# MRC Global

## First Quarter 2018 Investor Presentation May 3, 2018

## We Make Energy Flow<sup>™</sup>



# Forward Looking Statements and Non-GAAP Disclaimer

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Words such as "will," "expect," "expected," "looking forward," "guidance," "Results in mid-cycle Adjusted EBITDA" and similar expressions are intended to identify forward-looking statements. Statements about the company's business, including its strategy, its industry, the company's future profitability, the company's guidance on its sales, Adjusted EBITDA, gross profit, gross profit percentage, Adjusted Gross Profit, Adjusted Gross Profit percentage, tax rate, capital expenditures and cash from operations, growth in the company's various markets and the company's expectations, beliefs, plans, strategies, objectives, prospects and assumptions are not guarantees of future performance. These statements are based on management's expectations that involve a number of business risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, most of which are difficult to predict and many of which are beyond our control, including the factors described in the company's SEC filings that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements.

For a discussion of key risk factors, please see the risk factors disclosed in the company's SEC filings, which are available on the SEC's website at <u>www.sec.gov</u> and on the company's website, <u>www.mrcglobal.com</u>. Our filings and other important information are also available on the Investor Relations page of our website at <u>www.mrcglobal.com</u>.

Undue reliance should not be placed on the company's forward-looking statements. Although forward-looking statements reflect the company's good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause the company's actual results, performance or achievements or future events to differ materially from anticipated future results, performance or achievements or future events expressed or implied by such forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except to the extent required by law.

## Statement Regarding Use of Non-GAAP Measures:

The Non-GAAP financial measures contained in this presentation (Adjusted EBITDA and Adjusted Gross Profit) are not measures of financial performance calculated in accordance with U.S. Generally Accepted Accounting Principles (GAAP) and should not be considered as alternatives to net income or gross profit. They should be viewed in addition to, and not as a substitute for, analysis of our results reported in accordance with GAAP. Management believes that these non-GAAP financial measures provide investors a view to measures similar to those used in evaluating our compliance with certain financial covenants under our credit facilities and provide meaningful comparisons between current and prior year period results. They are also used as a metric to determine certain components of performance-based compensation. They are not necessarily indicative of future results of operations that may be obtained by the Company.

# **Global Leader in PVF Distribution**

Largest pipe, valves and fittings (PVF) distributor - TTM Sales of \$3.8B

#### Key Role in Global Supply Chains of Energy Companies

- · Create value for both customers and suppliers
- Closely integrated into customer supply chains
- · Volume purchasing savings and capital efficiencies for customer

#### **Differentiated Global Capabilities**

- Footprint with ~300 service locations in 22 countries
- Premier quality program, material sourcing & customer service
- · Serve broad PVF needs making it convenient and efficient for customers

#### **Diversified Business Mix**

- Balanced portfolio across upstream, midstream & downstream sectors
- Product mix focused on higher margin offerings
- Strategic focus on maintenance, repair and operations (MRO) contracts
- Growing integrated supply & project business
- Serve 200+ fabrication customers with ~\$350M in annual revenue



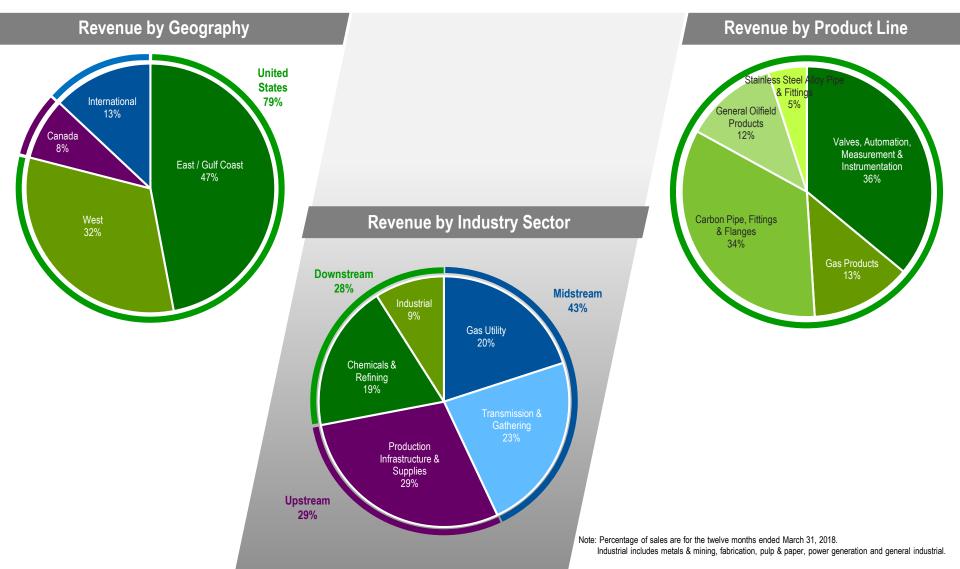
Midstream 43%





Upstream 29%

# Diversified by Region, Industry Sector and Product Line -Well Positioned Through Cycle



# Upstream – Providing Completion Infrastructure to E&P Operators

- Provide well hook-ups via on-site product trailers, aboveground infrastructure PVF products for flow lines & tank batteries
- Serve exploration & production (E&P) operators including Shell, Chevron, Statoil and Canadian Natural Resources
- Primary drivers are customers' capital budgets for well completions & production tank battery upgrades and expansions
- Walk-in counter sales at strategically located branches in active oil & gas production areas
- Located in all major basins
- Upstream revenue follows basin market activity levels





# **Serving Midstream Customers**

## **Gas Utilities**

- Provide PVF & integrated supply services
- Business drivers:
  - o integrity projects & pipeline enhancement projects
  - o independent of commodity prices
  - residential & commercial, new & upgrade installations
- Relatively stable, steady growth
- Contracts or sales with 8 of the 10 largest gas utilities in the U.S. (e.g. PG&E, NiSource, Atmos)





### **Transmission & Gathering**

- Provide PVF to midstream gathering customers
- Provide PVF bulks & shorts and logistical services to long-haul transmission customers
- Benefit from recent pipeline approvals & modernization projects replacing older pipelines
- Customers include DCP, Energy Transfer, Williams, TransCanada

## **Serving Downstream Customers**

## Refining

- Recurring MRO revenue from planned & unplanned maintenance
- Provide on-location "zone store" inventory
- Contracts or sales with 8 of the 10 largest refiners in the U.S. (e.g. Marathon Petroleum Company, Valero, Phillips 66, ExxonMobil)





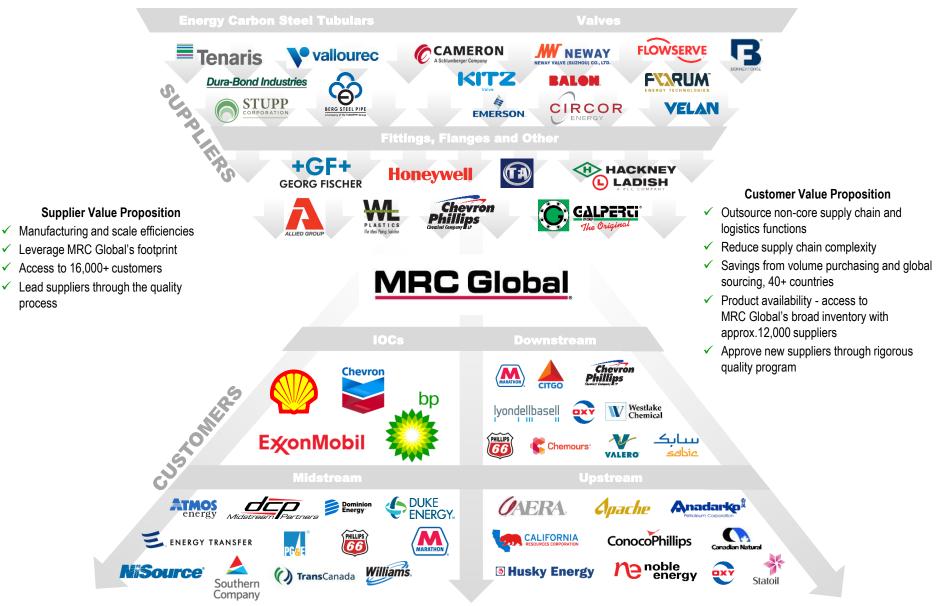
### **Chemical & Industrial**

- Low gas prices provide stable, advantaged feedstock for plastics
- Positioned to benefit from \$185B of planned U.S. petrochemical projects<sup>1</sup>
  - Including: ExxonMobil Gulf Coast

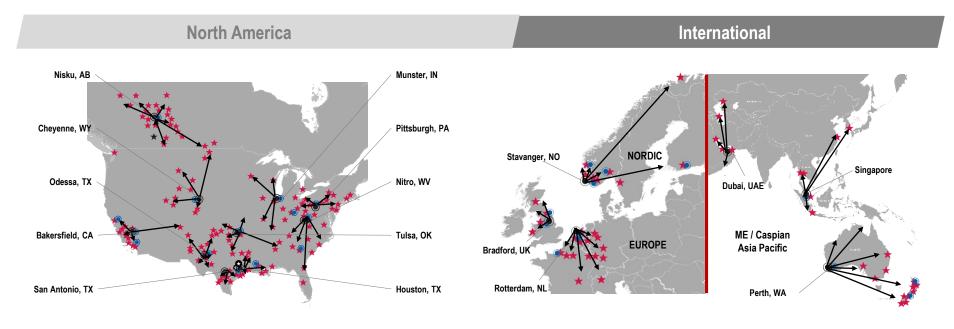
Shell – Franklin, PA LyondellBasell – Gulf Coast

1. Source: Wall Street Journal, "Shale Boom's Impact In One Word: Plastics", June 26, 2017.

# MRC Global is a Critical Link Between Its Customers & Suppliers



# **Global Footprint – Strategically Located in Key Geographies to Deliver Solutions to Customers**



North America	As of 3/31/2018
Branches	126
RDCs	10
VECs	14
Employees	~2,680



International	As of 3/31/2018	
Branches	50	
RDCs	6	
VECs	13	
Countries	20	
Employees	~820	

# **MRC Global's Differentiated Value Proposition**



# Strong Record of Customer Contract Wins and Renewals – Yields Growth Opportunities

#### 1. Renew Existing & Obtain New MRO Contract Customers

- Approximately 53% of sales are from our top 25 customers<sup>1</sup>
- 2. Expand Global Chemical and Valve businesses
  - Target 40% of total revenue from valves, automation, measurement and instrumentation

#### 3. Continue to Expand the Integrated Supply Business

- Approx. \$900 million in revenue<sup>1</sup>
- 4. Continue to Develop "Next 75" Customers
  - Drive share through focused sales efforts and exceptional customer service

S	elected Recent	Contract Wins ar	nd Renewals	
Customer	Type/ Scope	Products	Geography	Term (years)
TransCanada	Renewal	PVF	U.S.	3
CNRL	Renewal with added scope	PVF	N.A.	3
Duke	Renewal with added scope	Integrated Supply	U.S.	6
DCP Midstream	Renewal	PVF	U.S.	5
Southern Co Gas	Renewal	Integrated Supply	U.S.	5
Shell	Renewal	PFF, Valves	N.A., Global	5
NiSource	Renewal with added scope	Integrated Supply	U.S.	5
ConocoPhillips	Renewal	PVF	U.S.	2
Chevron	Renewal	PVF	Global	7
Statoil	Additional scope	Valves, Fittings, Manifolds	Denmark, Norway	4 & Projects

# Leader in Executing Global PVF Contracts - a Platform for Growth

Customers prefer a dependable supplier who can offer global procurement capabilities and excellent service everywhere they operate.

MRC Global has executed the only global PVF contracts with IOCs in the industry.

- Shell Global valves & North American PFF
- Chevron Global PVF
- · ExxonMobil Global valves, initially focused on downstream

#### 2017

#### Shell

- 5 year renewal term
- Global valves & North American
   PFF

First global valve contract in 2012

#### 2017

#### Chevron

- 7 year renewal term
- Global PVF
- Leveraged U.S. agreement to add Canada, Europe, Australia, Thailand, Gulf of Mexico, Kazakhstan

Strategic geographic expansion since original 2003 contract

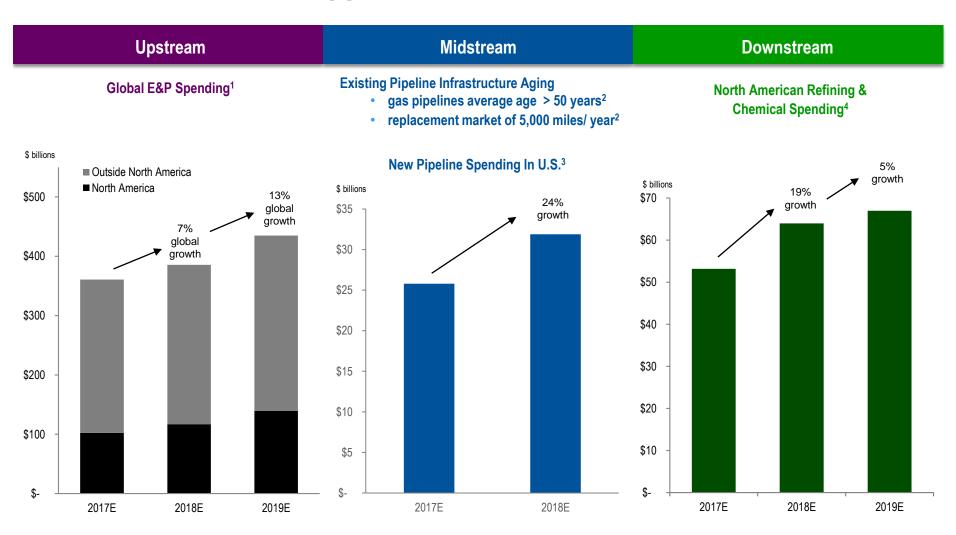
#### 2017

#### ExxonMobil

- 5 year renewal term
- Global valves for MRO & projects. Initially focused on downstream for the U.S., Europe & Asia Pacific

Opportunity to expand

## **End Market Growth Opportunities**



Sources:

1. Evercore ISI, "The 2018 Evercore ISI Global E&P Spending Outlook: A Pivotal Year for E&P Capital Deployment", published December 13, 2017.

2. Pipe Logix Line Pipe Market Review & Outlook, 2<sup>nd</sup> Quarter 2017, Construction Outlook published May 2017.

3. Stifel Diversified Industrials Specialty Engineering and Construction, pipeline database January 2018. All tiers. Probability weighted.

4. Industrial Info Resources: February 2018

# Valve, Actuation, Measurement & Instrumentation (VAMI)

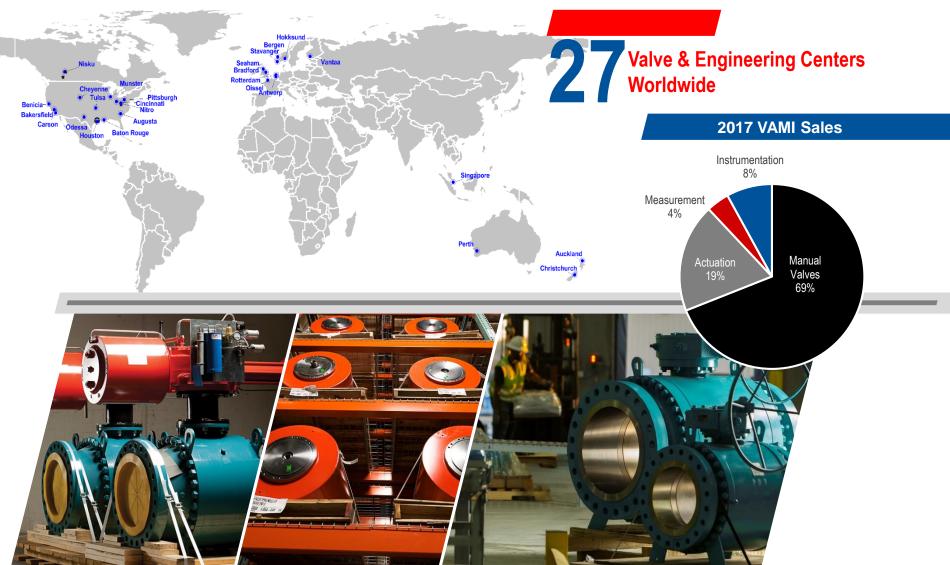
Value-Added Services: Positioning Offerings to Higher Margin Products & Services with Broad Capabilities

## Value-added offerings:

- Valve actuation/automation assist with determining specifications, allow customer to mix & match components from different manufacturers to maximize functionality & minimize cost, engineering and design of actuation and control packages
- Engineered Solutions includes sizing & selection, engineering support, trim changes, gear installations, pressure testing, bolt changes, same day turnaround
- **Traceability** unique serialization of entire valve actuation package
- **Testing** Fugitive emission testing, material identification (e.g. metallurgy), x-ray, magnetic particle examination, pressure testing
- Valvewatch patented technology that monitors valves for indicative repairs reducing downtime & preventing failures



# Largest Global Distributor of Valve Products & Services in Oil & Gas



# Impact of Tariffs – Work Closely with Customers to Optimize the Global Supply Chain

## In general, inflation is a positive

#### Summary:

- Section 232 tariffs went into effect 3/23 & are still evolving quotas & exemptions substituted for tariffs April 30 - temporary exemptions extended for certain countries & exemptions for others made permanent
- Directly or indirectly impacts all stainless & carbon products including pipe, fittings and flanges
  - Approximately 39% of revenue affected
  - Approximately 70% of carbon inventory is domestic, 30% is imported
- Prices rising 1Q18 average price of pipe is 28% greater than the 1Q17 average price (per Pipelogix)
- Section 232 tariff does not include valves, however the cost of valves is being impacted by Chinese regulations, resulting in the closure of steel manufacturers and casting foundries. Actions lead to inflationary pricing & extended lead times
- Steel products have been experiencing increased raw material costs leading to price increases and the potential for additional increases due to anti-dumping and countervailing duty investigations exists

#### Impact:

- Contract structure cost plus pricing with 90 day re-pricing terms
- Revenue higher cost products from inflation result in higher revenue and higher LIFO expense
- Margin dollars more expensive materials with the same percentage mark-up result in more margin dollars

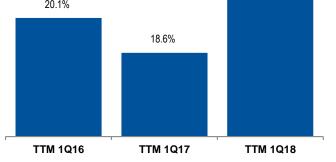
#### MRC Global is well-positioned with carbon, stainless and valve suppliers

## **Focus on Optimizing Operations**

#### Working Capital Management

- Expect to maintain capital efficiency with working capital as a percentage of revenue at approximately 20%
- 1Q 2018 is the first quarter that days payable outstanding exceeded days sales outstanding
- Investments in working capital are weighted to higher margin products

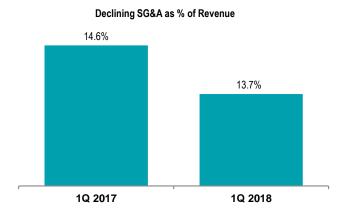




Actively Managing Costs

- High operating leverage SG&A as a percentage of sales is declining as sales increase and operating costs are controlled
- International segment produced positive Operating Income in 1Q 2018 as a result of actions taken in 4Q 2017 including headcount reductions.
- Expect 17% revenue growth with a 3% increase in SG&A in 2018 (at mid-point) as compared to 2017





# New Houston Regional Distribution Center -Supporting Growth & Continued Operational Efficiencies

- Consolidates four locations including three Houston locations, Galena Park, Darien & East Park
  - Large project staging capabilities
  - Easily scalable for growth
- Strategically located near refining and petrochemical customers
  - Supports growth from recent multi-year downstream customer contracts including ExxonMobil, BASF, LyondellBasell and The Chemours Company
- Largest global valve & engineering enter (VEC) with expanded capabilities including valve testing services

Largest regional distribution center in global footprint with **415,000 ft<sup>2</sup>** including a **40,000 ft<sup>2</sup>** VEC



# **Investing in Technology for Long-Term Growth & Efficiency**

### Benefits of implementing ERP system in International segment:

- Moves from 14 systems to one
- Makes interaction with customers streamlined and efficient
- Provides one view of inventory, procurement and strategic inventory management
- Standardization of processes resulting in lower costs
- Completed in 2017

#### MRCGO<sup>™</sup> online catalog increased functionality added

- B-2-B for contract customers allows for easy and efficient ordering
- Customized for each customer's contract terms, part numbers, commonly ordered items
- Real-time inventory, pricing and order status
- Over \$110 million of 2017 revenue generated through MRCGO™

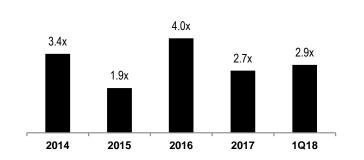




of the **top 35** customers' 2017 revenue or approximately \$700 million was transacted through e-commerce (e.g. catalog, EDI)

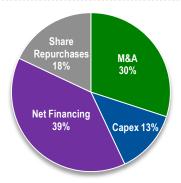
## **Strategic Capital Decisions Support Growth**

Effectively Positioned the Balance Sheet	For Capital Deployment Opportunities
<ul> <li>Advantageous debt agreements with favorable terms, low interest rate and maturities 2022+</li> </ul>	<ul> <li>Organic growth initiatives - Investments to drive share gains &amp; efficiencies</li> </ul>
<ul> <li>Liquidity of \$454 million – sufficient to cover working capital and M&amp;A</li> </ul>	<ul> <li>Share repurchases:</li> <li>\$125 million authorization completed in 1Q 2017</li> </ul>
<ul> <li>Net leverage expected to decrease as EBITDA increases in 2018</li> </ul>	<ul> <li>\$100 million authorization completed in April 2018</li> <li>Strategic M&amp;A - 30% of cash flow deployed on M&amp;A from 2013-1Q18</li> </ul>
	<ul> <li>Debt repayment \$1.12 billion in 2015 &amp; 2016</li> </ul>



Net Leverage

#### Use of Cash Flow (2013 - 1Q2018<sup>1</sup>)



#### MRC Global 20

1. Investing and Financing cash flows from 2013 through 1Q18. Net Financing equals the total issuance less repayment of debt and equity excluding share repurchases.

# Global Platform For Continued M&A

North American Consolidation

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Global

Acquisitions

Differentiated Position

#### **Targeted Sectors**

- Merger in 2007 created the largest PVF distributor to energy companies in North America
- Augmented North American platform through seven bolt-on ٠ acquisitions and organic growth
- Acquired an international valve company in 2009 as a platform for international expansion
- Expanded markets served and enhanced product portfolio through several subsequent acquisitions
- Acquired leading Norwegian supplier in 2014, which added a ٠ differentiated offshore production facility capability and provided expertise to grow in offshore production facility markets
- Global service capability enables expanded relationships with ٠ customers and organic growth opportunity
- Diversified across the energy infrastructure complex, serving ٠ upstream, midstream and downstream customers
- Focus in 2015 -2017 was on debt reduction & share repurchases ٠
- In 2018, continue to target global assets and build scale with a ٠ focus on valves & alloys

	Strategic Acquis	itions	
Date	Company Acquired	Country	Revenue (\$ million) <sup>1</sup>
n-14	HypTeck	Norway	\$ 38
ay-14	MSD Engineering	Singapore & SE Asia	26
n-14	Stream	Norway	271
ec-13	Flangefitt Stainless	United Kingdom	24
I-13	Flow Control Products	U.S.	28
ec-12	Production Specialty Services	U.S.	127
n-12	Chaparral Supply	U.S.	71
ar-12	OneSteel Piping Systems	Australia	174
I-11	Valve Systems and Controls	U.S.	13
n-11	Stainless Pipe and Fittings	Australia & SE Asia	91
ıg-10	Dresser Oil Tools Supply	U.S.	13
ay-10	South Texas Supply	U.S.	9
ct-09	Transmark	Europe & Asia	346

Jun-14

May-14

Jan-14

Dec-13

Jul-13

Dec-12

Jun-12

Mar-12

Jul-11

Jun-11

Aug-10

May-10

Oct-09

Oct-08

LaBarge

#### \$ 1.46+ Billion

233

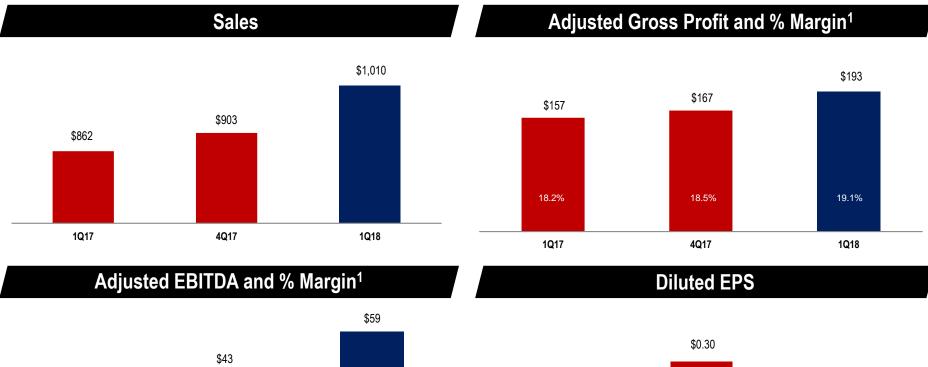
U.S.

**MRC** Global 21

Reflects reported revenues for the year of acquisition or 2013 for Stream, MSD and HypTeck.

# **Quarterly & YTD Financial Performance**

(\$ millions, except per share data)



4.8%

4Q17

\$36

4.2%

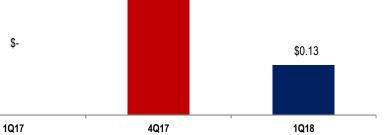
1Q17



5.8%

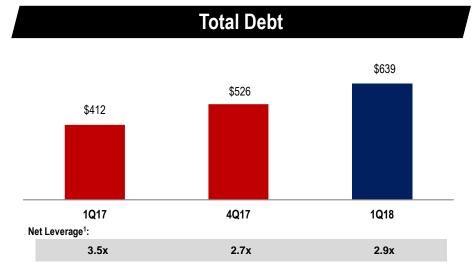
1Q18





# **Strong Balance Sheet Provides Financial Flexibility**

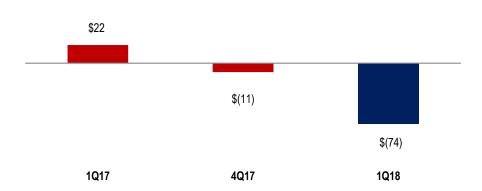
(\$ millions)



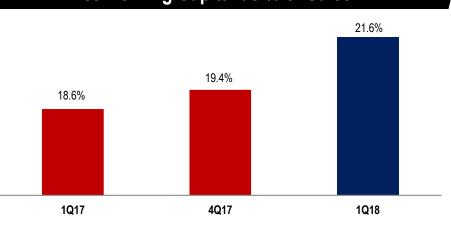
## **Capital Structure**

	March 31, 2018
Cash and Cash Equivalents	\$ 45
Total Debt (including current portion):	
Term Loan B due 2024 (net of discount & deferred financing costs)	\$ 396
Global ABL Facility due 2022	243
Total Debt	\$ 639
Preferred stock	355
Common stockholders' equity	743
Total Capitalization	\$ 1,737
Liquidity	\$ 454

#### **Cash Flow from Operations**



Net Working Capital as % of Sales<sup>2</sup>



1. Multiples represent Net Debt / trailing twelve months Adjusted EBITDA. Net Debt is Total Debt less Cash.

2. Working capital defined as Current Assets (excluding Cash) – Current Liabilities. Sales are on trailing twelve months basis.

## **Favorable Trends Lead to Continued Growth**

#### **POSITIVE MACROECONOMIC CONDITIONS**

- Increased production in U.S. requiring additional oil & gas facility (e.g. tank battery) expansions and pipeline infrastructure
- Deregulation of new pipeline installations and multi-year investments in replacement pipeline for aging infrastructure & pipeline integrity projects
- Stable supply of low-cost natural gas providing secure feedstock for petrochemical processing along with increasing demand for plastics leads to higher petrochemical facility investment
- Favorable economics for gas exporting, pipelines to Mexico & Canada, LNG to rest of world
- Drilled but Uncompleted well (DUC) count represents backlog of future upstream completion revenue
- · Multi-year contract wins and renewals represent an increase in market share

## **MRC GLOBAL**

- Higher margin product mix strategy
- Lower operating cost model from 2015 & 2016 provides a competitive advantage

Results in mid-cycle Adjusted EBITDA of \$300 - \$350M

Experience

# **Compelling Long-Term Investment**

- Market Leader in PVF Distribution, Serving Critical Function to the Energy Industry
- Diversified Across Sectors, Regions and Customers
- Differentiated Global Platform Creates Customer Value
- Counter-cyclical Cash Flow and Strong Balance Sheet
- Organic Growth Potential via Market Share Gains from Expanded Multi-year MRO Contracts and Long-term Secular Growth from Global Energy Demand
- Proven History of Driving Continuous Productivity Improvements
- Industry Consolidator with Proven Success in Acquiring and Integrating Businesses



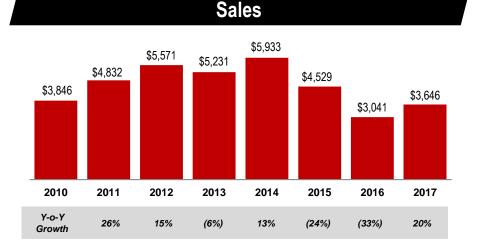
## Appendix

## **Financial Outlook**

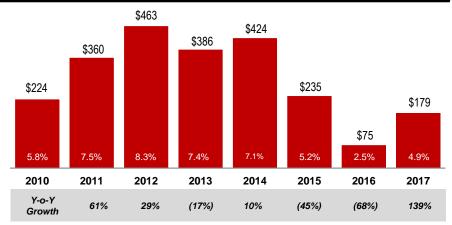
2018 Outlook – Updated 1Q18										
Revenue	Profitability / Cash flows									
• 2018 annual – \$4,100 - \$4,400 million	<ul> <li>Adjusted Gross Profit – 19.0% - 19.3%</li> </ul>									
By sector	• SG&A – \$545 - \$555 million									
• Upstream – up 15 - 25%	Tax rate – 28 - 29% annual									
<ul> <li>Midstream – up 10 - 20%</li> </ul>	Capital expenditures – \$25 million									
• Downstream – up 15 - 25%	Cash flow from operations – breakeven									
By segment	<ul> <li>LIFO – \$30 million expense</li> </ul>									
• U.S. – up 15 - 20%	<ul> <li>Equity-based compensation expense – \$14 million</li> </ul>									
Canada & International – up 10 - 15%										
Sequential										
• 2Q18 – up mid-single digit percentages										

# **Annual Financial Performance**

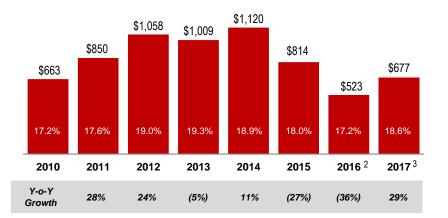
(\$ millions, except per share data)



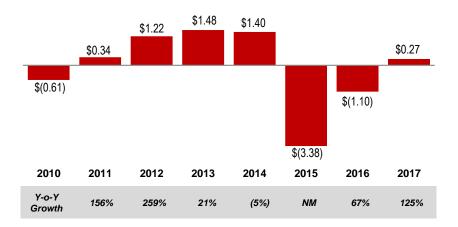
#### Adjusted EBITDA and % Margin<sup>1</sup>



## Adjusted Gross Profit and % Margin<sup>1</sup>



#### **Diluted EPS**

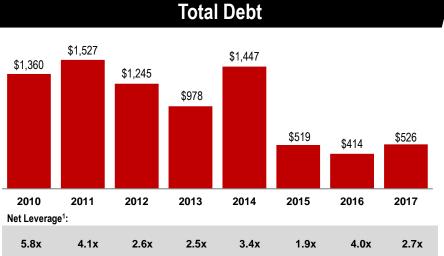


See reconciliation of non-GAAP measures to GAAP measures in the appendix 1

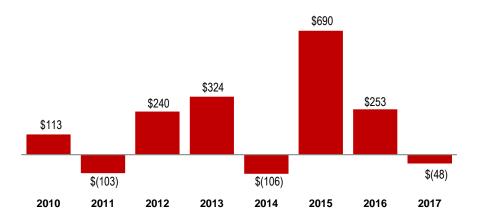
2. Includes \$45 million of non-cash charges recorded in cost of goods sold & the international segment for the year ended December 31, 2016. Charges relate to a restructuring of our Australian business and market conditions in Iraq as well as an increase in reserves for excess and obsolete inventory in the U.S. and Canada as a result of the market outlook for certain products. Excluding these charges for the year ended December 31, 2016, gross profit, as reported would be \$513 million (16.9%) and adjusted gross profit would be \$568 million (18.7%).

Includes \$6 million of non-cash charges recorded in cost of goods sold & in the international segment for the year ended December 31, 2017. Charges are related to reducing our local presence in Iraq. Excluding these charges for the year ended December 31, 2017. 3. gross profit, as reported would be \$588 million (16.1%) and adjusted gross profit would be \$683 million (18.7%).

#### **Balance Sheet** (\$ millions)



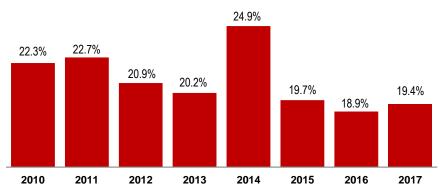
#### **Cash Flow from Operations**



Тс

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## Net Working Capital as % of Sales<sup>2</sup>



## **Capital Structure**

	2017
Cash and Cash Equivalents	\$ 48
Total Debt (including current portion):	
Term Loan B due 2024 (net of discount & deferred financing costs)	\$ 397
Global ABL Facility due 2022	129
Total Debt	\$ 526
Preferred stock	355
Common stockholders' equity	759
Total Capitalization	\$ 1,640
Liquidity	\$ 485

December 31

Multiples represent Net Debt / trailing twelve months Adjusted EBITDA. Net Debt is Total Debt less Cash. 1.

2. Working capital defined as Current Assets (excluding Cash) - Current Liabilities. Sales are on trailing twelve months basis.

## **Adjusted Gross Profit Reconciliation**

	Thr	ee months en	ded	Year ended December 31								
(\$ millions)	Mar 31, 2018	Dec 31, 2017	Mar 31, 2017	2017	2016	2015	2014	2013	2012	2011	2010	
Gross profit	\$ 169	\$ 141	\$ 140	\$ 582	\$ 468	\$ 786	\$ 1,018	\$ 955	\$ 1,014	\$ 708	\$ 518	
Depreciation and amortization	6	6	5	22	22	21	22	22	19	17	17	
Amortization of intangibles	11	11	11	45	47	60	68	52	49	51	54	
Increase (decrease) in LIFO reserve	7	9	1	28	(14)	(53)	12	(20)	(24)	74	74	
Adjusted Gross Profit	\$ 193	\$ 167	\$ 157	\$ 677	\$ 523	\$ 814	\$ 1,120	\$ 1,009	\$ 1,058	\$ 850	\$ 663	

# **Adjusted EBITDA Reconciliation**

	Thre	e months er	nded	Year ended December 31								
(\$ millions)	Mar 31, 2018	Dec 31, 2017	Mar 31, 2017		2017	2016	2015	2014	2013	2012	2011	2010
Net income (loss)	\$ 18	\$ 35	\$6		\$ 50	\$ (83)	\$ (331)	\$ 144	\$ 152	\$ 118	\$ 29	\$ (52)
Income tax expense (benefit)	7	(49)	1		(43)	(8)	(11)	82	85	64	27	(23)
Interest expense	8	7	7		31	35	48	62	61	113	137	140
Depreciation and amortization	6	6	5		22	22	21	22	22	19	17	17
Amortization of intangibles	11	11	11		45	47	60	68	52	49	51	54
Increase (decrease) in LIFO reserve	7	9	1		28	(14)	(53)	12	(20)	(24)	74	75
Inventory-related charges	-	6	-		6	40	-	-	-	-	-	-
Goodwill & intangible asset impairment	-	-	-		-	-	462	-	-	-	-	-
Change in fair value of derivative instruments	(2)	-	1		1	(1)	1	1	(5)	(2)	(7)	5
Equity-based compensation expense	4	4	4		16	12	10	9	15	8	8	4
Severance & restructuring charges	-	14	-		14	20	14	8	1	-	1	3
Write-off of debt issuance costs	-	-	-		8	1	3	-	-	-	-	-
Litigation matter	-	-	-		3	-	3	-	-	-	-	-
Foreign currency (gains) losses	-	-	-		(2)	4	3	3	13	(1)	(1)	-
Loss on disposition of non-core product line	-	-	-		-	-	5	10	-	-	-	-
Insurance charge	-	-	-		-	-	-	-	2	-	-	-
Cancellation of executive employment agreement (cash portion)	-	-	-		-	-	-	3	-	-	-	-
Expenses associated with refinancing	-	-	-		-	-	-	-	5	2	9	-
Loss on early extinguishment of debt	-	-	-		-	-	-	-	-	114	-	-
Pension settlement	-	-	-		-	-	-	-	-	4	-	-
Legal and consulting expenses	-	-	-		-	-	-	-	-	-	10	4
Provision for uncollectible accounts	-	-	-		-	-	-	-	-	-	-	(2)
Joint venture termination	-	-	-		-	-	-	-	-	-	2	
Other expense (income)	-	-	-		-	-	-	-	3	(1)	3	(1)
Adjusted EBITDA	\$ 59	\$ 43	\$ 36		\$ 179	\$ 75	\$ 235	\$ 424	\$ 386	\$ 463	\$ 360	\$ 224