Selling, engineering, general and administrative expenses	42.8	37.4	83.6	79.6
Acquisition and integration-related expenses	0.3	0.3	0.5	0.6
Restructuring	—	1.3	—	1.3
Operating income	38.5	31.3	66.3	63.6
Interest expense	1.1	1.8	2.2	3.3
Other (income) expense, net	(0.3)	2.0	(0.8)	2.2
Income before income taxes	37.7	27.5	64.9	58.1
Income tax expense	8.0	6.1	13.0	13.3
Net income	$ 29.7	$ 21.4	$ 51.9	$ 44.8
Earnings per share:				
Basic	$ 0.49	$ 0.36	$ 0.85	$ 0.74
Diluted	0.48	0.35	0.84	0.73
Weighted average common shares outstanding:				
Basic	60.9	60.1	60.8	60.3
Diluted	61.8	61.3	61.8	61.6

See notes to condensed consolidated financial statements.

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(in millions)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Net income	$ 29.7	$ 21.4	$ 51.9	$ 44.8
Other comprehensive income (loss):				
Change in foreign currency translation adjustment	2.0	1.2	0.8	(4.9)
Change in unrecognized net actuarial loss and prior service cost related to pension benefit plans, net of income tax expense of $0.3, $0.2, $0.5 and $0.4 respectively	1.0	0.9	1.7	2.7
Change in unrealized gain or loss on interest rate swaps, net of income tax expense (benefit) of $0.0, $(0.1), $0.3 and $(1.1) respectively	—	(0.3)	0.8	(3.4)
Total other comprehensive income (loss)	3.0	1.8	3.3	(5.6)
Comprehensive income	$ 32.7	$ 23.2	$ 55.2	$ 39.2

See notes to condensed consolidated financial statements.

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions, except per share data)	June 30, 2021 (Unaudited)	December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 54.5	$ 81.7
Accounts receivable, net of allowances for doubtful accounts of $2.8 and $2.9, respectively	148.0	127.0
Inventories	203.9	185.0
Prepaid expenses and other current assets	21.8	11.8
Total current assets	428.2	405.5
Properties and equipment, net of accumulated depreciation of $144.2 and $136.2, respectively	112.8	106.9
Rental equipment, net of accumulated depreciation of $42.8 and $43.5, respectively	119.1	113.3
Operating lease right-of-use assets	32.0	21.9
Goodwill	407.6	394.2
Intangible assets, net of accumulated amortization of $37.2 and $31.9, respectively	176.1	153.5
Deferred tax assets	8.6	9.5
Deferred charges and other long-term assets	4.8	3.8
Long-term assets of discontinued operations	0.2	0.2
Total assets	$ 1,289.4	$ 1,208.8
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term borrowings and finance lease obligations	$ 0.6	$ 0.2
Accounts payable	70.5	51.6
Customer deposits	16.0	13.3
Accrued liabilities:		
Compensation and withholding taxes	27.5	30.3
Current operating lease liabilities	10.0	8.2
Other current liabilities	46.2	44.7
Current liabilities of discontinued operations	0.1	0.1
Total current liabilities	170.9	148.4
Long-term borrowings and finance lease obligations	223.0	209.8
Long-term operating lease liabilities	23.8	15.5
Long-term pension and other postretirement benefit liabilities	51.2	54.0
Deferred tax liabilities	53.7	53.7
Other long-term liabilities	20.0	24.5
Long-term liabilities of discontinued operations	0.8	0.8
Total liabilities	543.4	506.7
Stockholders' equity:		
Common stock, $1 par value per share, 90.0 shares authorized, 68.7 and 67.8 shares issued, respectively	68.7	67.8
Capital in excess of par value	249.6	240.8
Retained earnings	645.9	605.0
Treasury stock, at cost, 7.5 and 7.3 shares, respectively	(129.8)	(119.8)
Accumulated other comprehensive loss	(88.4)	(91.7)
Total stockholders' equity	746.0	702.1
Total liabilities and stockholders' equity	$ 1,289.4	$ 1,208.8

See notes to condensed consolidated financial statements.

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(in millions)	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Operating activities:		
Net income	$ 51.9	$ 44.8
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	24.8	21.9
Stock-based compensation expense	3.8	3.9
Deferred income taxes	—	6.0
Changes in operating assets and liabilities	(41.2)	(11.6)
Net cash provided by operating activities	39.3	65.0
Investing activities:		
Purchases of properties and equipment	(9.3)	(16.3)
Payments for acquisition-related activity, net of cash acquired	(52.2)	(6.2)
Proceeds from acquisition-related activity	—	0.8
Other, net	0.2	0.5
Net cash used for investing activities	(61.3)	(21.2)
Financing activities:		
Increase in revolving lines of credit, net	10.0	27.7
Purchases of treasury stock	(0.2)	(13.5)
Redemptions of common stock to satisfy withholding taxes related to stock-based compensation	(7.7)	(6.6)
Cash dividends paid to stockholders	(11.0)	(9.7)
Proceeds from stock-based compensation activity	3.8	0.5
Other, net	0.1	0.1
Net cash used for financing activities	(5.0)	(1.5)
Effects of foreign exchange rate changes on cash and cash equivalents	(0.2)	(0.3)
(Decrease) increase in cash and cash equivalents	(27.2)	42.0
Cash and cash equivalents at beginning of year	81.7	31.6
Cash and cash equivalents at end of period	$ 54.5	$ 73.6

See notes to condensed consolidated financial statements.

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)

(in millions)	Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
	Three Months Ended June 30, 2021					
Balance at April 1, 2021	$ 68.4	$ 245.2	$ 621.7	$ (124.3)	$ (91.4)	$ 719.6
Net income			29.7			29.7
Total other comprehensive income					3.0	3.0
Cash dividends declared ($0.09 per share)			(5.5)			(5.5)
Stock-based payments:						
Stock-based compensation		1.9				1.9
Stock option exercises and other	0.3	2.5		(5.3)		(2.5)
Stock repurchase program				(0.2)		(0.2)
Balance at June 30, 2021	$ 68.7	$ 249.6	$ 645.9	$ (129.8)	$ (88.4)	$ 746.0

(in millions)	Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
	Three Months Ended June 30, 2020					
Balance at April 1, 2020	$ 67.2	$ 230.1	$ 546.8	$ (111.4)	$ (96.5)	$ 636.2
Net income			21.4			21.4
Total other comprehensive income					1.8	1.8
Cash dividends declared ($0.08 per share)			(4.9)			(4.9)
Stock-based payments:						
Stock-based compensation		2.9				2.9
Stock option exercises and other	0.3	1.7		(4.0)		(2.0)
Balance at June 30, 2020	$ 67.5	$ 234.7	$ 563.3	$ (115.4)	$ (94.7)	$ 655.4

(in millions)	Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
	Six Months Ended June 30, 2021					
Balance at January 1, 2021	$ 67.8	$ 240.8	$ 605.0	$ (119.8)	$ (91.7)	$ 702.1
Net income			51.9			51.9
Total other comprehensive income					3.3	3.3
Cash dividends declared ($0.18 per share)			(11.0)			(11.0)
Stock-based payments:						
Stock-based compensation		3.2				3.2
Stock option exercises and other	0.7	5.8		(6.0)		0.5
Performance share unit transactions	0.2	(0.2)		(3.8)		(3.8)
Stock repurchase program				(0.2)		(0.2)
Balance at June 30, 2021	$ 68.7	$ 249.6	$ 645.9	$ (129.8)	$ (88.4)	$ 746.0

See notes to condensed consolidated financial statements.

(in millions)	Six Months Ended June 30, 2020 Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance at January 1, 2020	$ 66.9	$ 228.6	$ 528.2	$ (93.0)	$ (89.1)	$ 641.6
Net income			44.8			44.8
Total other comprehensive loss					(5.6)	(5.6)
Cash dividends declared ($0.16 per share)			(9.7)			(9.7)
Stock-based payments:						
Stock-based compensation		3.9				3.9
Stock option exercises and other	0.4	2.4		(6.0)		(3.2)
Performance share unit transactions	0.2	(0.2)		(2.9)		(2.9)
Stock repurchase program				(13.5)		(13.5)
Balance at June 30, 2020	$ 67.5	$ 234.7	$ 563.3	$ (115.4)	$ (94.7)	$ 655.4

See notes to condensed consolidated financial statements.

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Description of the Business

Federal Signal Corporation was founded in 1901 and was reincorporated as a Delaware corporation in 1969. References herein to the "Company," "we," "our" or "us" refer collectively to Federal Signal Corporation and its subsidiaries.

Products manufactured and services rendered by the Company are divided into two reportable segments: Environmental Solutions Group and Safety and Security Systems Group. The individual operating businesses are organized as such because they share certain characteristics, including technology, marketing, distribution and product application, which create long-term synergies. These segments are discussed in Note 12 – Segment Information.

Basis of Presentation and Consolidation

The accompanying unaudited condensed consolidated financial statements represent the consolidation of Federal Signal Corporation and its subsidiaries included herein and have been prepared by the Company pursuant to the rules and regulations of the United States ("U.S.") Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures presented herein are adequate to ensure the information presented is not misleading. Except as otherwise noted, these condensed consolidated financial statements have been prepared in accordance with the Company's accounting policies described in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, and should be read in conjunction with those consolidated financial statements and the notes thereto.

In addition, as discussed in Note 2 – Acquisitions, on February 17, 2021, the Company completed the acquisition of all of the outstanding equity of OSW Equipment & Repair, LLC ("OSW"), a leading manufacturer of dump truck bodies and custom upfitter of truck equipment and trailers. The acquisition also includes OSW's wholly-owned subsidiaries, Northend Truck Equipment, LLC and Western Truck Body Mfg. ULC. The Condensed Consolidated Balance Sheet as of June 30, 2021 includes preliminary fair values assigned to the assets acquired and liabilities assumed in connection with the acquisition, and the Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2021 include the post-acquisition operating results of OSW.

These condensed consolidated financial statements include all normal and recurring adjustments that we considered necessary to present a fair statement of our results of operations, financial condition and cash flow. Intercompany balances and transactions have been eliminated in consolidation.

The results reported in these condensed consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year, which may differ materially due to, among other things, the risk factors described under Part I, Item 1A, *Risk Factors*, of the Company's Annual Report on Form 10-K for the year ended December 31, 2020, which was filed with the SEC on February 25, 2021. While we label our quarterly information using a calendar convention whereby our first, second and third quarters are labeled as ending on March 31, June 30 and September 30, respectively, it is our longstanding practice to establish interim quarterly closing dates based on a 13-week period ending on a Saturday, with our fiscal year ending on December 31. The effects of this practice are not material and exist only within a reporting year.

Recent Accounting Pronouncements and Accounting Changes

In December 2019, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") No. 2019-12, *Income Taxes (Topic 740), Simplifying the Accounting for Income Taxes*, which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The amendments in this ASU are effective for fiscal years beginning after December 15, 2020 and interim periods within those fiscal years, with early adoption permitted. The amendments should be applied on a retrospective, modified retrospective or prospective basis, depending on the area covered by the update. The Company adopted this guidance on a prospective basis effective January 1, 2021. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

There are no new accounting pronouncements issued, but not yet adopted, that are expected to have a material impact on the Company's results of operations, financial position or cash flow.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and (iii) the reported amounts of revenues and expenses during the reporting period. Actual results and outcomes may differ, including as a result of the risks and uncertainties associated with the COVID-19 pandemic, including emerging variants, and its effect on the global economy.

Significant Accounting Policies

There have been no changes to the Company's significant accounting policies as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

NOTE 2 – ACQUISITIONS

Acquisition of OSW

On February 17, 2021, the Company completed the acquisition of all of the outstanding equity of OSW, a leading manufacturer of dump truck bodies and custom upfitter of truck equipment and trailers. The acquisition also includes OSW's wholly-owned subsidiaries, Northend Truck Equipment, LLC and Western Truck Body Mfg. ULC. The Company expects that the OSW acquisition will strengthen its specialty vehicle market position by expanding its geographic footprint and enhancing its portfolio of dump truck body and trailer product offerings. The assets and liabilities of OSW have been consolidated into the Company's Condensed Consolidated Balance Sheet as of June 30, 2021, and the post-acquisition results of operations have been included in the Condensed Consolidated Statements of Operations, within the Environmental Solutions Group.

The initial cash consideration paid by the Company to acquire OSW was approximately $53.5 million, inclusive of certain preliminary closing adjustments. Any additional closing adjustments are expected to be finalized before December 31, 2021.

The acquisition is being accounted for in accordance with Accounting Standards Codification ("ASC") 805, *Business Combinations*. Accordingly, the total purchase price has been allocated on a preliminary basis to assets acquired and liabilities assumed in connection with the acquisition based on their estimated fair values as of the completion of the acquisition. A single estimate of fair value results from a complex series of judgments about future events and uncertainties and relies heavily on estimates and assumptions. The Company's judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, can materially impact the Company's results of operations. The Company's purchase price allocation as of June 30, 2021 reflects various provisional estimates that were based on the information that was available as of the acquisition date and the filing date of this Form 10-Q. The Company believes that information provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed; however, the determination of those fair values is not yet finalized. Thus, the preliminary measurements of fair value set forth in the table below are subject to change during the measurement period as valuations are finalized. The Company expects to finalize the valuation and complete the purchase price allocation as soon as practicable.

The following table summarizes the preliminary fair value of assets acquired and liabilities assumed as of the acquisition date:

(in millions)	
Purchase price, inclusive of preliminary closing adjustments [a]	$ 53.5
Total consideration	53.5
Cash	1.3
Accounts receivable	3.6
Inventories	8.7
Prepaid expenses and other current assets	0.7
Properties and equipment	5.8
Operating lease right-of-use assets	12.3
Customer relationships [b]	16.9
Trade names [c]	10.3
Other intangible assets	0.4
Operating lease liabilities	(12.3)
Accounts payable	(3.8)
Accrued liabilities	(1.9)
Customer deposits	(0.8)
Finance lease obligations	(1.7)
Net assets acquired	39.5
Goodwill [d]	$ 14.0

(a) The initial purchase price, which is subject to certain post-closing adjustments, including working capital, was funded through existing cash and borrowings under the Company's revolving credit facility.

(b) Represents the preliminary fair value assigned to customer relationships, which are considered to be definite-lived intangible assets, with a preliminary estimated useful life of approximately 12 years.

(c) Represents the preliminary fair value assigned to trade names, which are considered to be indefinite-lived intangible assets.

(d) Goodwill, the majority of which is tax-deductible, has been allocated to the Environmental Solutions Group on the basis that the synergies identified will primarily benefit this segment.

In connection with the acquisition of OSW, the Company entered into a lease agreement for a facility owned by an entity affiliated with the sellers of OSW. The agreement includes an initial term of 10 years, with options to renew, and an annual rent that is considered market-based. During the three and six months ended June 30, 2021, total rent paid under this agreement to such entity, which is owned by individuals, certain of whom are now employees of the Company, was approximately $0.2 million and $0.3 million, respectively, and the total lease liability as of June 30, 2021 was $9.7 million.

In the period between the February 17, 2021 closing date and June 30, 2021, OSW generated approximately $17.6 million of net sales and $0.3 million of operating income. The Company has included the operating results of OSW within the Environmental Solutions Group in its condensed consolidated financial statements since the closing date.

The acquisition was not, and would not have been, material to the Company's net sales, results of operations or total assets during any period presented. Accordingly, the Company's consolidated results from operations do not differ materially from historical performance as a result of the acquisition, and therefore, pro-forma results are not presented.

NOTE 3 – REVENUE RECOGNITION

The following table presents the Company's Net sales disaggregated by geographic region, based on the location of the end customer, and by major product line:

(in millions)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Geographic Region:				
U.S.	$ 243.7	$ 205.0	$ 459.2	$ 431.6
Canada	66.1	38.3	106.7	71.8
Europe/Other	24.9	26.8	47.6	52.8
Total net sales	$ 334.7	$ 270.1	$ 613.5	$ 556.2
Major Product Line:				
Environmental Solutions				
Vehicles and equipment [(a)]	$ 213.7	$ 165.9	$ 392.7	$ 352.0
Parts	39.5	30.9	75.2	64.3
Rental income [(b)]	13.2	9.3	20.7	18.1
Other [(c)]	14.9	8.1	20.8	12.8
Total	281.3	214.2	509.4	447.2
Safety and Security Systems				
Public safety and security equipment	32.1	36.3	63.4	68.1
Industrial signaling equipment	14.3	12.1	27.7	26.4
Warning systems	7.0	7.5	13.0	14.5
Total	53.4	55.9	104.1	109.0
Total net sales	$ 334.7	$ 270.1	$ 613.5	$ 556.2

(a) Includes net sales from the sale of new and used vehicles and equipment, including sales of rental equipment.

(b) Represents income from vehicle and equipment lease arrangements with customers.

(c) Primarily includes revenues from services, such as maintenance and repair work, and the sale of extended warranty contracts.

Contract Balances

The Company recognizes contract liabilities when cash payments, such as customer deposits, are received in advance of the Company's satisfaction of the related performance obligations. Contract liabilities are recognized as Net sales when the related performance obligations are satisfied, which generally occurs within three to six months of the cash receipt. Contract liability balances are not materially impacted by any other factors. The Company's contract liabilities were $19.4 million and $17.0 million as of June 30, 2021 and December 31, 2020, respectively. Contract assets, such as unbilled receivables, were not material as of any of the periods presented herein.

NOTE 4 – INVENTORIES

The following table summarizes the components of Inventories:

(in millions)	June 30, 2021	December 31, 2020
Finished goods	$ 89.5	$ 95.3
Raw materials	93.7	76.6
Work in process	20.7	13.1
Total inventories [(a)]	$ 203.9	$ 185.0

(a) Amounts at June 30, 2021 include inventories acquired in the OSW acquisition - see Note 2 – Acquisitions.

NOTE 5 – DEBT

The following table summarizes the components of Long-term borrowings and finance lease obligations:

(in millions)	June 30, 2021	December 31, 2020
2019 Credit Agreement [(a)]	$ 221.3	$ 209.4
Finance lease obligations [(b)]	2.3	0.6
Total long-term borrowings and finance lease obligations, including current portion	223.6	210.0
Less: Current finance lease obligations [(b)]	0.6	0.2
Total long-term borrowings and finance lease obligations	$ 223.0	$ 209.8

(a) Defined as the Second Amended and Restated Credit Agreement, dated July 30, 2019. Amounts at June 30, 2021 include incremental borrowings to fund a portion of the OSW acquisition - see Note 2 – Acquisitions.

(b) Amounts at June 30, 2021 include finance lease obligations acquired in connection with the OSW acquisition - see Note 2 – Acquisitions.

As more fully described within Note 13 – Fair Value Measurements, the Company uses a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The fair value of long-term debt is based on interest rates that we believe are currently available to us for issuance of debt with similar terms and remaining maturities (Level 2 input).

The following table summarizes the carrying amounts and estimated fair values of the Company's long-term borrowings:

	June 30, 2021		December 31, 2020	
(in millions)	Notional Amount	Fair Value	Notional Amount	Fair Value
Long-term borrowings [(a)]	$ 223.6	$ 223.6	$ 210.0	$ 210.0

(a) Long-term borrowings includes current finance lease obligations of $0.6 million and $0.2 million as of June 30, 2021 and December 31, 2020, respectively.

Borrowings under the 2019 Credit Agreement bear interest, at the Company's option, at a base rate or a London Interbank Offered Rate ("LIBOR") rate, plus, in each case, an applicable margin. The applicable margin ranges from zero to 0.75% for base rate borrowings and 1.00% to 1.75% for LIBOR borrowings. The Company must also pay a commitment fee to the lenders ranging between 0.10% to 0.25% per annum on the unused portion of the $500 million revolving credit facility along with other standard fees. Letter of credit fees are payable on outstanding letters of credit in an amount equal to the applicable LIBOR margin plus other customary fees.

The Company is subject to certain net leverage ratio and interest coverage ratio financial covenants under the 2019 Credit Agreement that are to be measured at each fiscal quarter-end. The Company was in compliance with all such covenants as of June 30, 2021.

As of June 30, 2021, there was $221.3 million of cash drawn and $10.3 million of undrawn letters of credit under the 2019 Credit Agreement, with $268.4 million of net availability for borrowings. As of December 31, 2020, there was $209.4 million cash drawn and $10.3 million of undrawn letters of credit under the 2019 Credit Agreement, with $280.3 million of net availability for borrowings.

The following table summarizes the gross borrowings and gross payments under the Company's revolving credit facilities:

	Six Months Ended June 30,	
(in millions)	2021	2020
Gross borrowings	$ 109.0	$ 81.1
Gross payments	99.0	53.4

Interest Rate Swap

On October 2, 2019, the Company entered into an interest rate swap (the "Swap") with a notional amount of $75.0 million, as a means of fixing the floating interest rate component on $75.0 million of its variable-rate debt. The Swap is designated as a cash flow hedge, with a maturity date of July 30, 2024.

As a result of the application of hedge accounting treatment, all unrealized gains and losses related to the derivative instrument are recorded in Accumulated other comprehensive loss and are reclassified into operations in the same period in which the hedged transaction affects earnings. Hedge effectiveness is assessed quarterly. The Company does not use derivative instruments for trading or speculative purposes.

The fair value of the Company's interest rate swaps is derived from a discounted cash flow analysis based on the terms of the contract and the interest rate curve (Level 2 inputs) and measured on a recurring basis in our Condensed Consolidated Balance Sheets. At June 30, 2021, the fair value of the Swap was a liability of $1.9 million, which was included in Other long-term liabilities on the Condensed Consolidated Balance Sheet. At December 31, 2020, the fair value of the Swap was a liability of $3.0 million, which was included in Other long-term liabilities on the Condensed Consolidated Balance Sheet. During the three months ended June 30, 2021, no unrealized pre-tax gain or loss was recorded in Accumulated other comprehensive loss, whereas during the six months ended June 30, 2021, an unrealized pre-tax gain of $1.1 million was recorded. No ineffectiveness was recorded in either period. During the three and six months ended June 30, 2020, unrealized pre-tax losses of $0.4 million and $4.4 million, respectively, were recorded to Accumulated other comprehensive loss, and no ineffectiveness was recorded.

NOTE 6 – GOODWILL AND OTHER INTANGIBLE ASSETS

The following table summarizes the carrying amount of goodwill, and the changes in the carrying amount of goodwill in the six months ended June 30, 2021, by segment:

(in millions)	Environmental Solutions	Safety & Security Systems	Total
Balance at January 1, 2021	$ 279.9	$ 114.3	$ 394.2
Acquisitions	14.0	—	14.0
Translation adjustments	0.2	(0.8)	(0.6)
Balance at June 30, 2021	$ 294.1	$ 113.5	$ 407.6

The following table summarizes the gross carrying amount and accumulated amortization of intangible assets for each major class of intangible assets:

	June 30, 2021			December 31, 2020		
(in millions)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Definite-lived intangible assets:						
Customer relationships [(a)]	$ 125.5	$ (34.6)	$ 90.9	$ 108.6	$ (29.6)	$ 79.0
Other [(a)]	4.8	(2.6)	2.2	4.4	(2.3)	2.1
Total definite-lived intangible assets	130.3	(37.2)	93.1	113.0	(31.9)	81.1
Indefinite-lived intangible assets:						
Trade names	83.0	—	83.0	72.4	—	72.4
Total indefinite-lived intangible assets	83.0	—	83.0	72.4	—	72.4
Total intangible assets	$ 213.3	$ (37.2)	$ 176.1	$ 185.4	$ (31.9)	$ 153.5

(a) Average useful life of customer relationships and other definite-lived intangible assets are estimated to be approximately 12 years and seven years, respectively. The average useful life across all definite-lived intangible assets is estimated to be approximately 12 years.

The table above includes preliminary estimates of the fair value and useful lives of certain definite and indefinite-lived intangible assets related to the OSW acquisition completed during 2021. As further described in Note 2 – Acquisitions, the preliminary measurements of fair value included in the table above are subject to change during the measurement period as valuations are finalized.

Amortization expense for the three months ended June 30, 2021 and 2020 was $2.8 million and $2.4 million, respectively. Amortization expense for the six months ended June 30, 2021 and 2020 was $5.4 million and $4.8 million, respectively.

The Company currently estimates that aggregate amortization expense will be approximately $5.6 million for the remainder of 2021, $11.0 million in 2022, $10.9 million in 2023, $10.8 million in 2024, $10.7 million in 2025, and $44.1 million thereafter. Actual amounts of amortization may differ from estimated amounts due to additional intangible asset acquisitions, changes in foreign currency rates, measurement period adjustments for the OSW acquisition, impairment of intangible assets and other events.

NOTE 7 – INCOME TAXES

The Company recognized income tax expense of $8.0 million and $6.1 million for the three months ended June 30, 2021 and 2020, respectively. The increase in tax expense in the current-year quarter was largely due to higher pre-tax income levels, partially offset by the recognition of $0.6 million more excess tax benefits from stock compensation activity compared to the prior-year quarter. The Company's effective tax rate for the three months ended June 30, 2021 was 21.2%, compared to 22.2% in the prior-year quarter.

For the six months ended June 30, 2021 and 2020, the Company recognized income tax expense of $13.0 million and $13.3 million, respectively. The decrease in tax expense in the current-year period was largely due to the recognition of $1.7 million more excess tax benefits from stock compensation activity compared to the prior-year period, partially offset by higher pre-tax income levels. The Company's effective tax rate for the six months ended June 30, 2021 was 20.0%, compared to 22.9% in the prior-year period.

NOTE 8 – PENSIONS

The following table summarizes the components of Net periodic pension benefit:

	U.S. Benefit Plan				Non-U.S. Benefit Plan			
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2021	2020	2021	2020	2021	2020	2021	2020
Service cost	$ —	$ —	$ —	$ —	$ —	$ —	$ 0.1	$ 0.1
Interest cost	1.2	1.4	2.4	2.8	0.1	0.2	0.3	0.5
Amortization of actuarial loss	0.9	0.8	1.9	1.6	0.2	0.1	0.4	0.2
Amortization of prior service cost	—	—	—	—	0.1	0.1	0.1	0.1
Expected return on plan assets	(2.4)	(2.3)	(4.8)	(4.6)	(0.5)	(0.4)	(1.0)	(0.9)
Net periodic pension benefit	$ (0.3)	$ (0.1)	$ (0.5)	$ (0.2)	$ (0.1)	$ —	$ (0.1)	$ —

The items that comprise Net periodic pension benefit, other than service cost, are included as a component of Other (income) expense, net on the Condensed Consolidated Statements of Operations.

In the six months ended June 30, 2021, the Company contributed $1.9 million to its U.S. defined benefit plan. The Company did not make any contributions to its U.S. defined benefit plan in the six months ended June 30, 2020. In the six months ended June 30, 2021 and 2020, the Company contributed $0.7 million and $0.6 million to its non-U.S. defined benefit plan, respectively.

During the remainder of 2021, the Company expects to make additional contributions of up to $0.5 million to the non-U.S. benefit plan.

Multi-Employer Pension Plans

During the second quarter of 2021, the Company withdrew from its only remaining multi-employer pension plan, the IAM National Pension Fund, recording a liability of $0.3 million as a component of Other current liabilities on the Condensed Consolidated Balance Sheet as of June 30, 2021. The related expense was included as a component of Other (income) expense, net on the Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2021.

During the three and six months ended June 30, 2020, the Company recorded expense of $2.5 million as a component of Other (income) expense, net on the Condensed Consolidated Statements of Operations in connection with its decision to withdraw from the Sheet Metal Workers' National Pension Fund.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

Financial Commitments

The Company provides indemnifications and other guarantees in the ordinary course of business, the terms of which range in duration and often are not explicitly defined. Specifically, the Company is occasionally required to provide letters of credit and bid and performance bonds to various customers, principally to act as security for retention levels related to casualty insurance policies and to guarantee the performance of subsidiaries that engage in export and domestic transactions. At June 30, 2021, the Company had outstanding performance and financial standby letters of credit, as well as outstanding bid and performance bonds, aggregating to $34.4 million. If any such letters of credit or bonds are called, the Company would be obligated to reimburse the issuer of the letter of credit or bond. The Company believes the likelihood of any currently outstanding letter of credit or bond being called is remote.

The Company has transactions involving the sale of equipment to certain of its customers which include (i) guarantees to repurchase the equipment for a fixed price at a future date and (ii) guarantees to repurchase the equipment from the third-party lender in the event of default by the customer. As of June 30, 2021, both the single year and maximum potential cash payments the Company could be required to make to repurchase equipment under these agreements amounted to $3.3 million. The Company's risk under these repurchase arrangements would be partially mitigated by the value of the products repurchased as part of the transaction. Historical cash requirements and losses associated with these obligations have not been significant, but could increase if customer defaults exceed current expectations, including as a result of the current COVID-19 pandemic and its effect on the global economy.

The Company has certain lease agreements for facilities owned by affiliates which include provisions requiring the Company to guarantee any remaining lease payments in the event of default. As of June 30, 2021, the total amount of future payments guaranteed under these agreements was approximately $1.9 million. The Company believes the likelihood of defaulting on these leases is remote.

Product Warranties

The Company issues product performance warranties to customers with the sale of its products. The specific terms and conditions of these warranties vary depending upon the product sold and country in which the Company does business, with warranty periods generally ranging from one to five years. The Company estimates the costs that may be incurred under its basic limited warranty and records a liability in the amount of such costs at the time the sale of the related product is recognized. Factors that affect the Company's warranty liability include (i) the number of units under warranty, (ii) historical and anticipated rates of warranty claims and (iii) costs per claim. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

The following table summarizes the changes in the Company's warranty liabilities during the six months ended June 30, 2021 and 2020:

(in millions)	2021	2020
Balance at January 1	$ 10.2	$ 11.2
Provisions to expense	3.5	3.8
Acquisitions	0.2	—
Payments	(4.3)	(3.8)
Balance at June 30	$ 9.6	$ 11.2

Legal Proceedings

The Company is subject to various claims, including pending and possible legal actions for product liability and other damages, and other matters arising in the ordinary course of the Company's business. On a quarterly basis, the Company reviews uninsured material legal claims against the Company and accrues for the costs of such claims as appropriate in the exercise of management's best judgment and experience. However, due to a lack of factual information available to the Company about a claim, or the procedural stage of a claim, it may not be possible for the Company to reasonably assess either the probability of a favorable or unfavorable outcome of the claim or to reasonably estimate the amount of loss should there be an unfavorable outcome. Therefore, for many claims, the Company cannot reasonably estimate a range of loss.

The Company believes, based on current knowledge and after consultation with counsel, that the outcome of such claims and actions will not have a material adverse effect on the Company's results of operations or financial condition. However, in the event of unexpected future developments, it is possible that the ultimate resolution of such matters, if unfavorable, could have a material adverse effect on the Company's results of operations, financial condition or cash flow.

Hearing Loss Litigation

The Company has been sued for monetary damages by firefighters who claim that exposure to the Company's sirens has impaired their hearing and that the sirens are therefore defective. There were 33 cases filed during the period of 1999 through 2004, involving a total of 2,443 plaintiffs, in the Circuit Court of Cook County, Illinois. These cases involved more than 1,800 firefighter plaintiffs from locations outside of Chicago. In 2009, six additional cases were filed in Cook County, involving 299 Pennsylvania firefighter plaintiffs. During 2013, another case was filed in Cook County involving 74 Pennsylvania firefighter plaintiffs.

The trial of the first 27 of these plaintiffs' claims occurred in 2008, whereby a Cook County jury returned a unanimous verdict in favor of the Company.

An additional 40 Chicago firefighter plaintiffs were selected for trial in 2009. Plaintiffs' counsel later moved to reduce the number of plaintiffs from 40 to nine. The trial for these nine plaintiffs concluded with a verdict against the Company and for the plaintiffs in varying amounts totaling $0.4 million. The Company appealed this verdict. On September 13, 2012, the Illinois Appellate Court rejected this appeal. The Company thereafter filed a petition for rehearing with the Illinois Appellate Court, which was denied on February 7, 2013. The Company sought further review by filing a petition for leave to appeal with the Illinois Supreme Court on March 14, 2013. On May 29, 2013, the Illinois Supreme Court issued a summary order declining to accept review of this case. On July 1, 2013, the Company satisfied the judgments entered for these plaintiffs, which resulted in final dismissal of these cases.

A third consolidated trial involving eight Chicago firefighter plaintiffs occurred during November 2011. The jury returned a unanimous verdict in favor of the Company at the conclusion of this trial.

Following this trial, on March 12, 2012 the trial court entered an order certifying a class of the remaining Chicago Fire Department firefighter plaintiffs for trial on the sole issue of whether the Company's sirens were defective and unreasonably dangerous. The Company petitioned the Illinois Appellate Court for interlocutory appeal of this ruling. On May 17, 2012, the Illinois Appellate Court accepted the Company's petition. On June 8, 2012, plaintiffs moved to dismiss the appeal, agreeing with the Company that the trial court had erred in certifying a class action trial in this matter. Pursuant to plaintiffs' motion, the Illinois Appellate Court reversed the trial court's certification order.

Thereafter, the trial court scheduled a fourth consolidated trial involving three firefighter plaintiffs, which began in December 2012. Prior to the start of this trial, the claims of two of the three firefighter plaintiffs were dismissed. On December 17, 2012, the jury entered a complete defense verdict for the Company.

Following this defense verdict, plaintiffs again moved to certify a class of Chicago Fire Department plaintiffs for trial on the sole issue of whether the Company's sirens were defective and unreasonably dangerous. Over the Company's objection, the trial court granted plaintiffs' motion for class certification on March 11, 2013 and scheduled a class action trial to begin on June 10, 2013. The Company filed a petition for review with the Illinois Appellate Court on March 29, 2013 seeking reversal of the class certification order.

On June 25, 2014, a unanimous three-judge panel of the First District Illinois Appellate Court issued its opinion reversing the class certification order of the trial court. Specifically, the Appellate Court determined that the trial court's ruling failed to satisfy the class-action requirements that the common issues of the firefighters' claims predominate over the individual issues and that there is an adequate representative for the class. During a status hearing on October 8, 2014, plaintiffs represented to the Court that they would again seek to certify a class of firefighters on the issue of whether the Company's sirens were defective and unreasonably dangerous. On January 12, 2015, plaintiffs filed motions to amend their complaints to add class action allegations with respect to Chicago firefighter plaintiffs, as well as the approximately 1,800 firefighter plaintiffs from locations outside of Chicago. On March 11, 2015, the trial court granted plaintiffs' motions to amend their complaints. On April 24, 2015, the cases were transferred to Cook County chancery court, which will decide all class certification issues. On March 23, 2018, plaintiffs filed a motion to certify as a class all firefighters from the Chicago Fire Department who have filed lawsuits in this matter. The court has not yet ruled on this motion as the parties continue to engage in discovery and other matters related to this motion. The Company intends to continue its objections to any attempt at certification.

The Company has also filed motions to dismiss cases involving firefighters who worked for fire departments located outside of the State of Illinois based on improper venue. On February 24, 2017, the Circuit Court of Cook County entered orders dismissing the cases of 1,770 such firefighter plaintiffs from the jurisdiction of the State of Illinois. Pursuant to these orders, these plaintiffs had six months thereafter to refile their cases in jurisdictions where these firefighters are located. Prior to this six-month deadline, attorneys representing some of these plaintiffs contacted the Company regarding possible settlement of their cases. During the year ended December 31, 2017, the Company entered into a global settlement agreement with two attorneys who represented approximately 1,090 of these plaintiffs. Under the terms of the settlement agreement, the Company offered $700 per plaintiff to settle these cases and 717 plaintiffs accepted this offer as a final settlement. The attorneys representing these plaintiffs agreed to withdraw from representing plaintiffs who did not respond to the settlement offer. It is the Company's position that the non-settling plaintiffs who failed to timely refile their cases following the February 2017 dismissal by the Circuit Court of Cook County are now barred from doing so by the statute of limitations. The Company filed a venue motion seeking to transfer to DuPage County cases involving 10 plaintiffs who reside and work in Illinois but outside of Cook County. The Court granted this motion on June 28, 2017.

The Company has also been sued on this issue outside of the Cook County, Illinois venue. Between 2007 and 2009, a total of 71 lawsuits involving 71 plaintiffs were filed in the Court of Common Pleas, Philadelphia County, Pennsylvania. Three of these cases were dismissed pursuant to pretrial motions filed by the Company. Another case was voluntarily dismissed. Prior to trial in four cases, the Company paid nominal sums to obtain dismissals.

Three trials occurred in Philadelphia involving these cases filed in 2007 through 2009. The first trial involving one of these plaintiffs occurred in 2010, when the jury returned a verdict for the plaintiff. In particular, the jury found that the Company's siren was not defectively designed, but that the Company negligently constructed the siren. The jury awarded damages in the amount of $0.1 million, which was subsequently reduced to $0.08 million. The Company appealed this verdict. Another trial, involving nine Philadelphia firefighter plaintiffs, also occurred in 2010 when the jury returned a defense verdict for the Company as to all claims and all plaintiffs involved in that trial. The third trial, also involving nine Philadelphia firefighter plaintiffs, was completed during 2010 when the jury returned a defense verdict for the Company as to all claims and all plaintiffs involved in that trial.

Following defense verdicts in the last two Philadelphia trials, the Company negotiated settlements with respect to all remaining filed cases in Philadelphia at that time, as well as other firefighter claimants represented by the attorney who filed the Philadelphia cases. On January 4, 2011, the Company entered into a Global Settlement Agreement (the "Settlement Agreement") with the law firm of the attorney representing the Philadelphia claimants, on behalf of 1,125 claimants the firm represented (the "Claimants") and who had asserted product claims against the Company (the "Claims"). Three hundred eight of the Claimants had lawsuits pending against the Company in Cook County, Illinois.

The Settlement Agreement provided that the Company pay a total amount of $3.8 million (the "Settlement Payment") to settle the Claims (including the costs, fees and other expenses of the law firm in connection with its representation of the Claimants), subject to certain terms, conditions and procedures set forth in the Settlement Agreement. In order for the Company to be required to make the Settlement Payment: (i) each Claimant who agreed to settle his or her claims had to sign a release acceptable to the Company (a "Release"), (ii) each Claimant who agreed to the settlement and who was a plaintiff in a lawsuit, had to dismiss his or her lawsuit with prejudice, (iii) by April 29, 2011, at least 93% of the Claimants identified in the Settlement Agreement must have agreed to settle their claims and provide a signed Release to the Company and (iv) the law firm had to withdraw from representing any Claimants who did not agree to the settlement, including those who filed lawsuits. If the conditions to the settlement were met, but less than 100% of the Claimants agreed to settle their Claims and sign a Release, the Settlement Payment would be reduced by the percentage of Claimants who did not agree to the settlement.

On April 22, 2011, the Company confirmed that the terms and conditions of the Settlement Agreement had been met and made a payment of $3.6 million to conclude the settlement. The amount was based upon the Company's receipt of 1,069 signed releases provided by Claimants, which was 95% of all Claimants identified in the Settlement Agreement.

The Company generally denies the allegations made in the claims and lawsuits by the Claimants and denies that its products caused any injuries to the Claimants. Nonetheless, the Company entered into the Settlement Agreement for the purpose of minimizing its expenses, including legal fees, and avoiding the inconvenience, uncertainty and distraction of the claims and lawsuits.

During April through October 2012, 20 new cases were filed in the Court of Common Pleas, Philadelphia County, Pennsylvania. These cases were filed on behalf of 20 Philadelphia firefighters and involved various defendants in addition to the Company. Five of these cases were subsequently dismissed. The first trial involving these 2012 Philadelphia cases occurred during December 2014 and involved three firefighter plaintiffs. The jury returned a verdict in favor of the Company. Following this trial, all of the parties agreed to settle cases involving seven firefighter plaintiffs set for trial during January 2015 for nominal amounts per plaintiff.

In January 2015, plaintiffs' attorneys filed two new complaints in the Court of Common Pleas, Philadelphia, Pennsylvania on behalf of approximately 70 additional firefighter plaintiffs. The vast majority of the firefighters identified in these complaints are located outside of Pennsylvania. One of the complaints in these cases, which involves 11 firefighter plaintiffs from the District of Columbia, was removed to federal court in the Eastern District of Pennsylvania. Plaintiffs voluntarily dismissed all claims in this case on May 31, 2016. The Company thereafter moved to recover various fees and costs in this case, asserting that plaintiffs' counsel failed to properly investigate these claims prior to filing suit. The Court granted this motion on April 25, 2017, awarding $0.1 million to the Company (the "Order"). After plaintiffs appealed this Order, the United States Court of Appeals for the Third Circuit affirmed the lower court decision awarding fees and costs to the Company.

With respect to claims of other out-of-state firefighters involved in these two cases, the Company moved to dismiss these claims as improperly filed in Pennsylvania. The Court granted this motion and dismissed these claims on November 5, 2015. During August through December 2015, another nine new cases were filed in the Court of Common Pleas, Philadelphia County, Pennsylvania. These cases involve a total of 193 firefighters, most of whom are located outside of Pennsylvania. The Company again moved to dismiss all claims filed by out-of-state firefighters in these cases as improperly filed in Pennsylvania. On May 24, 2016, the Court granted this motion and dismissed these claims. Plaintiffs appealed this decision and, on September 25, 2018, the appellate court reversed this dismissal. The Company then filed a petition with the appellate court requesting that the court reconsider its ruling. On December 7, 2018, the appellate court granted the Company's petition and withdrew its prior decision. The Court has ordered that the parties file additional briefs and a new panel of appellate judges issue a decision. On June 25, 2020, the Court issued a decision affirming the trial court's dismissal of these cases.

On May 13, 2016, four new cases were filed in Philadelphia state court, involving a total of 55 Philadelphia firefighters who live in Pennsylvania. During August 2016, the Company settled a case involving four Philadelphia firefighters that had been set for trial in Philadelphia state court during September 2016. During 2017, plaintiffs filed additional cases in the Court of Common Pleas, Philadelphia County, involving over 100 Philadelphia firefighter plaintiffs. During January 2017, plaintiffs filed a motion to consolidate and bifurcate, similar to a motion filed in the Pittsburgh hearing loss cases, as described below. The Company has filed an opposition to this motion. These cases were then transferred to the mass tort program in Philadelphia for pretrial purposes. Plaintiffs' counsel thereafter dismissed several plaintiffs. During November 2017, a trial involving one Philadelphia firefighter occurred. The jury returned a verdict in favor of the Company in this trial. Prior to a dismissal of these cases pursuant to the Tolling Agreement, discussed below, there was a total of 75 firefighters involved in cases pending in the Philadelphia mass tort program.

During March 2014, an action also was brought in the Court of Common Pleas of Erie County, Pennsylvania on behalf of 61 firefighters. This case likewise involves various defendants in addition to the Company. After the Company filed pretrial motions, 33 Erie County firefighter plaintiffs voluntarily dismissed their claims. Prior to a dismissal of these cases pursuant to the Tolling Agreement, discussed below, there was a total of 28 firefighters involved in cases filed in Erie County.

During August 2017, five cases involving 70 firefighter plaintiffs were filed in Lackawanna County, Pennsylvania. These cases involve firefighter plaintiffs who originally filed in Cook County several years ago and were dismissed pursuant to the Company's forum nonconveniens motion.

On September 17, 2014, 20 lawsuits, involving a total of 193 Buffalo Fire Department firefighters, were filed in the Supreme Court of the State of New York, Erie County. All of the cases filed in Erie County, New York have been removed to federal court in the Western District of New York. Plaintiffs have filed a motion to consolidate and bifurcate these cases, similar to the motion filed in the Pittsburgh hearing loss cases, as described below. The Company has filed an opposition to the motion. During February 2015, a lawsuit involving one New York City firefighter plaintiff was filed in the Supreme Court of the State of New York, New York County. The plaintiff named the Company as well as several other parties as defendants. That case subsequently was transferred to federal court in the Northern District of New York and thereafter dismissed. During April 2015 through January 2016, 29 new cases involving a total of 235 firefighters were filed in various counties in the New York City area. During December 2016 through October 2017, additional cases were filed in these jurisdictions. On February 5, 2018, the Company was served with a complaint in an additional case filed in Kings County, New York. This case involves one plaintiff. Prior to a dismissal of these cases pursuant to the Tolling Agreement, discussed below, there was a total of 536 firefighters involved in cases filed in the State of New York.

During November 2015, the Company was served with a complaint filed in Union County, New Jersey state court, involving 34 New Jersey firefighters. This case has been transferred to federal court in the District of New Jersey. During the period from January through May 2016, eight additional cases were filed in various New Jersey state courts. Most of the firefighters in these cases reside in New Jersey and work or worked at New Jersey fire departments. During December 2016, a case involving one New Jersey firefighter was filed in the United States District Court of New Jersey. On May 2, 2017, plaintiffs filed a motion to consolidate and bifurcate in the pending federal court case in New Jersey. This motion was similar to bifurcation motions filed by plaintiffs in Pittsburgh, Buffalo and Philadelphia. The Court has denied this motion as premature. Pursuant to a petition filed by both parties, all New Jersey state court cases were consolidated for pretrial purposes. Prior to a dismissal of these cases pursuant to the Tolling Agreement, discussed below, there was a total of 61 firefighters involved in cases filed in New Jersey.

During May through October 2016, nine cases were filed in Suffolk County, Massachusetts state court, naming the Company as a defendant. These cases involve 194 firefighters who lived and worked in the Boston area. During August 2017, plaintiffs filed additional cases in Suffolk County court. The Company moved to transfer various cases filed in Suffolk County to other counties in Massachusetts where plaintiffs reside and work. Prior to a dismissal of these cases pursuant to the Tolling Agreement, discussed below, there was a total of 218 firefighters involved in cases filed in Massachusetts.

During August and September 2017, plaintiffs' attorneys filed additional hearing loss cases in Florida. The Company is the only named defendant. These cases were filed in several different counties in Florida, including Tampa, Miami and Orlando municipalities. Plaintiffs have agreed to stipulate that they will not seek more than $75,000 in damages in any individual plaintiff case. Prior to a dismissal of these cases pursuant to the Tolling Agreement, discussed below, there was a total of 166 firefighters involved in cases filed in Florida.

During April through July 2013, additional cases were filed in Allegheny County, Pennsylvania on behalf of 247 plaintiff firefighters from Pittsburgh and against various defendants, including the Company. During May 2016, two additional cases were filed against the Company in Allegheny County involving 19 Pittsburgh firefighters. After the Company filed pretrial motions, the Court dismissed claims of 55 Pittsburgh firefighter plaintiffs. The Court scheduled trials for May, September and November 2016, for eight firefighters per trial. Prior to the first scheduled trial in Pittsburgh, the Court granted the Company's motion for summary judgment and dismissed all claims asserted by plaintiff firefighters involved in this trial. Following an appeal by the plaintiff firefighters, the appellate court affirmed this dismissal. The next trial for six Pittsburgh firefighters started on November 7, 2016. Shortly after this trial began, plaintiffs' counsel moved for a mistrial because a key witness suddenly became unavailable. The Court granted this motion and rescheduled this trial for March 6, 2017. During January 2017, plaintiffs also moved to consolidate and bifurcate trials involving Pittsburgh firefighters. In particular, plaintiffs sought one trial involving liability issues which will apply to all Pittsburgh firefighters who filed suit against the Company. The Company filed an opposition to this motion. On April 18, 2017, the trial court granted plaintiffs' motion to bifurcate the next Pittsburgh trial. Pursuant to a motion for clarification filed by the Company, the Court ruled that the bifurcation order would only apply to six plaintiffs who were part of the next trial group in Pittsburgh. The Company thereafter sought an interlocutory appeal of the Court's bifurcation order. The appellate court declined to accept the appeal at that time. A bifurcated trial began on September 27, 2017 in Allegheny County, Pennsylvania. Prior to and during trial, two plaintiffs were dismissed, resulting in four plaintiffs remaining for trial. After approximately two weeks of trial, the jury found that the Company's siren product was not defective or unreasonably dangerous and rendered a verdict in favor of the Company.

A second trial involving Pittsburgh firefighters began during January 2018. At the outset of this trial, plaintiffs' attorneys, who represent all firefighters who have filed cases in Allegheny County, Philadelphia, Buffalo, New Jersey, Massachusetts, and Florida, as described above, requested that the Company consider settlement of various cases. This trial was continued to allow the parties to further discuss possible settlement. During March 2018, the parties agreed in principle on a framework (the "Settlement Framework") to resolve hearing loss claims and cases in all jurisdictions involved in the hearing loss litigation except in Cook County and Lackawanna County, and excluding one case involving one firefighter in New York City. The firefighters excluded from the Settlement Framework are represented by different attorneys. The Company has agreed in principle to settle the cases in Lackawanna County and has settled the case involving one firefighter in New York City for nominal amounts. Pursuant to the Settlement Framework, the Company would pay $700 to each firefighter who has filed a lawsuit and is eligible to be part of the settlement. The Company would pay $300 to each firefighter who has not yet filed a case and is eligible to be part of the settlement. To be eligible for settlement, among other things, firefighters must provide proof that they have high frequency noise-induced hearing loss. There are approximately 3,700 firefighters whose claims may be considered as part of this settlement, including approximately 1,320 firefighters who have ongoing filed lawsuits. This Settlement Framework was finalized in a global settlement agreement executed on November 4, 2019. Pursuant to this global settlement agreement, the parties are now in the process of determining how many of the approximately 3,700 firefighters will be eligible to participate in the settlement. In order to minimize the parties' respective legal costs and expenses during this settlement process, on July 5, 2018, the parties entered into a tolling agreement (the "Tolling Agreement"). Pursuant to the Tolling Agreement, counsel for the settling firefighters agreed to dismiss the pending lawsuits in all jurisdictions except for the Allegheny County (Pittsburgh), Pennsylvania cases, and the Company agreed to a tolling of any statute of limitations applicable to the dismissed cases. The Tolling Agreement continued in place until the parties executed the global settlement agreement on November 4, 2019. After execution of the global settlement agreement, the Allegheny County (Pittsburgh) cases were dismissed. The global settlement agreement requires plaintiffs' attorneys to withdraw from representing firefighters who elect not to participate in this settlement.

As of June 30, 2021, the Company has recognized an estimated liability for the potential settlement amount. While it is reasonably possible that the ultimate resolution of this matter may result in a loss in excess of the amount accrued, the incremental loss is not expected to be material.

From 2007 through 2009, firefighters also brought hearing loss claims against the Company in New Jersey, Missouri, Maryland and Kings County, New York. All of those cases, however, were dismissed prior to trial, including four cases in the Supreme Court of Kings County, New York that were dismissed upon the Company's motion in 2008. On appeal, the New York appellate court affirmed the trial court's dismissal of these cases. Plaintiffs' attorneys have threatened to file additional lawsuits. The Company intends to vigorously defend all of these lawsuits, if filed.

NOTE 10 – EARNINGS PER SHARE

The Company computes earnings per share ("EPS") in accordance with ASC 260, *Earnings per Share*, which requires that non-vested restricted stock containing non-forfeitable dividend rights should be treated as participating securities pursuant to the two-class method. Under the two-class method, net income is reduced by the amount of dividends declared in the period for common stock and participating securities. The remaining undistributed earnings are then allocated to common stock and participating securities as if all of the net income for the period had been distributed. The amounts of distributed and undistributed earnings allocated to participating securities for the three and six months ended June 30, 2021 and 2020 were insignificant and did not materially impact the calculation of basic or diluted EPS.

Basic EPS is computed by dividing income available to common stockholders by the weighted average number of shares of common stock and non-vested restricted stock awards outstanding for the period.

Diluted EPS is computed using the weighted average number of shares of common stock and non-vested restricted stock awards outstanding for the year, plus the effect of dilutive potential common shares outstanding during the period. The dilutive effect of common stock equivalents is determined using the more dilutive of the two-class method or alternative methods. The Company uses the treasury stock method to determine the potentially dilutive impact of our employee stock options and restricted stock units, and the contingently issuable method for our performance-based restricted stock unit awards.

For both the three and six months ended June 30, 2021, options to purchase 0.2 million shares of the Company's common stock had an anti-dilutive effect on EPS, and accordingly were excluded from the calculation of diluted EPS. For both the three and six months ended June 30, 2020, options to purchase 0.5 million shares of the Company's common stock had an anti-dilutive effect on EPS, and accordingly, were excluded from the calculation of diluted EPS.

The following table reconciles Net income to basic and diluted EPS:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions, except per share data)	**2021**	**2020**	**2021**	**2020**
Net income	$ 29.7	$ 21.4	$ 51.9	$ 44.8
Weighted average shares outstanding – Basic	60.9	60.1	60.8	60.3
Dilutive effect of common stock equivalents	0.9	1.2	1.0	1.3
Weighted average shares outstanding – Diluted	61.8	61.3	61.8	61.6
Earnings per share:				
Basic	$ 0.49	$ 0.36	$ 0.85	$ 0.74
Diluted	0.48	0.35	0.84	0.73

NOTE 11 – STOCKHOLDERS' EQUITY

Dividends

On February 18, 2021, the Company's Board of Directors (the "Board") declared a quarterly cash dividend of $0.09 per common share. The dividend totaled $5.5 million and was distributed on March 31, 2021 to stockholders of record at the close of business on March 19, 2021.

On April 27, 2021, the Board declared a quarterly cash dividend of $0.09 per common share. The dividend totaled $5.5 million and was distributed on June 2, 2021 to stockholders of record at the close of business on May 21, 2021.

During the three and six months ended June 30, 2020, dividends of $4.9 million and $9.7 million were paid to stockholders.

On July 27, 2021, the Board declared a quarterly cash dividend of $0.09 per common share payable on September 1, 2021 to stockholders of record at the close of business on August 20, 2021.

Stock Repurchase Program

In November 2014, the Board authorized a stock repurchase program (the "November 2014 program") of up to $75.0 million of the Company's common stock.

On March 13, 2020, the Board authorized an additional stock repurchase program (the "March 2020 program") of up to $75.0 million of the Company's common stock. The March 2020 program supplements the Board's prior authorization under the November 2014 program, which remains in effect.

The stock repurchase programs are intended primarily to facilitate purchases of Company stock as a means to provide cash returns to stockholders, enhance stockholder returns and manage the Company's capital structure. Under its stock repurchase programs, the Company is authorized to repurchase, from time to time, shares of its outstanding common stock. Stock repurchases by the Company are subject to market conditions and other factors and may be commenced, suspended or discontinued at any time.

During the three and six months ended June 30, 2021, the Company repurchased 5,000 shares for a total of $0.2 million under the stock repurchase program.

During the six months ended June 30, 2020, the Company repurchased 490,990 shares for a total of $13.5 million.

Accumulated Other Comprehensive Loss

The following tables summarize the changes in each component of Accumulated other comprehensive loss, net of tax in the three months ended June 30, 2021 and 2020:

(in millions) [a]	Actuarial Losses	Prior Service Costs	Foreign Currency Translation	Unrealized Gain (Loss) on Interest Rate Swaps	Total
Balance at April 1, 2021	$ (87.5)	$ (2.6)	$ 0.1	$ (1.4)	$ (91.4)
Other comprehensive income before reclassifications	0.1	—	2.0	(0.2)	1.9
Amounts reclassified from accumulated other comprehensive loss	0.8	0.1	—	0.2	1.1
Net current-period other comprehensive income	0.9	0.1	2.0	—	3.0
Balance at June 30, 2021	$ (86.6)	$ (2.5)	$ 2.1	$ (1.4)	$ (88.4)

(in millions) [(a)]	Actuarial Losses	Prior Service Costs	Foreign Currency Translation	Unrealized Gain (Loss) on Interest Rate Swaps	Total
Balance at April 1, 2020	$ (78.6)	$ (2.4)	$ (13.2)	$ (2.3)	$ (96.5)
Other comprehensive income (loss) before reclassifications	0.1	—	1.2	(0.4)	0.9
Amounts reclassified from accumulated other comprehensive loss	0.7	0.1	—	0.1	0.9
Net current-period other comprehensive income (loss)	0.8	0.1	1.2	(0.3)	1.8
Balance at June 30, 2020	$ (77.8)	$ (2.3)	$ (12.0)	$ (2.6)	$ (94.7)

(a) Amounts in parentheses indicate losses.

The following tables summarize the changes in each component of Accumulated other comprehensive loss, net of tax in the six months ended June 30, 2021 and 2020:

(in millions) [(a)]	Actuarial Losses	Prior Service Costs	Foreign Currency Translation	Unrealized Gain (Loss) on Interest Rate Swaps	Total
Balance at January 1, 2021	$ (88.2)	$ (2.6)	$ 1.3	$ (2.2)	$ (91.7)
Other comprehensive income before reclassifications	(0.1)	—	0.8	0.4	1.1
Amounts reclassified from accumulated other comprehensive loss	1.7	0.1	—	0.4	2.2
Net current-period other comprehensive income	1.6	0.1	0.8	0.8	3.3
Balance at June 30, 2021	$ (86.6)	$ (2.5)	$ 2.1	$ (1.4)	$ (88.4)

(in millions) [(a)]	Actuarial Losses	Prior Service Costs	Foreign Currency Translation	Unrealized Gain (Loss) on Interest Rate Swaps	Total
Balance at January 1, 2020	$ (80.4)	$ (2.4)	$ (7.1)	$ 0.8	$ (89.1)
Other comprehensive income (loss) before reclassifications	1.2	—	(4.9)	(3.4)	(7.1)
Amounts reclassified from accumulated other comprehensive loss	1.4	0.1	—	—	1.5
Net current-period other comprehensive income (loss)	2.6	0.1	(4.9)	(3.4)	(5.6)
Balance at June 30, 2020	$ (77.8)	$ (2.3)	$ (12.0)	$ (2.6)	$ (94.7)

(a) Amounts in parentheses indicate losses.

The following table summarizes the amounts reclassified from Accumulated other comprehensive loss, net of tax, in the three months ended June 30, 2021 and 2020 and the affected line item in the Condensed Consolidated Statements of Operations:

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss 2021	2020	Affected Line Item in Condensed Consolidated Statements of Operations
(in millions) [(a)]			
Amortization of actuarial losses of defined benefit pension plans	$ (1.1)	$ (0.9)	Other (income) expense, net
Amortization of prior service costs of defined benefit pension plans	(0.1)	(0.1)	Other (income) expense, net
Interest rate swaps	(0.3)	(0.1)	Interest expense
Total before tax	(1.5)	(1.1)	
Income tax benefit	0.4	0.2	Income tax expense
Total reclassifications for the period, net of tax	$ (1.1)	$ (0.9)	

(a) Amounts in parentheses indicate losses.

The following table summarizes the amounts reclassified from Accumulated other comprehensive loss, net of tax, in the six months ended June 30, 2021 and 2020 and the affected line item in the Condensed Consolidated Statements of Operations:

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss 2021	2020	Affected Line Item in Condensed Consolidated Statements of Operations
(in millions) [a]			
Amortization of actuarial losses of defined benefit pension plans	$ (2.3)	$ (1.8)	Other (income) expense, net
Amortization of prior service costs of defined benefit pension plans	(0.1)	(0.1)	Other (income) expense, net
Interest rate swaps	(0.5)	—	Interest expense
Total before tax	(2.9)	(1.9)	
Income tax benefit	0.7	0.4	Income tax expense
Total reclassifications for the period, net of tax	$ (2.2)	$ (1.5)	

(a) Amounts in parentheses indicate losses.

NOTE 12 – SEGMENT INFORMATION

The Company has two reportable segments: the Environmental Solutions Group and the Safety and Security Systems Group. Business units are organized under each reportable segment because they share certain characteristics, such as technology, marketing, distribution and product application, which create long-term synergies.

As discussed in Note 2 – Acquisitions, the assets and liabilities of OSW have been consolidated into the Condensed Consolidated Balance Sheet as of June 30, 2021, while the post-acquisition results of operations have been included in the Condensed Consolidated Statements of Operations subsequent to the February 17, 2021 closing date. OSW's post-acquisition results of operations are included within the Environmental Solutions Group.

The following tables summarize the Company's operations by segment, including Net sales, Operating income (loss), and Total assets:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2021	2020	2021	2020
Net sales:				
Environmental Solutions	$ 281.3	$ 214.2	$ 509.4	$ 447.2
Safety and Security Systems	53.4	55.9	104.1	109.0
Total net sales	$ 334.7	$ 270.1	$ 613.5	$ 556.2
Operating income (loss):				
Environmental Solutions	$ 38.5	$ 28.6	$ 65.6	$ 58.0
Safety and Security Systems	7.8	10.4	15.0	17.8
Corporate and eliminations	(7.8)	(7.7)	(14.3)	(12.2)
Total operating income	38.5	31.3	66.3	63.6
Interest expense	1.1	1.8	2.2	3.3
Other (income) expense, net	(0.3)	2.0	(0.8)	2.2
Income before income taxes	$ 37.7	$ 27.5	$ 64.9	$ 58.1

(in millions)	As of June 30, 2021	As of December 31, 2020
Total assets:		
Environmental Solutions	$ 1,021.2	$ 926.8
Safety and Security Systems	221.2	225.5
Corporate and eliminations	46.8	56.3
Total assets of continuing operations	1,289.2	1,208.6
Total assets of discontinued operations	0.2	0.2
Total assets	$ 1,289.4	$ 1,208.8

NOTE 13 – FAIR VALUE MEASUREMENTS

The Company uses a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs are developed based on market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions about valuation based on the best information available in the circumstances. The three levels of inputs are classified as follows:

- Level 1 — quoted prices in active markets for identical assets or liabilities;
- Level 2 — observable inputs, other than quoted prices included in Level 1, such as quoted prices for markets that are not active, or other inputs that are observable or can be corroborated by observable market data; and
- Level 3 — unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities, including certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

In determining fair value, the Company uses various valuation approaches within the fair value measurement framework. The valuation methodologies used for the Company's assets and liabilities measured at fair value and their classification in the valuation hierarchy are summarized below:

Cash Equivalents

Cash equivalents primarily consist of time-based deposits and interest-bearing instruments with maturities of three months or less. The Company classified cash equivalents as Level 1 due to the short-term nature of these instruments and measured the fair value based on quoted prices in active markets for identical assets.

Interest Rate Swaps

As described in Note 5 – Debt, the Company may, from time to time, execute interest rate swaps as a means of fixing the floating interest rate component on a portion of its floating-rate debt. The Company classifies its interest rate swaps as Level 2 due to the use of a discounted cash flow model based on the terms of the contract and the interest rate curve (Level 2 inputs) to calculate the fair value of the swaps.

Contingent Consideration

The Company has a contingent obligation to pay up to $15.5 million to the former owners of Mark Rite Lines Equipment Company, Inc. ("MRL"), a U.S. manufacturer of truck-mounted and ride-on road-marking and line-removal equipment acquired by the Company on July 1, 2019, if specified financial results are met over future reporting periods (i.e., an earn-out). The contingent earn-out payment, if earned, would be due to be paid following the third anniversary of the closing of the acquisition. Liabilities for contingent consideration are measured at fair value each reporting period, with the acquisition-date fair value included as part of the consideration transferred. Subsequent changes in fair value are included as a component of Acquisition and integration-related expenses on the Condensed Consolidated Statements of Operations.

The Company uses an income approach to value the contingent consideration obligation based on the present value of risk-adjusted future cash flows under either a scenario-based or option-pricing method, as appropriate. Due to the lack of relevant observable market data over fair value inputs, such as prospective financial information or probabilities of future events as of June 30, 2021, the Company has classified the contingent consideration liability within Level 3 of the fair value hierarchy outlined in ASC 820, *Fair Value Measurements*.

The following table summarizes the Company's assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2021:

	Fair Value Measurement at Reporting Date Using			
(in millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:				
Cash equivalents	$ 3.1	$ —	$ —	$ 3.1
Liabilities:				
Contingent consideration	—	—	4.2	4.2
Interest rate swap	—	1.9	—	1.9

The following table provides a roll-forward of the fair value of recurring Level 3 fair value measurements in the three months ended June 30, 2021 and 2020:

(in millions)	**2021**	**2020**
Contingent consideration liability, at April 1	$ 4.2	$ 4.3
Total losses included in earnings	0.0	0.1
Contingent consideration liability, at June 30	$ 4.2	$ 4.4

The following table provides a roll-forward of the fair value of recurring Level 3 fair value measurements in the six months ended June 30, 2021 and 2020:

(in millions)	**2021**	**2020**
Contingent consideration liability, at January 1	$ 4.2	$ 4.3
Total losses included in earnings	0.0	0.1
Contingent consideration liability, at June 30	$ 4.2	$ 4.4

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

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide information that is supplemental to, and should be read together with, the condensed consolidated financial statements and the accompanying notes contained in this Form 10-Q, as well as Federal Signal Corporation's Annual Report on Form 10-K for the year ended December 31, 2020. References herein to the "Company," "we," "our," or "us" refer collectively to Federal Signal Corporation and its subsidiaries. Information in MD&A is intended to assist the reader in obtaining an understanding of (i) the condensed consolidated financial statements, (ii) the Company's business segments and how the results of those segments impact the Company's results of operations and financial condition as a whole and (iii) how certain accounting principles affect the Company's condensed consolidated financial statements. The Company's results for interim periods should not be regarded as necessarily indicative of results that may be expected for the entire year, which may differ materially due to, among other things, the risk factors described under Part I, Item 1A, *Risk Factors*, of the Company's Annual Report on Form 10-K for the year ended December 31, 2020, which was filed with the SEC on February 25, 2021.

Executive Summary

The Company is a leading global manufacturer and supplier of (i) vehicles and equipment for maintenance and infrastructure end-markets, including sewer cleaners, industrial vacuum loaders, vacuum- and hydro-excavation trucks (collectively, "safe-digging trucks"), street sweepers, road-marking and line-removal equipment, waterblasting equipment, dump truck bodies and trailers, and (ii) safety, security and communication equipment, such as lights, sirens and warning systems. In addition, we sell parts and provide service, repair, equipment rentals and training as part of a comprehensive aftermarket offering to our customer base. We operate 17 principal manufacturing facilities in five countries and provide products and integrated solutions to municipal, governmental, industrial and commercial customers in all regions of the world.

As described in Note 12 – Segment Information to the accompanying condensed consolidated financial statements, the Company's business units are organized in two reportable segments: the Environmental Solutions Group and the Safety and Security Systems Group.

COVID-19 Update

We continue to closely monitor the impact of the COVID-19 pandemic, including emerging variants, on all aspects of our business, including how it is affecting our employees, customers, supply chain and distribution network. The overall magnitude of the impact of the pandemic on our operating and financial results remains uncertain and will largely depend on the duration of the pandemic and the measures implemented in response, as well as the effect on our customers and suppliers. Given these factors, we are unable to reliably forecast the effect that the pandemic will have on our financial condition, results of operations or cash flows, which could be material.

Operating Results

Net sales for the three months ended June 30, 2021 increased by $64.6 million, or 24%, compared to the prior-year quarter. Our Environmental Solutions Group reported a net sales increase of $67.1 million, or 31%, primarily due to a $25.8 million improvement in aftermarket revenues, inclusive of an $8.3 million increase in used equipment sales, increases in sales of dump truck bodies, refuse trucks, safe-digging trucks, sewer cleaners and trailers of $11.8 million, $10.5 million, $4.4 million, $3.7 million and $3.1 million, respectively, and a $6.9 million favorable foreign currency translation impact. Within our Safety and Security Systems Group, net sales decreased by $2.5 million, or 4%, primarily due to reductions in sales of public safety equipment of $5.0 million, partially offset by a $1.8 million improvement in sales of industrial signaling equipment and a $1.3 million favorable foreign currency translation impact.

For the six months ended June 30, 2021, net sales increased by $57.3 million, or 10%, compared to the prior-year period. Our Environmental Solutions Group reported a net sales increase of $62.2 million, or 14%, primarily due to a $28.9 million improvement in aftermarket revenues, inclusive of a $9.9 million increase in used equipment sales, increases in sales of dump truck bodies, sewer cleaners and refuse trucks of $15.5 million, $11.0 million and $7.3 million, respectively, and a $9.0 million favorable foreign currency translation impact. Partially offsetting these improvements were reductions in shipments of safe-digging trucks and street sweepers of $9.9 million and $8.5 million, respectively. Within our Safety and Security Systems Group, net sales decreased by $4.9 million, or 4%, primarily due to reductions in sales of public safety equipment and warning systems of $6.2 million and $1.6 million, respectively, partially offset by a $2.1 million favorable foreign currency translation impact.

Operating income for the three months ended June 30, 2021 increased by $7.2 million, or 23%, compared to the prior-year quarter, primarily driven by an improvement of $9.9 million within our Environmental Solutions Group, partially offset by a

$2.6 million decrease in our Safety and Security Systems Group. Consolidated operating margin for the three months ended June 30, 2021 was 11.5%, compared to 11.6% in the prior-year quarter.

For the six months ended June 30, 2021, operating income increased by $2.7 million, or 4%, compared to the prior-year period, primarily driven by an improvement of $7.6 million within our Environmental Solutions Group, partially offset by a $2.8 million decrease in our Safety and Security Systems Group and a $2.1 million increase in Corporate expenses. Consolidated operating margin for the six months ended June 30, 2021 was 10.8%, compared to 11.4% in the prior-year period.

Income before income taxes for the three months ended June 30, 2021 increased by $10.2 million, or 37%, compared to the prior-year quarter. The increase resulted from the higher operating income, a $2.3 million decrease in other expense and a $0.7 million reduction in interest expense.

For the six months ended June 30, 2021, income before income taxes increased by $6.8 million, or 12%, compared to the prior-year period. The increase resulted from the higher operating income, a $3.0 million decrease in other expense and a $1.1 million reduction in interest expense.

Net income for the three months ended June 30, 2021 increased by $8.3 million compared to the prior-year quarter, largely due to the aforementioned increase in income before taxes, partially offset by a $1.9 million increase in income tax expense. For the six months ended June 30, 2021, net income increased by $7.1 million compared to the prior-year period, largely due to the aforementioned increase in income before taxes and a $0.3 million decrease in income tax expense. The effective tax rate for the three and six months ended June 30, 2021 was 21.2% and 20.0%, respectively. We currently expect our full-year effective tax rate to be approximately 23%.

Total orders for the three months ended June 30, 2021 were $360.5 million, an increase of $159.2 million, or 79%, as compared to the prior-year quarter. Our Environmental Solutions Group reported total orders of $299.7 million in the three months ended June 30, 2021, an increase of $142.0 million, or 90% in comparison to the prior-year quarter. Orders in the three months ended June 30, 2021 within our Safety and Security Systems Group were $60.8 million, an increase of $17.2 million, or 39%, compared to the prior-year quarter.

Total orders for the six months ended June 30, 2021 were $744.6 million, an increase of $239.4 million, or 47%, as compared to the prior-year period. Our Environmental Solutions Group reported total orders of $623.9 million in the first half of 2021, up $228.7 million, or 58% in comparison to the prior-year period. Orders in the six months ended June 30, 2021 within our Safety and Security Systems Group were $120.7 million, an increase of $10.7 million or 10%, compared to the prior-year period.

Our consolidated backlog at June 30, 2021 was $436.8 million, an improvement of $104.1 million, or 31%, compared to the prior-year quarter.

Results of Operations

The following table summarizes our Condensed Consolidated Statements of Operations and illustrates the key financial indicators used to assess our consolidated financial results:

	Three Months Ended June 30,			Six Months Ended June 30,		
($ in millions, except per share data)	**2021**	**2020**	**Change**	**2021**	**2020**	**Change**
Net sales	$ 334.7	$ 270.1	$ 64.6	$ 613.5	$ 556.2	$ 57.3
Cost of sales	253.1	199.8	53.3	463.1	411.1	52.0
Gross profit	81.6	70.3	11.3	150.4	145.1	5.3
Selling, engineering, general and administrative expenses	42.8	37.4	5.4	83.6	79.6	4.0
Acquisition and integration-related expenses	0.3	0.3	—	0.5	0.6	(0.1)
Restructuring	—	1.3	(1.3)	—	1.3	(1.3)
Operating income	38.5	31.3	7.2	66.3	63.6	2.7
Interest expense	1.1	1.8	(0.7)	2.2	3.3	(1.1)
Other (income) expense, net	(0.3)	2.0	(2.3)	(0.8)	2.2	(3.0)
Income before income taxes	37.7	27.5	10.2	64.9	58.1	6.8
Income tax expense	8.0	6.1	1.9	13.0	13.3	(0.3)
Net income	$ 29.7	$ 21.4	$ 8.3	$ 51.9	$ 44.8	$ 7.1
Operating data:						
Operating margin	11.5 %	11.6 %	(0.1)%	10.8 %	11.4 %	(0.6)%
Diluted earnings per share	$ 0.48	$ 0.35	$ 0.13	$ 0.84	$ 0.73	$ 0.11
Total orders	360.5	201.3	159.2	744.6	505.2	239.4
Backlog	436.8	332.7	104.1	436.8	332.7	104.1
Depreciation and amortization	12.6	11.1	1.5	24.8	21.9	2.9

Net sales

Net sales for the three months ended June 30, 2021 increased by $64.6 million, or 24%, compared to the prior-year quarter. The Environmental Solutions Group reported a net sales increase of $67.1 million, or 31%, primarily due to a $25.8 million improvement in aftermarket revenues, inclusive of an $8.3 million increase in used equipment sales, increases in sales of dump truck bodies, refuse trucks, safe-digging trucks, sewer cleaners and trailers of $11.8 million, $10.5 million, $4.4 million, $3.7 million and $3.1 million, respectively, and a $6.9 million favorable foreign currency translation impact. Within the Safety and Security Systems Group, net sales decreased by $2.5 million, or 4%, primarily due to reductions in sales of public safety equipment of $5.0 million, partially offset by a $1.8 million improvement in sales of industrial signaling equipment and a $1.3 million favorable foreign currency translation impact.

For the six months ended June 30, 2021, net sales increased by $57.3 million, or 10%, compared to the prior-year period. The Environmental Solutions Group reported a net sales increase of $62.2 million, or 14%, primarily due to a $28.9 million improvement in aftermarket revenues, inclusive of a $9.9 million increase in used equipment sales, increases in sales of dump truck bodies, sewer cleaners and refuse trucks of $15.5 million, $11.0 million and $7.3 million, respectively, and a $9.0 million favorable foreign currency translation impact. Partially offsetting these improvements were reductions in shipments of safe-digging trucks and street sweepers of $9.9 million and $8.5 million, respectively. Within the Safety and Security Systems Group, net sales decreased by $4.9 million, or 4%, primarily due to reductions in sales of public safety equipment and warning systems of $6.2 million and $1.6 million, respectively, partially offset by a $2.1 million favorable foreign currency translation impact.

Cost of sales

Cost of sales increased by $53.3 million, or 27%, for the three months ended June 30, 2021 compared to the prior-year quarter, largely due to an increase of $53.7 million, or 32%, within the Environmental Solutions Group, primarily related to increased sales volumes, inclusive of current-year acquisition effects, higher material costs, a $6.3 million unfavorable foreign currency translation impact and a $1.0 million increase in depreciation expense. Within the Safety and Security Systems Group, cost of sales decreased by $0.4 million, or 1%, primarily related to lower sales volumes, partially offset by a $1.0 million unfavorable foreign currency translation impact.

For the six months ended June 30, 2021, cost of sales increased by $52.0 million, or 13%, compared to the prior-year period, largely due to an increase of $53.6 million, or 16%, within the Environmental Solutions Group, primarily related to increased sales volumes, inclusive of current-year acquisition effects, higher material costs, an $8.5 million unfavorable foreign currency translation impact and a $2.1 million increase in depreciation expense. Within the Safety and Security Systems Group, cost of sales decreased by $1.6 million, or 2%, primarily related to lower sales volumes, partially offset by a $1.7 million unfavorable foreign currency translation impact.

Gross profit

Gross profit increased by $11.3 million, or 16%, for the three months ended June 30, 2021 compared to the prior-year quarter, due to an improvement of $13.4 million within the Environmental Solutions Group, partially offset by a reduction of $2.1 million within the Safety and Security Systems Group. Gross profit as a percentage of revenues ("gross profit margin") for the three months ended June 30, 2021 was 24.4%, compared to 26.0% in the prior-year quarter, primarily due to reductions in the Environmental Solutions Group and the Safety and Security Systems Group of 60 basis points and 210 basis points, respectively.

For the six months ended June 30, 2021, gross profit increased by $5.3 million, or 4%, compared to the prior-year period, due to an improvement of $8.6 million within the Environmental Solutions Group, partially offset by a reduction of $3.3 million within the Safety and Security Systems Group. Gross profit margin for the six months ended June 30, 2021 was 24.5%, compared to 26.1% in the prior-year period, primarily due to reductions in the Environmental Solutions Group and the Safety and Security Systems Group of 110 basis points and 140 basis points, respectively.

Selling, engineering, general and administrative expenses ("SEG&A")

SEG&A expenses for the three months ended June 30, 2021 increased by $5.4 million, or 14%, compared to the prior-year quarter, primarily due to increases within the Environmental Solutions Group and Safety and Security Systems Group of $4.2 million and $0.8 million, respectively. As a percentage of net sales, SEG&A expenses were 12.8% in the current-year quarter, down from 13.8% in the prior-year quarter.

For the six months ended June 30, 2021, SEG&A expenses increased by $4.0 million, or 5.0%, compared to the prior-year period, primarily due to increases within Corporate and the Environmental Solutions Group of $2.4 million and $1.8 million, respectively. As a percentage of net sales, SEG&A expenses were 13.6% in the current-year period, down from 14.3% in the prior-year period.

Operating income

Operating income for the three months ended June 30, 2021 increased by $7.2 million, or 23%, compared to the prior-year quarter, primarily driven by an improvement of $9.9 million within the Environmental Solutions Group, partially offset by a $2.6 million decrease in the Safety and Security Systems Group. Consolidated operating margin for the three months ended June 30, 2021 was 11.5%, compared to 11.6% in the prior-year quarter.

For the six months ended June 30, 2021, operating income increased by $2.7 million, or 4%, compared to the prior-year period, primarily driven by an improvement of $7.6 million within the Environmental Solutions Group, partially offset by a $2.8 million decrease in the Safety and Security Systems Group and a $2.1 million increase in Corporate expenses. Consolidated operating margin for the six months ended June 30, 2021 was 10.8%, compared to 11.4% in the prior-year period.

Interest expense

Interest expense for the three and six months ended June 30, 2021 decreased by $0.7 million and $1.1 million, respectively, in comparison to the corresponding periods in the prior year. The reductions in both periods were largely due to lower average debt levels.

Other (income) expense, net

For the three months ended June 30, 2021, other income of $0.3 million was realized, whereas in the prior-year quarter, other expense of $2.0 million was recognized. The decrease in other expense was primarily due to a $2.2 million reduction in charges associated with multi-employer pension plan withdrawals.

For the six months ended June 30, 2021, other income of $0.8 million was realized, whereas in the prior-year period, other expense of $2.2 million was recognized. The decrease in other expense was primarily due to a $2.2 million reduction in charges associated with multi-employer pension plan withdrawals, in addition to the recognition of $0.4 million more net periodic pension benefit in the current-year period and a $0.4 million increase in foreign currency transaction gains.

Income tax expense

The Company recognized income tax expense of $8.0 million and $6.1 million for the three months ended June 30, 2021 and 2020, respectively. The increase in tax expense in the current-year quarter was largely due to higher pre-tax income levels, partially offset by the recognition of $0.6 million more excess tax benefits from stock compensation activity compared to the prior-year quarter. The Company’s effective tax rate for the three months ended June 30, 2021 was 21.2%, compared to 22.2% in the prior-year quarter.

For the six months ended June 30, 2021 and 2020, the Company recognized income tax expense of $13.0 million and $13.3 million, respectively. The decrease in tax expense in the current-year period was largely due to the recognition of $1.7 million more excess tax benefits from stock compensation activity compared to the prior-year period, partially offset by higher pre-tax income levels. The Company’s effective tax rate for the six months ended June 30, 2021 was 20.0%, compared to 22.9% in the prior-year period.

Net income

Net income for the three months ended June 30, 2021 increased by $8.3 million compared to the prior-year quarter, largely due to the aforementioned improvement in operating income, the $2.3 million decrease in other expense and the $0.7 million reduction in interest expense, partially offset by the $1.9 million increase in income tax expense.

For the six months ended June 30, 2021, net income increased by $7.1 million compared to the prior-year period, largely due to the aforementioned improvement in operating income, the $3.0 million decrease in other expense, the $1.1 million reduction in interest expense and the $0.3 million decrease in income tax expense.

Environmental Solutions

The following table summarizes the Environmental Solutions Group’s operating results as of and for the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,			Six Months Ended June 30,		
($ in millions)	**2021**	**2020**	**Change**	**2021**	**2020**	**Change**
Net sales	$ 281.3	$ 214.2	$ 67.1	$ 509.4	$ 447.2	$ 62.2
Operating income	38.5	28.6	9.9	65.6	58.0	7.6
Operating data:						
Operating margin	13.7 %	13.4 %	0.3 %	12.9 %	13.0 %	(0.1)%
Total orders	$ 299.7	$ 157.7	$ 142.0	$ 623.9	$ 395.2	$ 228.7
Backlog	399.3	302.7	96.6	399.3	302.7	96.6
Depreciation and amortization	11.6	10.2	1.4	22.9	20.2	2.7

Three months ended June 30, 2021 vs. three months ended June 30, 2020

Total orders for the three months ended June 30, 2021 increased by $142.0 million, or 90%, compared to the prior-year quarter. U.S. orders increased by $126.0 million, or 104%, primarily due to improvements in orders for sewer cleaners, dump truck bodies, street sweepers, safe-digging trucks and industrial vacuum loaders of $37.4 million, $31.1 million, $20.8 million, $11.6 million and $4.4 million, respectively. Additionally, aftermarket demand increased by $11.2 million. Non-U.S. orders increased by $16.0 million, or 43%, primarily due to an $8.9 million improvement in aftermarket demand, a $5.0 million favorable foreign currency translation impact, as well as an increase in orders for refuse trucks and sewer cleaners of $3.2 million and $3.1 million, respectively. Partially offsetting these improvements was a $4.4 million reduction in orders for street sweepers.

Net sales for the three months ended June 30, 2021 increased by $67.1 million, or 31%, compared to the prior-year quarter. For the three months ended June 30, 2021, U.S. sales increased by $36.3 million, or 21%, largely due to a $14.7 million improvement in aftermarket revenues and increases in sales of dump truck bodies, sewer cleaners, safe-digging trucks and trailers of $10.2 million, $3.3 million, $3.3 million and $3.1 million, respectively. Non-U.S. sales increased by $30.8 million, or 78%, primarily due to an $11.1 million improvement in aftermarket revenues, a $10.5 million increase in sales of refuse trucks, and a $6.9 million favorable foreign currency translation impact.

Cost of sales for the three months ended June 30, 2021 increased by $53.7 million, or 32%, compared to the prior-year quarter, primarily due to increased sales volumes, inclusive of current-year acquisition effects, higher material costs, a $6.3 million unfavorable foreign currency translation impact and a $1.0 million increase in depreciation expense. Gross profit margin for the three months ended June 30, 2021 was 22.1%, compared to 22.7% in the prior-year quarter, with the impact of higher material costs being partially offset by pricing actions and a more favorable sales mix, associated with the increase in aftermarket demand.

SEG&A expenses for the three months ended June 30, 2021 increased by $4.2 million, or 22%, compared to the prior-year quarter, primarily due to the addition of costs from current-year acquisitions, inclusive of a $0.4 million increase in amortization expense, as well as increases in employee-related costs and travel expenses in comparison to the prior-year quarter, which included a number of cost-savings actions implemented in response to the COVID-19 pandemic. As a percentage of net sales, SEG&A expenses decreased from 9.0% in the prior-year quarter, to 8.4% in the current-year quarter.

Operating income for the three months ended June 30, 2021 increased by $9.9 million, or 35%, compared to the prior-year quarter, largely due to a $13.4 million improvement in gross profit and a $0.7 million reduction in restructuring charges, partially offset by a $4.2 million increase in SEG&A expenses.

Six months ended June 30, 2021 vs. six months ended June 30, 2020

Total orders for the six months ended June 30, 2021 increased by $228.7 million, or 58%, compared to the prior-year period. U.S. orders increased by $191.0 million, or 60%, primarily due to improvements in orders for sewer cleaners, dump truck bodies, street sweepers, industrial vacuum loaders, safe-digging trucks and trailers of $45.2 million, $42.8 million, $22.8 million, $12.0 million, $8.4 million and $4.9 million, respectively, as well as the inclusion of $20.9 million of backlog acquired in connection with the acquisition of OSW Equipment & Repair, LLC ("OSW") and an increase in aftermarket demand of $17.2 million. Non-U.S. orders increased by $37.7 million, or 48%, primarily due to a $17.6 million improvement in aftermarket demand, increases in orders for sewer cleaners, dump truck bodies and industrial vacuum loaders of $6.0 million, $3.4 million and $3.4 million, respectively, and an $8.0 million favorable foreign currency translation impact. In addition, the OSW transaction resulted in the inclusion of $2.9 million of backlog acquired. Partially offsetting these improvements was a $5.2 million reduction in orders for street sweepers.

Net sales for the six months ended June 30, 2021 increased by $62.2 million, or 14%, compared to the prior-year period. U.S. sales increased by $26.4 million, or 7%, largely due to a $13.7 million increase in aftermarket revenues and increases in sales of dump truck bodies, sewer cleaners and trailers of $13.1 million, $8.9 million and $3.1 million, partially offset by reductions in shipments of safe-digging trucks and street sweepers of $10.6 million and $4.4 million, respectively. Non-U.S. sales increased by $35.8 million, or 45%, primarily due to a $15.2 million improvement in aftermarket revenues, an $8.0 million increase in sales of refuse trucks and a $9.0 million favorable foreign currency translation impact.

Cost of sales for the six months ended June 30, 2021 increased by $53.6 million, or 16%, compared to the prior-year period, primarily due to increased sales volumes, inclusive of current-year acquisition effects, higher material costs, an $8.5 million unfavorable foreign currency translation impact and a $2.1 million increase in depreciation expense. Including these factors, gross profit margin for the six months ended June 30, 2021 was 22.0%, compared to 23.1% in the prior-year period.

SEG&A expenses for the six months ended June 30, 2021 increased by $1.8 million, or 4%, compared to the prior-year period, primarily due to the addition of costs from current-year acquisitions, inclusive of a $0.6 million increase in amortization expense, as well as increases in employee-related costs and travel expenses in comparison to the prior-year period, which included a number of cost-savings actions implemented in response to the COVID-19 pandemic. As a percentage of net sales, SEG&A expenses decreased from 10.0% in the prior-year period, to 9.1% in the current-year period.

Operating income for the six months ended June 30, 2021 increased by $7.6 million, or 13%, compared to the prior-year period, largely due to a $8.6 million improvement in gross profit and reductions in restructuring and acquisition-related expenses of $0.7 million and $0.1 million, respectively, partially offset by a $1.8 million increase in SEG&A expenses.

Backlog was $399.3 million at June 30, 2021, compared to $302.7 million at June 30, 2020.

Safety and Security Systems

The following table summarizes the Safety and Security Systems Group's operating results as of and for the three and six months ended June 30, 2021 and 2020:

($ in millions)	Three Months Ended June 30, 2021	2020	Change	Six Months Ended June 30, 2021	2020	Change
Net sales	$ 53.4	$ 55.9	$ (2.5)	$ 104.1	$ 109.0	$ (4.9)
Operating income	7.8	10.4	(2.6)	15.0	17.8	(2.8)
Operating data:						
Operating margin	14.6 %	18.6 %	(4.0)%	14.4 %	16.3 %	(1.9)%
Total orders	$ 60.8	$ 43.6	$ 17.2	$ 120.7	$ 110.0	$ 10.7
Backlog	37.5	30.0	7.5	37.5	30.0	7.5
Depreciation and amortization	0.9	0.9	—	1.8	1.7	0.1

Three months ended June 30, 2021 vs. three months ended June 30, 2020

Total orders for the three months ended June 30, 2021 increased by $17.2 million, or 39%, compared with the prior-year quarter. U.S. orders increased by $6.3 million, primarily driven by improvements in orders for public safety equipment and industrial signaling equipment of $5.7 million and $2.2 million, respectively, partially offset by a $1.6 million reduction in orders for warning systems. Non-U.S. orders increased by $10.9 million, largely due to improvements in orders for public safety equipment and industrial signaling equipment of $8.1 million and $2.0 million, respectively, as well as a $1.8 million favorable foreign currency translation impact.

Net sales for the three months ended June 30, 2021 decreased by $2.5 million, or 4%, compared to the prior-year quarter. U.S. sales increased by $2.4 million, primarily driven by improvements in sales of industrial signaling equipment and public safety equipment of $1.6 million and $1.4 million, respectively. Non-U.S. sales decreased by $4.9 million, largely due to a $6.4 million reduction in sales of public safety equipment associated with the timing of a large fleet shipment in the prior-year quarter, partially offset by a $1.3 million favorable foreign currency translation impact.

Cost of sales for the three months ended June 30, 2021 decreased by $0.4 million, or 1%, compared to the prior-year quarter, primarily related to lower sales volumes, partially offset by a $1.0 million unfavorable foreign currency translation impact. Gross profit margin for the three months ended June 30, 2021 was 36.5%, compared to 38.6% in the prior-year quarter, with the decrease primarily attributable to unfavorable sales mix and the impact of higher material and freight costs.

SEG&A expenses for the three months ended June 30, 2021 increased by $0.8 million, or 7%, compared to the prior-year quarter, primarily due to increases in employee-related costs and travel expenses in comparison to the prior-year quarter, which included a number of cost-savings actions implemented in response to the COVID-19 pandemic. As a percentage of net sales, SEG&A expenses increased from 19.5% in the prior-year quarter, to 21.9% in the current-year quarter.

Operating income for the three months ended June 30, 2021 decreased by $2.6 million, or 25%, compared to the prior-year quarter, primarily due to a $2.1 million reduction in gross profit and the $0.8 million increase in SEG&A expenses, partially offset by $0.3 million of restructuring expenses recognized in the prior-year quarter.

Six months ended June 30, 2021 vs. six months ended June 30, 2020

Total orders for the six months ended June 30, 2021 increased by $10.7 million, or 10%, compared with the prior-year period. U.S. orders increased by $8.7 million, primarily driven by improvements in orders for public safety equipment and industrial signaling equipment of $6.3 million and $4.1 million, respectively, partially offset by a $1.7 million reduction in orders for warning systems. Non-U.S. orders increased by $2.0 million, largely due to a $1.8 million improvement in orders for industrial signaling equipment and a $2.8 million favorable foreign currency translation impact, partially offset by a $2.3 million reduction in orders for warning systems.

Net sales for the six months ended June 30, 2021 decreased by $4.9 million, or 4%, compared with the prior-year period. U.S. sales increased by $1.1 million, primarily driven by improvements in sales of public safety equipment and industrial signaling equipment of $1.4 million and $1.1 million, respectively, partially offset by a $1.4 million reduction in sales of warning systems. Non-U.S. sales decreased by $6.0 million, largely due to a $7.6 million reduction in sales of public safety equipment associated with the timing of a large fleet shipment in the prior-year period, partially offset by a $2.1 million favorable foreign currency translation impact.

Cost of sales for the six months ended June 30, 2021 decreased by $1.6 million, or 2%, compared with the prior-year period, primarily related to lower sales volumes, partially offset by a $1.7 million unfavorable foreign currency translation impact. Gross profit margin for the six months ended June 30, 2021 was 36.8%, compared to 38.2% in the prior-year period, with the decrease primarily attributable to unfavorable sales mix and the impact of higher material and freight costs.

SEG&A expenses for the six months ended June 30, 2021 decreased by $0.2 million, or 1%, compared with the prior-year period, primarily due to increases in employee-related costs and travel expenses in comparison to the prior-year period, which included a number of cost-savings actions implemented in response to the COVID-19 pandemic. As a percentage of net sales, SEG&A expenses increased from 21.6% in the prior-year period, to 22.4% in the current-year period.

Operating income for the six months ended June 30, 2021 decreased by $2.8 million, or 16%, compared to the prior-year period, primarily due to a $3.3 million reduction in gross profit, partially offset by $0.3 million of restructuring expenses recognized in the prior-year period and the $0.2 million reduction in SEG&A expenses.

Backlog was $37.5 million at June 30, 2021, compared to $30.0 million at June 30, 2020.

Corporate Expenses

Corporate operating expenses for the three months ended June 30, 2021 were $7.8 million, compared to $7.7 million in the prior-year quarter.

Corporate operating expenses for the six months ended June 30, 2021 were $14.3 million, up from $12.2 million in the prior-year period, with the increase primarily due to higher post-employment expenses.

Seasonality of Company's Business

Certain of the Company's businesses are susceptible to the influences of seasonal factors, including buying patterns, delivery patterns and productivity influences from holiday periods and weather. In general, the Company tends to have lower equipment sales in the first calendar quarter of each year compared to other quarters as a result of these factors. In addition, rental income and parts sales are generally higher in the second and third quarters of the year, because many of the Company's products are used for maintenance activities in North America, where usage is typically lower during periods of harsher weather conditions.

Financial Condition, Liquidity and Capital Resources

The Company uses its cash flow from operations to fund growth and to make capital investments that sustain its operations, reduce costs, or both. Beyond these uses, remaining cash is used to pay down debt, repurchase shares, fund dividend payments and make pension contributions. The Company may also choose to invest in the acquisition of businesses. In the absence of significant unanticipated cash demands, we believe that the Company's existing cash balances, cash flow from operations and borrowings available under the 2019 Credit Agreement will provide funds sufficient for these purposes. As of June 30, 2021, there was $221.3 million of cash drawn and $10.3 million of undrawn letters of credit under the 2019 Credit Agreement, with $268.4 million of availability for borrowings. The net cash flows associated with the Company's rental equipment transactions are included in cash flow from operating activities.

The Company's cash and cash equivalents totaled $54.5 million and $81.7 million as of June 30, 2021 and December 31, 2020, respectively. As of June 30, 2021, $22.9 million of cash and cash equivalents was held by foreign subsidiaries. Cash and cash equivalents held by subsidiaries outside the U.S. typically are held in the currency of the country in which it is located. The Company uses this cash to fund the operating activities of its foreign subsidiaries and for further investment in foreign operations. Generally, the Company has considered such cash to be permanently reinvested in its foreign operations and the Company's current plans do not demonstrate a need to repatriate such cash to fund U.S. operations. However, in the event that these funds are needed to fund U.S. operations or to satisfy U.S. obligations, they generally could be repatriated. The repatriation of these funds may cause the Company to incur additional U.S. income tax expense, dependent on income tax laws and other circumstances at the time any such amounts are repatriated.

Net cash of $39.3 million was provided by operating activities in the six months ended June 30, 2021, compared to $65.0 million in the prior-year period, with the year-over-year change primarily due to higher tax payments as a result of tax planning initiatives, increased taxable income and differences in the timing of certain payments, with the prior-year period benefiting from the deferral of $3.3 million in federal income tax payments and $2.3 million in payroll tax payments under the Coronavirus Aid, Relief, and Economic Security Act. Other factors contributing to the year-over-year change include working capital timing differences, higher rental fleet investment and a $2.0 million increase in pension contributions in comparison to the prior-year period.

Net cash of $61.3 million was used for investing activities in the six months ended June 30, 2021, compared to $21.2 million in the prior-year period. During the six months ended June 30, 2021, the Company paid initial consideration of $53.5 million to acquire OSW. Capital expenditures in the six months ended June 30, 2021 and 2020 were $9.3 million and $16.3 million, respectively. During the six months ended June 30, 2020, the Company also paid $6.2 million to acquire certain assets and operations of Public Works Equipment and Supply, Inc. and received $0.8 million as part of the finalization of certain post-closing adjustments in connection with the acquisition of MRL.

Net cash of $5.0 million was used for financing activities in the six months ended June 30, 2021, compared with $1.5 million in the prior-year period. In the six months ended June 30, 2021, the Company borrowed $10.0 million against its revolving credit facility, primarily to fund the acquisition of OSW, and received $3.8 million from stock option exercises. The Company also funded cash dividends of $11.0 million, and redeemed $7.7 million of stock in order to remit funds to tax authorities to satisfy employees' tax withholdings following the vesting of stock-based compensation and the exercise of stock options. In the six months ended June 30, 2020, the Company borrowed $27.7 million against its revolving credit facility, funded share repurchases and cash dividends of $13.5 million and $9.7 million, respectively, and redeemed $6.6 million of stock in order to remit funds to tax authorities to satisfy employees' tax withholdings following the vesting of stock-based compensation and the exercise of stock options.

The Company is subject to certain net leverage ratio and interest coverage ratio financial covenants under the 2019 Credit Agreement that are to be measured at each fiscal quarter-end. The Company was in compliance with all such covenants as of June 30, 2021.

The Company anticipates that capital expenditures for 2021, including investments associated with certain ongoing plant expansions, will be in the range of $20 million to $25 million.

Contractual Obligations and Off-Balance Sheet Arrangements

During the six months ended June 30, 2021, there have been no material changes in the Company's contractual obligations and off-balance sheet arrangements as described in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

Item 3. ***Quantitative and Qualitative Disclosures about Market Risk.***

See Item 7A, *Quantitative and Qualitative Disclosures about Market Risk*, of the Company's Annual Report on Form 10-K for the year ended December 31, 2020. During the six months ended June 30, 2021, there have been no significant changes in our exposure to market risk.

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

As required by Rule 13a-15 under the Exchange Act, the Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) as of June 30, 2021. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2021.

As a matter of practice, the Company's management continues to review and document internal control and procedures for financial reporting. From time to time, the Company may make changes aimed at enhancing the effectiveness of the controls and ensuring that the systems evolve with the business. SEC guidance permits management to omit an assessment of internal control over financial reporting for an acquired business from management's assessment of internal control over financial reporting for a period not to exceed one year from the date of the acquisition. During the six months ended June 30, 2021, the Company completed the acquisition of OSW. As of June 30, 2021, management has not yet fully assessed OSW's internal control over financial reporting. Excluding the acquisition of OSW, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting during the three months ended June 30, 2021.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings.*

The information set forth under the heading "Legal Proceedings" in Note 9 – Commitments and Contingencies to the accompanying condensed consolidated financial statements as included in Part I of this Form 10-Q is incorporated herein by reference.

Item 1A. *Risk Factors.*

There have been no material changes in the Company's risk factors as described in Item 1A, *Risk Factors*, of the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

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

The following table provides a summary of the Company's repurchase activity for its common stock during the three months ended June 30, 2021:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs [(a) (b)]
April 2021 (4/4/21 – 5/8/21)	—	$ —	—	$ 90,524,049
May 2021 (5/9/21 – 6/5/21)	—	—	—	90,524,049
June 2021 (6/6/21 – 7/3/21)	5,000	38.6350	5,000	90,330,874

(a) On November 4, 2014, the Board authorized a stock repurchase program of up to $75.0 million of the Company's common stock.

(b) On March 13, 2020, the Board authorized an additional stock repurchase program of up to $75.0 million of the Company's common stock. This program supplements the November 2014 stock repurchase program, which remains in effect.

Item 3. *Defaults upon Senior Securities.*

None.

Item 4. *Mine Safety Disclosures.*

Not applicable.

Item 5. *Other Information.*

On July 29, 2021, the Company issued a press release announcing its financial results for the three and six months ended June 30, 2021. The presentation slides for the second quarter 2021 earnings call were also posted on the Company's website at that time. The full text of the second quarter financial results press release and earnings presentation are attached hereto as Exhibits 99.1 and 99.2, respectively, to this Form 10-Q.

Item 6. ***Exhibits.***

3.1	Restated Certificate of Incorporation of the Company. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed April 30, 2010.
3.2	Amended and Restated By-laws of the Company. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed February 9, 2016.
31.1	CEO Certification under Section 302 of the Sarbanes-Oxley Act.
31.2	CFO Certification under Section 302 of the Sarbanes-Oxley Act.
32.1	CEO Certification of Periodic Report under Section 906 of the Sarbanes-Oxley Act.
32.2	CFO Certification of Periodic Report under Section 906 of the Sarbanes-Oxley Act.
99.1	Second Quarter Financial Results Press Release, Dated July 29, 2021.
99.2	Second Quarter Earnings Call Presentation Slides.
101.INS	XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

SIGNATURE

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Federal Signal Corporation

Date: July 29, 2021

/s/ Ian A. Hudson

Ian A. Hudson

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 99.1

FEDERAL SIGNAL
Moves. Cleans. Protects.

1415 West 22nd Street
Oak Brook, Illinois 60523
630.954.2000
federalsignal.com

FOR IMMEDIATE RELEASE

Federal Signal Raises Full-Year Outlook After Reporting 79% Increase in Orders and Record Backlog in Strong Second Quarter; Expecting Long-Term Benefits From Infrastructure Legislation

Oak Brook, Illinois, July 29, 2021 — Federal Signal Corporation (NYSE:FSS) (the "Company"), a leader in environmental and safety solutions, today reported results for the second quarter ended June 30, 2021.

Second Quarter Highlights

- Net sales of $335 million, up $65 million, or 24%, from last year
- Operating income of $38.5 million, up $7.2 million, or 23%, from last year
- GAAP EPS of $0.48, up $0.13, or 37%, from last year
- Adjusted EPS of $0.50, up $0.08, or 19%, from last year
- Orders of $361 million, up $159 million, or 79%, from last year
- Record backlog of $437 million, up $133 million, or 44%, from the end of last year
- Raising full-year outlook to a new range of $1.78 to $1.90, from the prior range of $1.73 to $1.85

Consolidated net sales for the second quarter were $335 million, up $65 million, or 24%, compared to the prior-year quarter. Net income for the second quarter was $29.7 million, equal to $0.48 per diluted share, compared to $21.4 million, equal to $0.35 per diluted share, in the prior-year quarter.

The Company also reported adjusted net income for the second quarter of $30.6 million, equal to $0.50 per diluted share, compared to $25.8 million, or $0.42 per diluted share, in the prior-year quarter. The Company is reporting adjusted results to facilitate comparisons of underlying performance on a year-over-year basis. A reconciliation of these and other non-GAAP measures is provided at the conclusion of this news release.

Strong Operational Performance Despite Ongoing Supply Chain Disruption

"We delivered another strong quarter, with operating results exceeding our expectations, despite ongoing supply chain disruption associated with the global shortage in semiconductors," commented Jennifer L. Sherman, President and Chief Executive Officer. "Thanks to the proactive actions taken by our teams, we were able to respond to customer demand by delivering more units than we had anticipated. Aftermarket demand during the quarter was also higher than expected, which helped to partially offset the effects of higher material costs."

In the Environmental Solutions Group, net sales for the second quarter were $281 million, up $67 million, or 31%, compared to the prior-year quarter. In the Safety and Security Systems Group, net sales were $53 million, compared to $56 million in the prior-year quarter.

Consolidated operating income for the second quarter was $38.5 million, up $7.2 million, or 23%, compared to the prior-year quarter. Consolidated operating margin for the second quarter was 11.5%, compared to 11.6% in the prior-year quarter.

Consolidated adjusted earnings before interest, tax, depreciation and amortization ("adjusted EBITDA") for the second quarter was $51.9 million, up $6.5 million, or 14%, compared to the prior-year quarter, and consolidated adjusted EBITDA margin was 15.5%, compared to 16.8% last year.

In the Environmental Solutions Group, adjusted EBITDA for the second quarter was $50.6 million, up $9.7 million, or 24%, compared to the prior-year quarter, and its adjusted EBITDA margin was 18.0%, compared to 19.1% last year. In the Safety and Security Systems Group, adjusted EBITDA for the second quarter was $8.7 million, compared to $11.7 million in the prior-year quarter, and its adjusted EBITDA margin was 16.3%, compared to 20.9% last year.

Consolidated orders for the second quarter were $361 million, up $159 million, or 79%, compared to the prior-year quarter. Consolidated backlog at June 30, 2021 was $437 million, a new record for the Company, and up $133 million, or 44%, from the end of last year.

Financial Position Remains Strong, Providing Flexibility to Invest in Organic Growth, Fund M&A and Return Cash to Stockholders

Net cash of $13 million was provided by operating activities during the second quarter, bringing the total year-to-date operating cash generation to $39 million.

At June 30, 2021, consolidated debt was $224 million, total cash and cash equivalents were $55 million and the Company had $268 million of availability for borrowings under its revolving credit facility.

"Our cash flow so far this year has been strong. During the quarter, we elected to accelerate the timing of certain tax payments in connection with ongoing tax strategies," said Sherman. "With our current financial position, we have significant flexibility to pursue strategic acquisitions, invest in organic growth initiatives, and return cash to stockholders through dividends and opportunistic share repurchases."

The Company funded dividends of $5.5 million during the second quarter, reflecting an increased dividend of $0.09 per share, and the Board of Directors recently declared a similar dividend that will be payable in the third quarter.

Outlook

"Demand for our products continues to be high, with our second quarter order intake up 79% compared to the prior year, resulting in a backlog entering the second half of the year which is at a record level," noted Sherman. "The strength of our second quarter earnings, our record backlog and improving aftermarket demand in North America gives us increased confidence in the year. Assuming no significant delays in our receipt of chassis from our suppliers, we are increasing our adjusted EPS* outlook for the year to a new range of $1.78 to $1.90, from the prior range of $1.73 to $1.85. We are also encouraged by the long-term opportunities that infrastructure legislation would create for almost all of our businesses. With our recent capacity expansions, we would be well positioned to meet the associated increase in demand for our products."

CONFERENCE CALL

Federal Signal will host its second quarter conference call on Thursday, July 29, 2021 at 10:00 a.m. Eastern Time. The call will last approximately one hour. The call may be accessed over the internet through Federal Signal's website at www.federalsignal.com or by dialing phone number 1-855-327-6837 and entering the pin number 10015761. A replay will be available on Federal Signal's website shortly after the call.

About Federal Signal

Federal Signal Corporation (NYSE: FSS) builds and delivers equipment of unmatched quality that moves material, cleans infrastructure, and protects the communities where we work and live. Founded in 1901, Federal Signal is a leading global designer, manufacturer and supplier of products and total solutions that serve municipal, governmental, industrial and commercial customers. Headquartered in Oak Brook, Ill., with manufacturing facilities worldwide, the Company operates two groups: Environmental Solutions and Safety and Security Systems. For more information on Federal Signal, visit: www.federalsignal.com.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

This release contains unaudited financial information and various forward-looking statements as of the date hereof and we undertake no obligation to update these forward-looking statements regardless of new developments or otherwise. Statements in this release that are not historical are forward-looking statements. Such statements are subject to various risks and uncertainties that could cause actual results to vary materially from those stated. Such risks and uncertainties include but are not limited to: direct and indirect impacts of the coronavirus pandemic and the associated government response, economic conditions in various regions, product and price competition, supply chain disruptions, work stoppages, availability and pricing of raw materials, risks associated with acquisitions such as integration of operations and achieving anticipated revenue and cost benefits, foreign currency exchange rate changes, interest rate changes, increased legal expenses and litigation results, legal and regulatory developments and other risks and uncertainties described in filings with the Securities and Exchange Commission.

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* Adjusted earnings per share ("EPS") is a non-GAAP measure, which includes certain adjustments to reported GAAP net income and diluted EPS. When reporting adjusted EPS in 2021, we have made, and would expect to continue to make, certain adjustments to exclude the impact of acquisition and integration-related expenses, pension-related charges, coronavirus-related expenses and purchase accounting effects, where applicable. In prior years, we have also made adjustments to GAAP net income and diluted EPS for restructuring activity, hearing loss settlement charges and special tax items. Should any similar items occur in 2021, we would also expect to exclude them from the determination of adjusted EPS. However, because of the underlying uncertainty in quantifying amounts which may not yet be known, a reconciliation of our Adjusted EPS outlook to the most applicable GAAP measure is excluded based on the unreasonable efforts exception in Item 10(e)(1)(i)(B).

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(in millions, except per share data)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Net sales	$ 334.7	$ 270.1	$ 613.5	$ 556.2
Cost of sales	253.1	199.8	463.1	411.1
Gross profit	81.6	70.3	150.4	145.1
Selling, engineering, general and administrative expenses	42.8	37.4	83.6	79.6
Acquisition and integration-related expenses	0.3	0.3	0.5	0.6
Restructuring	—	1.3	—	1.3
Operating income	38.5	31.3	66.3	63.6
Interest expense	1.1	1.8	2.2	3.3
Other (income) expense, net	(0.3)	2.0	(0.8)	2.2
Income before income taxes	37.7	27.5	64.9	58.1
Income tax expense	8.0	6.1	13.0	13.3
Net income	$ 29.7	$ 21.4	$ 51.9	$ 44.8
Earnings per share:				
Basic	$ 0.49	$ 0.36	$ 0.85	$ 0.74
Diluted	$ 0.48	$ 0.35	$ 0.84	$ 0.73
Weighted average common shares outstanding:				
Basic	60.9	60.1	60.8	60.3
Diluted	61.8	61.3	61.8	61.6
Cash dividends declared per common share	$ 0.09	$ 0.08	$ 0.18	$ 0.16
Operating data:				
Operating margin	11.5 %	11.6 %	10.8 %	11.4 %
Adjusted EBITDA	$ 51.9	$ 45.4	$ 93.1	$ 89.3
Adjusted EBITDA margin	15.5 %	16.8 %	15.2 %	16.1 %
Total orders	$ 360.5	$ 201.3	$ 744.6	$ 505.2
Backlog	436.8	332.7	436.8	332.7
Depreciation and amortization	12.6	11.1	24.8	21.9

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions, except per share data)	June 30, 2021 (Unaudited)	December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 54.5	$ 81.7
Accounts receivable, net of allowances for doubtful accounts of $2.8 and $2.9, respectively	148.0	127.0
Inventories	203.9	185.0
Prepaid expenses and other current assets	21.8	11.8
Total current assets	428.2	405.5
Properties and equipment, net of accumulated depreciation of $144.2 and $136.2, respectively	112.8	106.9
Rental equipment, net of accumulated depreciation of $42.8 and $43.5, respectively	119.1	113.3
Operating lease right-of-use assets	32.0	21.9
Goodwill	407.6	394.2
Intangible assets, net of accumulated amortization of $37.2 and $31.9, respectively	176.1	153.5
Deferred tax assets	8.6	9.5
Deferred charges and other long-term assets	4.8	3.8
Long-term assets of discontinued operations	0.2	0.2
Total assets	$ 1,289.4	$ 1,208.8
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term borrowings and finance lease obligations	$ 0.6	$ 0.2
Accounts payable	70.5	51.6
Customer deposits	16.0	13.3
Accrued liabilities:		
Compensation and withholding taxes	27.5	30.3
Current operating lease liabilities	10.0	8.2
Other current liabilities	46.2	44.7
Current liabilities of discontinued operations	0.1	0.1
Total current liabilities	170.9	148.4
Long-term borrowings and finance lease obligations	223.0	209.8
Long-term operating lease liabilities	23.8	15.5
Long-term pension and other postretirement benefit liabilities	51.2	54.0
Deferred tax liabilities	53.7	53.7
Other long-term liabilities	20.0	24.5
Long-term liabilities of discontinued operations	0.8	0.8
Total liabilities	543.4	506.7
Stockholders' equity:		
Common stock, $1 par value per share, 90.0 shares authorized, 68.7 and 67.8 shares issued, respectively	68.7	67.8
Capital in excess of par value	249.6	240.8
Retained earnings	645.9	605.0
Treasury stock, at cost, 7.5 and 7.3 shares, respectively	(129.8)	(119.8)
Accumulated other comprehensive loss	(88.4)	(91.7)
Total stockholders' equity	746.0	702.1
Total liabilities and stockholders' equity	$ 1,289.4	$ 1,208.8

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Six Months Ended June 30,	
(in millions)	**2021**	**2020**
Operating activities:		
Net income	$ 51.9	$ 44.8
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	24.8	21.9
Stock-based compensation expense	3.8	3.9
Deferred income taxes	—	6.0
Changes in operating assets and liabilities	(41.2)	(11.6)
Net cash provided by operating activities	39.3	65.0
Investing activities:		
Purchases of properties and equipment	(9.3)	(16.3)
Payments for acquisition-related activity, net of cash acquired	(52.2)	(6.2)
Proceeds from acquisition-related activity	—	0.8
Other, net	0.2	0.5
Net cash used for investing activities	(61.3)	(21.2)
Financing activities:		
Increase in revolving lines of credit, net	10.0	27.7
Purchases of treasury stock	(0.2)	(13.5)
Redemptions of common stock to satisfy withholding taxes related to stock-based compensation	(7.7)	(6.6)
Cash dividends paid to stockholders	(11.0)	(9.7)
Proceeds from stock-based compensation activity	3.8	0.5
Other, net	0.1	0.1
Net cash used for financing activities	(5.0)	(1.5)
Effects of foreign exchange rate changes on cash and cash equivalents	(0.2)	(0.3)
(Decrease) increase in cash and cash equivalents	(27.2)	42.0
Cash and cash equivalents at beginning of year	81.7	31.6
Cash and cash equivalents at end of period	$ 54.5	$ 73.6

FEDERAL SIGNAL CORPORATION AND SUBSIDIARIES

GROUP RESULTS (Unaudited)

The following tables summarize group operating results as of and for the three and six months ended June 30, 2021 and 2020:

Environmental Solutions Group

	Three Months Ended June 30,			Six Months Ended June 30,		
($ in millions)	2021	2020	Change	2021	2020	Change
Net sales	$ 281.3	$ 214.2	$ 67.1	$ 509.4	$ 447.2	$ 62.2
Operating income	38.5	28.6	9.9	65.6	58.0	7.6
Adjusted EBITDA	50.6	40.9	9.7	89.9	80.9	9.0
Operating data:						
Operating margin	13.7 %	13.4 %	0.3 %	12.9 %	13.0 %	(0.1)%
Adjusted EBITDA margin	18.0 %	19.1 %	(1.1)%	17.6 %	18.1 %	(0.5)%
Total orders	$ 299.7	$ 157.7	$ 142.0	$ 623.9	$ 395.2	$ 228.7
Backlog	399.3	302.7	96.6	399.3	302.7	96.6
Depreciation and amortization	11.6	10.2	1.4	22.9	20.2	2.7

Safety and Security Systems Group

	Three Months Ended June 30,			Six Months Ended June 30,		
($ in millions)	2021	2020	Change	2021	2020	Change
Net sales	$ 53.4	$ 55.9	$ (2.5)	$ 104.1	$ 109.0	$ (4.9)
Operating income	7.8	10.4	(2.6)	15.0	17.8	(2.8)
Adjusted EBITDA	8.7	11.7	(3.0)	16.9	19.9	(3.0)
Operating data:						
Operating margin	14.6 %	18.6 %	(4.0)%	14.4 %	16.3 %	(1.9)%
Adjusted EBITDA margin	16.3 %	20.9 %	(4.6)%	16.2 %	18.3 %	(2.1)%
Total orders	$ 60.8	$ 43.6	$ 17.2	$ 120.7	$ 110.0	$ 10.7
Backlog	37.5	30.0	7.5	37.5	30.0	7.5
Depreciation and amortization	0.9	0.9	—	1.8	1.7	0.1

Corporate Expenses

Corporate operating expenses were $7.8 million and $7.7 million for the three months ended June 30, 2021 and 2020, respectively. For the six months ended June 30, 2021 and 2020, corporate operating expenses were $14.3 million and $12.2 million, respectively.

SEC REGULATION G NON-GAAP RECONCILIATION

The financial measures presented below are unaudited and are not in accordance with U.S. generally accepted accounting principles ("GAAP"). The non-GAAP financial information presented herein should be considered supplemental to, and not a substitute for, or superior to, financial measures calculated in accordance with GAAP. The Company has provided this supplemental information to investors, analysts, and other interested parties to enable them to perform additional analyses of operating results, to illustrate the results of operations giving effect to the non-GAAP adjustments shown in the reconciliations below, and to provide an additional measure of performance which management considers in operating the business.

Adjusted Net Income and Earnings Per Share ("EPS"):

The Company believes that modifying its 2021 and 2020 net income and diluted EPS provides additional measures which are representative of the Company's underlying performance and improves the comparability of results across reporting periods. During the three and six months ended June 30, 2021 and 2020 adjustments were made to reported GAAP net income and diluted EPS to exclude the impact of acquisition and integration-related expenses, pension-related charges, restructuring activity, coronavirus-related expenses and purchase accounting effects, where applicable.

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	**2021**	**2020**	**2021**	**2020**
Net income, as reported	$ 29.7	$ 21.4	$ 51.9	$ 44.8
Add:				
Income tax expense	8.0	6.1	13.0	13.3
Income before income taxes	37.7	27.5	64.9	58.1
Add:				
Acquisition and integration-related expenses	0.3	0.3	0.5	0.6
Pension-related charges (a)	0.3	2.5	0.3	2.5
Restructuring	—	1.3	—	1.3
Coronavirus-related expenses (b)	0.3	1.4	1.2	1.8
Purchase accounting effects (c)	0.3	0.1	0.4	0.3
Adjusted income before income taxes	38.9	33.1	67.3	64.6
Adjusted income tax expense (d)	(8.3)	(7.3)	(13.5)	(14.7)
Adjusted net income	$ 30.6	$ 25.8	$ 53.8	$ 49.9

	Three Months Ended June 30,		Six Months Ended June 30,	
(dollars per diluted share)	**2021**	**2020**	**2021**	**2020**
EPS, as reported	$ 0.48	$ 0.35	$ 0.84	$ 0.73
Add:				
Income tax expense	0.13	0.10	0.21	0.22
Income before income taxes	0.61	0.45	1.05	0.95
Add:				
Acquisition and integration-related expenses	0.01	0.01	0.01	0.01
Pension-related charges (a)	0.00	0.04	0.00	0.04
Restructuring	—	0.02	—	0.02
Coronavirus-related expenses (b)	0.00	0.02	0.02	0.03
Purchase accounting effects (c)	0.01	0.00	0.01	0.00
Adjusted income before income taxes	0.63	0.54	1.09	1.05
Adjusted income tax expense (d)	(0.13)	(0.12)	(0.22)	(0.24)
Adjusted EPS	$ 0.50	$ 0.42	$ 0.87	$ 0.81

(a) Pension-related charges in the three and six months ended June 30, 2021 and 2020 relate to charges incurred in connection with multi-employer pension plan withdrawals. Such charges are included as a component of Other (income) expense, net on the Condensed Consolidated Statement of Operations.

(b) Coronavirus-related expenses in the three and six months ended June 30, 2021 and 2020 include direct expenses incurred as a result of the coronavirus pandemic, that are incremental to, and separable from, normal operations. These expenses primarily related to the Company's employee wellness initiatives, including incremental paid time off and reimbursement for certain coronavirus-related expenses.

(c) Purchase accounting effects relate to adjustments to exclude the step-up in the valuation of acquired JJE equipment that was sold subsequent to the acquisition in the three and six months ended June 30, 2021 and 2020, as well as to exclude the depreciation of the step-up in the valuation of the rental fleet acquired.

(d) Adjusted income tax expense for the three and six months ended June 30, 2021 and 2020 was recomputed after excluding the impact of acquisition and integration-related expenses, pension-related charges, restructuring activity, coronavirus-related expenses and purchase accounting effects, where applicable.

Adjusted EBITDA and Adjusted EBITDA Margin:

The Company uses adjusted EBITDA and the ratio of adjusted EBITDA to net sales ("adjusted EBITDA margin"), at both the consolidated and segment level, as additional measures which are representative of its underlying performance and to improve the comparability of results across reporting periods. We believe that investors use versions of these metrics in a similar manner. For these reasons, the Company believes that adjusted EBITDA and adjusted EBITDA margin, at both the consolidated and segment level, are meaningful metrics to investors in evaluating the Company's underlying financial performance.

Consolidated adjusted EBITDA is a non-GAAP measure that represents the total of net income, interest expense, acquisition and integration-related expenses, restructuring activity, coronavirus-related expenses, purchase accounting effects, other income/expense, income tax expense, and depreciation and amortization expense. Consolidated adjusted EBITDA margin is a non-GAAP measure that represents the total of net income, interest expense, acquisition and integration-related expenses, restructuring activity, coronavirus-related expenses, purchase accounting effects, other income/expense, income tax expense, and depreciation and amortization expense divided by net sales for the applicable period(s).

Segment adjusted EBITDA is a non-GAAP measure that represents the total of segment operating income, acquisition and integration-related expenses, restructuring activity, coronavirus-related expenses, purchase accounting effects and depreciation and amortization expense, as applicable. Segment adjusted EBITDA margin is a non-GAAP measure that represents the total of segment operating income, acquisition and integration-related expenses, restructuring activity, coronavirus-related expenses, purchase accounting effects and depreciation and amortization expense, as applicable, divided by net sales for the applicable period(s). Segment operating income includes all revenues, costs and expenses directly related to the segment involved. In determining segment income, neither corporate nor interest expenses are included. Segment depreciation and amortization expense relates to those assets, both tangible and intangible, that are utilized by the respective segment.

Other companies may use different methods to calculate adjusted EBITDA and adjusted EBITDA margin.

Consolidated

The following table summarizes the Company's consolidated adjusted EBITDA and adjusted EBITDA margin and reconciles net income to consolidated adjusted EBITDA for the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,		Six Months Ended June 30,	
($ in millions)	**2021**	**2020**	**2021**	**2020**
Net income	$ 29.7	$ 21.4	$ 51.9	$ 44.8
Add:				
Interest expense	1.1	1.8	2.2	3.3
Acquisition and integration-related expenses	0.3	0.3	0.5	0.6
Restructuring	—	1.3	—	1.3
Coronavirus-related expenses	0.3	1.4	1.2	1.8
Purchase accounting effects*	0.2	0.0	0.3	0.1
Other (income) expense, net	(0.3)	2.0	(0.8)	2.2
Income tax expense	8.0	6.1	13.0	13.3
Depreciation and amortization	12.6	11.1	24.8	21.9
Consolidated adjusted EBITDA	$ 51.9	$ 45.4	$ 93.1	$ 89.3
Net sales	$ 334.7	$ 270.1	$ 613.5	$ 556.2
Consolidated adjusted EBITDA margin	15.5 %	16.8 %	15.2 %	16.1 %

** Excludes purchase accounting expenses reflected in depreciation and amortization of $0.1 million and $0.1 million for the three months ended June 30, 2021 and 2020, respectively, and $0.1 million and $0.2 million for the six months ended June 30, 2021 and 2020, respectively.*

Environmental Solutions Group

The following table summarizes the Environmental Solutions Group's adjusted EBITDA and adjusted EBITDA margin and reconciles operating income to adjusted EBITDA for the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,		Six Months Ended June 30,	
($ in millions)	**2021**	**2020**	**2021**	**2020**
Operating income	$ 38.5	$ 28.6	$ 65.6	$ 58.0
Add:				
Acquisition and integration-related expenses	0.1	0.1	0.1	0.2
Restructuring	—	0.7	—	0.7
Coronavirus-related expenses	0.2	1.3	1.0	1.7
Purchase accounting effects*	0.2	0.0	0.3	0.1
Depreciation and amortization	11.6	10.2	22.9	20.2
Adjusted EBITDA	$ 50.6	$ 40.9	$ 89.9	$ 80.9
Net sales	$ 281.3	$ 214.2	$ 509.4	$ 447.2
Adjusted EBITDA margin	18.0 %	19.1 %	17.6 %	18.1 %

** Excludes purchase accounting expenses reflected in depreciation and amortization of $0.1 million and $0.1 million for the three months ended June 30, 2021 and 2020, respectively, and $0.1 million and $0.2 million for the six months ended June 30, 2021 and 2020, respectively.*

Safety and Security Systems Group

The following table summarizes the Safety and Security Systems Group's adjusted EBITDA and adjusted EBITDA margin and reconciles operating income to adjusted EBITDA for the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,		Six Months Ended June 30,	
($ in millions)	**2021**	**2020**	**2021**	**2020**
Operating income	$ 7.8	$ 10.4	$ 15.0	$ 17.8
Add:				
Restructuring	—	0.3	—	0.3
Coronavirus-related expenses	—	0.1	0.1	0.1
Depreciation and amortization	0.9	0.9	1.8	1.7
Adjusted EBITDA	$ 8.7	$ 11.7	$ 16.9	$ 19.9
Net sales	$ 53.4	$ 55.9	$ 104.1	$ 109.0
Adjusted EBITDA margin	16.3 %	20.9 %	16.2 %	18.3 %