

Ryerson Holding Corp
Form 10-Q
November 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015

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 001-34735

RYERSON HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE 26-1251524
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

227 W. Monroe St., 27th Floor

Chicago, Illinois 60606

(Address of principal executive offices)

(312) 292-5000

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of November 5, 2015 there were 32,099,700 shares of Common Stock, par value \$0.01 per share, outstanding.

RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

(In millions, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
Net sales	\$790.0	\$947.9	\$2,498.4	\$2,753.8
Cost of materials sold	639.7	798.4	2,032.3	2,302.2
Gross profit	150.3	149.5	466.1	451.6
Warehousing, delivery, selling, general and administrative	112.8	154.1	343.4	392.1
Gain on sale of assets	—	(1.3)	—	(1.3)
Impairment charges on fixed assets	0.5	—	1.9	—
Operating profit (loss)	37.0	(3.3)	120.8	60.8
Other income and (expense), net	1.2	(8.5)	(10.7)	(8.2)
Interest and other expense on debt	(25.4)	(27.9)	(74.5)	(82.8)
Income (loss) before income taxes	12.8	(39.7)	35.6	(30.2)
Provision (benefit) for income taxes	6.1	(4.9)	16.1	0.7
Net income (loss)	6.7	(34.8)	19.5	(30.9)
Less: Net loss attributable to noncontrolling interest	—	(0.1)	(0.5)	(0.4)
Net income (loss) attributable to Ryerson Holding Corporation	\$6.7	\$(34.7)	\$20.0	\$(30.5)
Comprehensive income (loss)	\$(4.7)	\$(42.1)	\$6.3	\$(41.8)
Less: Comprehensive loss attributable to noncontrolling interest	(0.2)	—	(0.8)	(0.3)
Comprehensive income (loss) attributable to Ryerson Holding Corporation	\$(4.5)	\$(42.1)	\$7.1	\$(41.5)
Basic and diluted earnings (loss) per share	\$0.21	\$(1.26)	\$0.62	\$(1.31)

See Notes to Condensed Consolidated Financial Statements.

RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES

Condensed Consolidated Statements of Cash Flows (Unaudited)

(In millions)

	Nine Months Ended September 30, 2015 2014	
Operating activities:		
Net income (loss)	\$ 19.5	\$(30.9)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	33.9	34.0
Stock-based compensation	0.5	—
Deferred income taxes	15.0	(2.5)
Provision for allowances, claims and doubtful accounts	1.9	1.2
Gain on sale of assets	—	(1.3)
(Gain) loss on retirement of debt	(0.3)	11.2
Other-than-temporary impairment charge on available-for-sale investments	12.3	—
Impairment charges on fixed assets	1.9	—
Other items	(0.6)	0.4
Change in operating assets and liabilities:		
Receivables	21.7	(88.3)
Inventories	91.8	(5.8)
Other assets	9.8	6.2
Accounts payable	30.0	67.6
Accrued liabilities	5.1	28.4
Accrued taxes payable/receivable	(1.0)	3.7
Deferred employee benefit costs	(48.9)	(58.6)
Net adjustments	173.1	(3.8)
Net cash provided by (used in) operating activities	192.6	(34.7)
Investing activities:		
Acquisitions, net of cash acquired	(7.7)	—
(Increase) decrease in restricted cash	0.2	(0.1)
Capital expenditures	(22.3)	(13.7)
Proceeds from sales of property, plant and equipment	2.8	3.9
Net cash used in investing activities	(27.0)	(9.9)
Financing activities:		
Net proceeds from issuance of common stock	—	112.4
Repayment of debt	(59.9)	(110.7)
Net proceeds/(repayments) of short term borrowings	(104.7)	32.5
Credit facility issuance costs	(3.9)	—
Net increase (decrease) in book overdrafts	(4.5)	21.8
Principal payments on capital lease obligation	(1.2)	(0.7)
Net cash provided by (used in) financing activities	(174.2)	55.3
Net increase (decrease) in cash and cash equivalents	(8.6)	10.7
Effect of exchange rate changes on cash and cash equivalents	(3.1)	(4.6)
Net change in cash and cash equivalents	(11.7)	6.1

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Cash and cash equivalents—beginning of period	60.0	74.4
Cash and cash equivalents—end of period	\$48.3	\$80.5
Supplemental disclosures:		
Cash paid during the period for:		
Interest paid to third parties	\$49.2	\$58.5
Income taxes, net	2.6	0.8
Noncash investing activities:		
Asset additions under capital leases	\$1.8	\$3.5

See Notes to Condensed Consolidated Financial Statements.

RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES

Condensed Consolidated Balance Sheets

(In millions, except shares)

	September 30, 2015	December 31, 2014
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 48.3	\$ 60.0
Restricted cash	1.8	2.0
Receivables less provision for allowances, claims and doubtful accounts of \$5.3 in 2015 and 2014	373.8	400.8
Inventories	643.2	738.9
Prepaid expenses and other current assets	39.7	39.7
Total current assets	1,106.8	1,241.4
Property, plant, and equipment, at cost	650.6	654.5
Less: Accumulated depreciation	246.3	228.7
Property, plant and equipment, net	404.3	425.8
Deferred income taxes	114.7	134.1
Other intangible assets	47.5	50.9
Goodwill	103.2	102.7
Deferred charges and other assets	17.4	22.0
Total assets	\$ 1,793.9	\$ 1,976.9
Liabilities		
Current liabilities:		
Accounts payable	\$ 247.7	\$ 220.8
Salaries, wages and commissions	29.4	45.1
Deferred income taxes	103.6	106.7
Other accrued liabilities	71.9	51.9
Short-term debt	22.9	66.6
Current portion of deferred employee benefits	11.0	11.1
Total current liabilities	486.5	502.2
Long-term debt	1,071.3	1,192.5
Deferred employee benefits	330.3	385.2
Taxes and other credits	24.9	22.9
Total liabilities	1,913.0	2,102.8
Commitments and contingencies		
Redeemable noncontrolling interest	0.5	1.0
Equity		
Ryerson Holding Corporation stockholders' equity (deficit):		
Preferred stock, \$0.01 par value; 7,000,000 shares authorized and no shares issued at 2015 and 2014	—	—

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Common stock, \$0.01 par value; 100,000,000 shares authorized; 32,311,200 and 32,250,000 shares issued at 2015 and 2014, respectively	0.3	0.3
Capital in excess of par value	302.5	302.0
Accumulated deficit	(112.8)	(132.8)
Treasury stock at cost – Common stock of 212,500 shares in 2015 and 2014	(6.6)	(6.6)
Accumulated other comprehensive loss	(304.3)	(291.4)
Total Ryerson Holding Corporation stockholders' equity (deficit)	(120.9)	(128.5)
Noncontrolling interest	1.3	1.6
Total equity (deficit)	(119.6)	(126.9)
Total liabilities and equity	\$ 1,793.9	\$ 1,976.9

See Notes to Condensed Consolidated Financial Statements.

RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 1: FINANCIAL STATEMENTS

Ryerson Holding Corporation (“Ryerson”), a Delaware corporation, is the parent company of Joseph T. Ryerson & Son, Inc. (“JT Ryerson”), a Delaware corporation. Affiliates of Platinum Equity, LLC (“Platinum”) own approximately 21,037,500 shares of our common stock, which is approximately 66% of our issued and outstanding common stock.

Ryerson conducts materials distribution operations in the United States through JT Ryerson, in Canada through its indirect wholly-owned subsidiary Ryerson Canada, Inc., a Canadian corporation (“Ryerson Canada”) and in Mexico through its indirect wholly-owned subsidiary Ryerson Metals de Mexico, S. de R.L. de C.V., a Mexican corporation (“Ryerson Mexico”). In addition to our North American operations, we conduct materials distribution operations in China through Ryerson China Limited (“Ryerson China”), and in Brazil through Açofran Aços e Metais Ltda (“Açofran”), a company in which we have a 50% direct ownership percentage. Unless the context indicates otherwise, Ryerson, JT Ryerson, Ryerson Canada, Ryerson China, Ryerson Mexico and Açofran together with their subsidiaries, are collectively referred to herein as “Ryerson,” “we,” “us,” “our,” or the “Company.”

On July 23, 2014, our Board of Directors approved a 4.25 for 1.00 stock split of the Company’s common stock effective August 5, 2014. Per share and share amounts presented herein have been adjusted for all periods presented to give retroactive effect to 4.25 for 1.00 stock split.

On August 13, 2014, Ryerson completed an initial public offering of 11 million shares of common stock at a price to the public of \$11.00 per share. Net proceeds from the offering totaled \$112.4 million, after deducting the underwriting discount and offering expenses, and were used to (i) redeem \$99.5 million in aggregate principal amount of the 11 ¼% Senior Notes due 2018 (the “2018 Notes”), (ii) pay Platinum Equity Advisors, LLC (“Platinum Advisors”) and its affiliates \$15.0 million of the \$25.0 million owed as consideration for terminating the advisory services agreement between JT Ryerson and Platinum Advisors, an affiliate of Platinum (the remaining \$10.0 million was paid in August 2015) and (iii) pay related transaction fees, expenses and debt redemption premiums in connection with the offering, which were approximately \$11.2 million. We borrowed an additional \$23.3 million under our then existing \$1.35 billion revolving credit facility as part of the funding of these transactions.

The following table shows our percentage of sales by major product lines for the three and nine months ended September 30, 2015 and 2014, respectively:

Product Line	Three Months Ended		September 30,		Nine Months Ended		September 30,	
	2015	2014	2015	2014	2015	2014	2015	2014
Carbon Steel Flat	25 %	25 %	24 %	26 %	24 %	26 %	26 %	26 %
Carbon Steel Plate	11	11	11	11	11	11	11	11
Carbon Steel Long	16	16	16	16	16	16	16	16
Stainless Steel Flat	15	16	16	16	16	16	16	16
Stainless Steel Plate	4	4	4	4	4	4	4	4

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Stainless Steel Long	3	4	4	4
Aluminum Flat	17	15	16	14
Aluminum Plate	3	3	3	3
Aluminum Long	4	4	4	4
Other	2	2	2	2
Total	100 %	100 %	100 %	100 %

Results of operations for any interim period are not necessarily indicative of results of any other periods or for the year. The financial statements as of September 30, 2015 and for the three-month and nine-month periods ended September 30, 2015 and 2014 are unaudited, but in the opinion of management include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of results for such periods. The year-end condensed consolidated balance sheet data contained in this report was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. These financial statements should be read in conjunction with the financial statements and related notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

NOTE 2: RECENT ACCOUNTING PRONOUNCEMENTS

In April 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2014-08 “Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.” This update amends the criteria for reporting discontinued operations to, among other things, raise the threshold for disposals to qualify as discontinued operations. Under the revised standard, a discontinued operation must represent a strategic shift that has or will have a major effect on an entity’s operations and financial results. The revised standard will also allow an entity to have certain continuing cash flows or involvement with the component after the disposal. This update is effective for interim and annual reporting periods, beginning after December 15, 2014, with early adoption permitted. We adopted this guidance for our fiscal year beginning January 1, 2015. The adoption did not have a material impact on our financial statements.

In May 2014, the FASB issued ASU 2014-09 “Revenue from Contracts with Customers”, which creates Accounting Standards Codification (“ASC”) 606 “Revenue from Contracts with Customers” and supersedes the revenue recognition requirements in ASC 605 “Revenue Recognition”. The update outlines a comprehensive model for all entities to use in accounting for revenue arising from contracts with customers as well as required disclosures. Entities have the option of using either a full retrospective or modified approach to adopt the new guidance. The new revenue standard is effective for interim reporting periods within annual reporting periods beginning after December 15, 2017, with early adoption permitted. We will adopt this guidance for our fiscal year beginning January 1, 2018. We are still assessing the impact of adoption on our consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15 “Presentation of Financial Statements – Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern.” The guidance in ASU 2014-15 sets forth management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern as well as required disclosures. ASU 2014-15 indicates that, when preparing financial statements for interim and annual periods, management should evaluate whether conditions or events, in the aggregate, raise substantial doubt about the entity’s ability to continue as a going concern one year from the date the financial statements are issued or are available to be issued. This evaluation should include consideration of conditions and events that are either known or are reasonably knowable at the date the financial statements are issued or are available to be issued, as well as whether it is probable that management’s plans to address the substantial doubt will be implemented and, if so, whether it is probable that the plans will alleviate the substantial doubt. ASU 2014-15 is effective for annual periods ending after December 15, 2016, and interim periods and annual periods thereafter. Early adoption is permitted. We will adopt this guidance for our fiscal year ending December 31, 2016. The adoption of this guidance is not expected to have an impact on our financial statements.

In April 2015, the FASB issued ASU 2015-03, “Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs.” The update requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. Debt disclosures will include the face amount of the debt liability and the effective interest rate. The update requires retrospective application and represents a change in accounting principle. The update is effective for fiscal years beginning after December 15, 2015. Early adoption is permitted for financial statements that have not been previously issued. If the Company adopted this guidance as of September 30, 2015, the impact of the ASU would result in the reclassification of approximately \$12.5 million of capitalized debt issuance costs from non-current deferred charges and other assets to long-term debt. We will adopt this guidance for our fiscal year beginning January 1, 2016.

In April 2015, the FASB issued ASU 2015-05, “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement.” The amendments in this update provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud

computing arrangement includes a software license, the update specifies that the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. The update further specifies that the customer should account for a cloud computing arrangement as a service contract if the arrangement does not include a software license. ASU 2015-05 is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. We will adopt this guidance for our fiscal year beginning January 1, 2016. The adoption of this guidance is not expected to have an impact on our financial statements.

In May 2015, the FASB issued ASU 2015-07, “Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).” The update removes the requirement within ASC 820 “Fair Value Measurement” to categorize investments for which the fair value is measured using the net asset value per share within the fair value hierarchy. Disclosure of the fair value of the investments measured using the net asset value per share is still required in order to permit reconciliation of the fair value of investments included in the fair value hierarchy to the line items presented in the financial statements. ASU 2015-07 is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. The ASU requires retrospective application and early adoption is permitted. We will adopt this guidance for our annual period ending December 31, 2015. We expect this guidance to impact our pension asset annual disclosures to remove the categorization of our pension investments valued using the net asset value per share from the fair value hierarchy.

In September 2015, the FASB issued ASU 2015-16, “Business Combinations: Simplifying the Accounting for Measurement-Period Adjustments.” The amendment eliminates the requirement that an acquirer in a business combination account for measurement-period adjustments retrospectively. Instead the acquirer will recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment. The update is effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. We will adopt this guidance for our fiscal year beginning January 1, 2016. The adoption of this guidance is not expected to have a material impact on our financial statements.

NOTE 3: INVENTORIES

The Company primarily uses the last-in, first-out (LIFO) method of valuing inventory. Interim LIFO calculations are based on actual inventory levels.

Inventories, at stated LIFO value, were classified at September 30, 2015 and December 31, 2014 as follows:

	September 30, 2015	December 31, 2014
	(In millions)	
In process and finished products	\$643.2	\$ 738.9

If current cost had been used to value inventories, such inventories would have been \$95 million and \$25 million lower than reported at September 30, 2015 and December 31, 2014, respectively. Approximately 90% of inventories are accounted for under the LIFO method at September 30, 2015 and December 31, 2014. Non-LIFO inventories consist primarily of inventory at our foreign facilities using the weighted-average cost and the specific cost methods. Substantially all of our inventories consist of finished products.

Inventories are stated at the lower of cost or market value. We record amounts required, if any, to reduce the carrying value of inventory to its lower of cost or market as a charge to cost of materials sold. Due to the decline in metals prices we recorded a lower of cost or market charge of \$9.0 million to cost of materials sold to reflect this lower value at September 30, 2015.

The Company has consignment inventory at certain customer locations, which totaled \$9.5 million and \$10.0 million at September 30, 2015 and December 31, 2014, respectively.

NOTE 4: GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill, which represents the excess of cost over the fair value of net assets acquired, amounted to \$103.2 million at September 30, 2015. Pursuant to ASC 350, "Intangibles – Goodwill and Other," we review the recoverability of goodwill annually as of October 1 or whenever significant events or changes occur which might impair the recovery of recorded amounts. The most recently completed impairment test of goodwill was performed as of October 1, 2014 and it was determined that no impairment existed. Other intangible assets with finite useful lives continue to be amortized over their useful lives. We review the recoverability of our long-lived assets whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable.

NOTE 5: ACQUISITIONS

Fay Industries

On December 31, 2014, the Company acquired all of the issued and outstanding capital stock of Fay Industries, Inc. and the membership interests of Fay Group, Ltd. (collectively, "Fay"). Fay is a distributor of long products, predominantly processed bars, and is based in Strongsville, Ohio. The acquisition is not material to our consolidated financial statements.

Southern Tool Steel

On August 3, 2015, the Company acquired all of the issued and outstanding capital stock of Southern Tool Steel, Inc. ("Southern Tool"). Southern Tool is a distributor of long products, predominantly processed bars and tool steel, and is based in Chattanooga, TN. The acquisition is not material to our consolidated financial statements.

NOTE 6: LONG-TERM DEBT

Long-term debt consisted of the following at September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014
	(In millions)	
Ryerson Secured Credit Facility	\$331.0	\$ 435.0
9% Senior Secured Notes due 2017	569.9	600.0
11 1/4% Senior Notes due 2018	170.4	200.5
Foreign debt	22.9	23.6
Total debt	1,094.2	1,259.1
Less:		
Short-term credit facility borrowings	—	43.0
Short-term foreign debt	22.9	23.6
Total long-term debt	\$1,071.3	\$ 1,192.5

Ryerson Credit Facility

On July 24, 2015, Ryerson terminated its \$1.35 billion revolving credit facility agreement (the "Old Credit Facility") and entered into a new \$1.0 billion revolving credit agreement (the "New Credit Facility"). Borrowings under the New Credit Facility were used to repay indebtedness under the Old Credit Facility. The New Credit Facility has a maturity date of the earlier of (a) July 24, 2020 or (b) 60 days prior to the stated maturity of any outstanding indebtedness with a principal amount of \$50,000,000 or more. As a result of the New Credit Facility, the Company recorded a \$2.9 million charge in the third quarter of 2015 to write-off a portion of the issuance costs associated with the Old Credit Facility.

At September 30, 2015, Ryerson had \$331.0 million of outstanding borrowings, \$18 million of letters of credit issued and \$196 million available under the New Credit Facility compared to \$435.0 million of outstanding borrowings, \$20

million of letters of credit issued and \$245 million available at December 31, 2014 under the Old Credit Facility. Total credit availability is limited by the amount of eligible accounts receivable, inventory, and qualified cash pledged as collateral under the agreement insofar as Ryerson is subject to a borrowing base comprised of the aggregate of these three amounts, less applicable reserves. Eligible accounts receivable, at any date of determination, is comprised of the aggregate value of all accounts directly created by a borrower (and in the case of Canadian accounts, a Canadian guarantor) in the ordinary course of business arising out of the sale of goods or the rendering of services, each of which has been invoiced, with such receivables adjusted to exclude various ineligible accounts, including, among other things, those to which a borrower (or guarantor, as applicable) does not have sole and absolute title and accounts arising out of a sale to an employee, officer, director, or affiliate of a borrower (or guarantor, as applicable). Eligible inventory, at any date of determination, is comprised of the aggregate value of all inventory owned by a borrower (and in the case of Canadian accounts, a Canadian guarantor), with such inventory adjusted to exclude various ineligible inventory, including, among other things, (i) any inventory that is classified as “supplies” or is unsaleable in the ordinary course of business, (ii) 50% of the value of any inventory that (A) has not been sold or processed within a 180 day period and (B) which is calculated to have more than 365 days of supply based upon the immediately preceding 6 months consumption, and (iii) 50% of the value of inventory classified as partial inventory pieces on the basis that the inventory has been cut below sales lengths customary for such inventory. Qualified cash consists of cash in an eligible deposit account that is subject to customary restrictions and liens in favor of the lenders. The weighted average interest rate on the borrowings was 1.7 percent under the New Credit Facility at September 30, 2015 and 2.0 percent under the Old Credit Facility at December 31, 2014.

The total \$1.0 billion revolving credit facility has an allocation of \$940 million to the Company's subsidiaries in the United States and an allocation of \$60 million to Ryerson's Canadian subsidiary that is a borrower. Amounts outstanding under the New Credit Facility bear interest at (i) a rate determined by reference to (A) the base rate (the highest of the Federal Funds Rate plus 0.50%, Bank of America, N.A.'s prime rate and the one-month LIBOR rate plus 1.00%) or (B) a LIBOR rate or, (ii) for Ryerson's Canadian subsidiary that is a borrower, (A) a rate determined by reference to the Canadian base rate (the greatest of the Federal Funds Rate plus 0.50%, Bank of America-Canada Branch's "base rate" for pricing loans in U.S. Dollars made at its "base rate" and the 30 day LIBOR rate plus 1.00%), (B) the prime rate (the greatest of the Bank of Canada overnight rate plus 0.50%, Bank of America-Canada Branch's "prime rate" for commercial loans made by it in Canada in Canadian Dollars and the one-month Canadian bankers' acceptance rate plus 1.00%) or (C) the bankers' acceptance rate. The spread over the base rate and prime rate is between 0.25% and 0.75% and the spread over the LIBOR and for the bankers' acceptances is between 1.25% and 1.75%, depending on the amount available to be borrowed under the New Credit Facility. Overdue amounts and all amounts owed during the existence of a default bear interest at 2% above the rate otherwise applicable thereto. Ryerson also pays commitment fees on amounts not borrowed at a rate of 0.25%.

Borrowings under the New Credit Facility are secured by first-priority liens on all of the inventory, accounts receivables, lockbox accounts and related assets of the borrowers and the guarantors.

The New Credit Facility also contains covenants that, among other things, restrict Ryerson and its restricted subsidiaries with respect to the incurrence of debt, the creation of liens, transactions with affiliates, mergers and consolidations, sales of assets and acquisitions. The New Credit Facility also requires that, if availability under the New Credit Facility declines to a certain level, Ryerson maintain a minimum fixed charge coverage ratio as of the end of each fiscal quarter, and includes defaults upon (among other things) the occurrence of a change of control of Ryerson and a cross-default to other financing arrangements.

The New Credit Facility contains events of default with respect to, among other things, default in the payment of principal when due or the payment of interest, fees and other amounts due thereunder after a specified grace period, material misrepresentations, failure to perform certain specified covenants, certain bankruptcy events, the invalidity of certain security agreements or guarantees, material judgments and the occurrence of a change of control of Ryerson. If such an event of default occurs, the lenders under the New Credit Facility will be entitled to various remedies, including acceleration of amounts outstanding under the New Credit Facility and all other actions permitted to be taken by secured creditors.

The lenders under the New Credit Facility have the ability to reject a borrowing request if any event, circumstance or development has occurred that has had or could reasonably be expected to have a material adverse effect on the Company. If Ryerson, JT Ryerson, any of the other borrowers or any restricted subsidiaries of JT Ryerson becomes insolvent or commences bankruptcy proceedings, all amounts borrowed under the New Credit Facility will become immediately due and payable.

Proceeds from borrowings under the New Credit Facility and repayments of borrowings thereunder that are reflected in the Condensed Consolidated Statements of Cash Flows represent borrowings under the Company's revolving credit agreement with original maturities greater than three months. Net proceeds (repayments) under the New Credit Facility represent borrowings under the New Credit Facility with original maturities less than three months.

2017 and 2018 Notes

On October 10, 2012, JT Ryerson issued \$600 million in aggregate principal amount of the 2017 Notes (the "2017 Notes") and \$300 million in aggregate principal amount of the 2018 Notes (together with the 2017 Notes, the "2017 and 2018 Notes"). The 2017 Notes bear interest at a rate of 9% per annum. The 2018 Notes bear interest at a rate of

11.25% per annum. The 2017 Notes are fully and unconditionally guaranteed on a senior secured basis and the 2018 Notes are fully and unconditionally guaranteed on a senior unsecured basis by all of our existing and future domestic subsidiaries that are co-borrowers or that have guarantee obligations under the New Credit Facility.

The 2017 Notes and related guarantees are secured by a first-priority lien on substantially all of our and our guarantors' present and future assets located in the United States (other than receivables, inventory, related general intangibles, certain other assets and proceeds thereof), subject to certain exceptions and customary permitted liens. The 2017 Notes and related guarantees are secured on a second-priority basis by a lien on the assets that secure our obligations under the New Credit Facility. The 2018 Notes are not secured. The 2017 and 2018 Notes contain customary covenants that, among other things, limit, subject to certain exceptions, our ability, and the ability of our restricted subsidiaries, to incur additional indebtedness, pay dividends on our capital stock or repurchase our capital stock, make investments, sell assets, engage in acquisitions, mergers or consolidations or create liens or use assets as security in other transactions. Subject to certain exceptions, JT Ryerson may only pay dividends to Ryerson to the extent of 50% of future net income, once prior losses are offset.

The 2017 Notes became redeemable by the Company, in whole or in part on April 15, 2015 (the “2017 Redemption Date”) and the 2018 Notes will become redeemable, in whole or in part, at any time on or after October 15, 2015 (the “2018 Redemption Date”), in each case at specified redemption prices. The 2018 Notes are redeemable prior to such date at a redemption price equal to 100% of the principal amount, together with accrued and unpaid interest, if any, to the redemption date, plus a make-whole premium. Additionally, we may redeem up to 35% of the 2018 Notes prior to the 2018 Redemption Date with net cash proceeds from certain equity offerings at a price equal to 111.25% of the principal amount thereof, plus any accrued and unpaid interest. On August 13, 2014, Ryerson completed an initial public offering of 11 million shares of common stock at a price to the public of \$11.00 per share. Net proceeds from the offering were used to redeem \$99.5 million in aggregate principal amount of the 2018 Notes and pay redemption premiums of \$11.2 million, which were recorded within other income and (expense), net. If a change of control occurs, JT Ryerson must offer to purchase the 2017 and 2018 Notes at 101% of their principal amount, plus accrued and unpaid interest.

As of September 30, 2015, \$569.9 million and \$170.4 million of the original outstanding principal amount of the 2017 and 2018 Notes remain outstanding, respectively. The Company has repurchased and in the future may repurchase 2017 and 2018 Notes in the open market. During the first nine months of 2015, a principal amount of \$30.1 million of the 2017 Notes were repurchased for \$29.4 million and retired, resulting in the recognition of a \$0.7 million gain within other income and (expense), net on the Condensed Consolidated Statement of Comprehensive Income. During the first nine months of 2015, a principal amount of \$30.1 million of the 2018 Notes were repurchased for \$30.5 million and retired, resulting in the recognition of a \$0.4 million loss within other income and (expense), net on the Condensed Consolidated Statement of Comprehensive Income.

Foreign Debt

At September 30, 2015, Ryerson China’s total foreign borrowings were \$22.8 million, which were owed to banks in Asia at a weighted average interest rate of 4.6% and secured by inventory and property, plant and equipment. At December 31, 2014, Ryerson China’s total foreign borrowings were \$23.6 million, which were owed to banks in Asia at a weighted average interest rate of 4.4% and secured by inventory and property, plant and equipment. At September 30, 2015, Açofran’s total foreign borrowings were \$0.1 million, which were owed to foreign banks at a weighted average interest rate of 16.2%. At December 31, 2014, Açofran had no foreign borrowings.

Availability under the foreign credit lines was \$22 million and \$12 million at September 30, 2015 and December 31, 2014, respectively. Letters of credit issued by our foreign subsidiaries totaled \$3 million and \$2 million at September 30, 2015 and December 31, 2014, respectively.

NOTE 7: EMPLOYEE BENEFITS

The following table summarizes the components of net periodic benefit cost for the three and nine month periods ended September 30, 2015 and 2014 for the Ryerson pension plans and postretirement benefits other than pension:

Three Months Ended
September 30,

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	Pension Benefits		Other Benefits	
	2015	2014	2015	2014
	(In millions)			
Components of net periodic benefit cost				
Interest cost	\$9	\$10	\$1	\$2
Expected return on assets	(11)	(12)	—	—
Prior service credit	—	—	(1)	(1)
Recognized actuarial net (gain) loss	3	3	(2)	(2)
Net periodic benefit cost (credit)	\$1	\$1	\$(2)	\$(1)

	Nine Months Ended September 30,			
	Pension Benefits		Other Benefits	
	2015	2014	2015	2014
	(In millions)			
Components of net periodic benefit cost				
Service cost	\$1	\$1	\$—	\$—
Interest cost	28	29	3	4
Expected return on assets	(35)	(36)	—	—
Prior service credit	—	—	(2)	(1)
Recognized actuarial net (gain) loss	10	8	(6)	(6)
Net periodic benefit cost (credit)	\$4	\$2	\$(5)	\$(3)

Contributions

The Company has contributed \$42 million to the pension plan fund through the nine months ended September 30, 2015 and anticipates that it will have a minimum required pension contribution funding of approximately \$1 million for the remaining three months of 2015.

NOTE 8: COMMITMENTS AND CONTINGENCIES

From time to time, we are named as a defendant in legal actions incidental to our ordinary course of business. We do not believe that the resolution of these claims will have a material adverse effect on our financial position, results of operations or cash flows. We maintain liability insurance coverage to assist in protecting our assets from losses arising from or related to activities associated with business operations.

In October 2011, the United States Environmental Protection Agency named us as one of more than 100 businesses that may be a potentially responsible party for the Portland Harbor Superfund Site (“Portland Harbor”). We do not currently have sufficient information available to us to determine the total cost of any required investigation or remediation of the Portland Harbor site and therefore, management cannot predict the ultimate outcome of this matter or estimate a range of potential loss at this time.

There are various claims and pending actions against the Company. The amount of liability, if any, for those claims and actions at September 30, 2015 is not determinable but, in the opinion of management, such liability, if any, will not have a material adverse effect on the Company’s financial position, results of operations or cash flows.

NOTE 9: DERIVATIVES AND FAIR VALUE MEASUREMENTS

Derivatives

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed by using derivative instruments are interest rate risk, foreign currency risk, and commodity price risk. Interest rate swaps are entered into to manage interest rate risk associated with the Company's floating-rate borrowings. We use foreign currency exchange contracts to hedge our Canadian subsidiaries' variability in cash flows from the forecasted payment of currencies other than the functional currency. From time to time, we may enter into fixed price sales contracts with our customers for certain of our inventory components. We may enter into metal commodity futures and options contracts periodically to reduce volatility in the price of metals. We may also enter into natural gas and diesel fuel price swaps to manage the price risk of forecasted purchases of natural gas and diesel fuel. The Company currently does not account for its derivative contracts as hedges but rather marks them to market with a corresponding offset to current earnings. The Company regularly reviews the creditworthiness of its derivative counterparties and does not expect to incur a significant loss from the failure of any counterparties to perform under any agreements.

The following table summarizes the location and fair value amount of our derivative instruments reported in our Condensed Consolidated Balance Sheets as of September 30, 2015 and December 31, 2014:

	Asset Derivatives				Liability Derivatives			
	September 30, 2015		December 31, 2014		September 30, 2015		December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
(In millions)								
Derivatives not designated as hedging instruments under ASC 815								
Foreign exchange contracts	Prepaid expenses and other current assets	\$ 0.1	Prepaid expenses and other current assets	—	Other accrued liabilities	—	Other accrued liabilities	—
Commodity contracts	Prepaid expenses and other current assets	0.1	Prepaid expenses and other current assets	\$ 0.1	Other accrued liabilities	\$ 5.3	Other accrued liabilities	\$ 1.3
Total derivatives		\$ 0.2		\$ 0.1		\$ 5.3		\$ 1.3

As of September 30, 2015 and December 31, 2014, the Company's foreign currency exchange contracts had a U.S. dollar notional amount of \$2.0 million and \$3.2 million, respectively. As of September 30, 2015 and December 31, 2014, the Company had 98 tons and 144 tons, respectively, of nickel futures or option contracts related to forecasted

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purchases. As of September 30, 2015 and December 31, 2014, the Company had net 16,240 tons and 14,700 tons, respectively, of hot roll steel coil option contracts related to forecasted purchases and sales. The Company has aluminum price swaps related to forecasted purchases, which had a notional amount of 14,972 tons and 6,366 tons as of September 30, 2015 and December 31, 2014, respectively. As of September 30, 2015 and December 31, 2014, the Company has 728,000 gallons and 624,000 gallons, respectively, of diesel fuel hedge contracts related to forecasted purchases.

The following table summarizes the location and amount of gains and losses reported in our Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2015 and 2014:

Derivatives not designated as hedging instruments under ASC 815	Location of Gain/(Loss) Recognized in Income on Derivatives	Amount of Gain/(Loss) Recognized in Income on Derivatives			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
		(In millions)			
Metal commodity contracts	Cost of materials sold	\$ (3.1)	\$ (0.1)	\$ (10.5)	\$ 0.3
Diesel fuel hedges	Warehousing, delivery, selling, general and administrative	(0.3)	—	(0.2)	—
Foreign exchange contracts	Other income and (expense), net	0.1	—	0.1	—
Total		\$ (3.3)	\$ (0.1)	\$ (10.6)	\$ 0.3

Fair Value Measurements

To increase consistency and comparability in fair value measurements, ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

1. Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date.
2. Level 2 – inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data.
3. Level 3 – unobservable inputs, such as internally-developed pricing models for the asset or liability due to little or no market activity for the asset or liability.

The following table presents assets and liabilities measured and recorded at fair value on our Condensed Consolidated Balance Sheet on a recurring basis and their level within the fair value hierarchy as of September 30, 2015:

	At September 30, 2015		
	Level 1	Level 2	Level 3
	(In millions)		
Assets			
Cash equivalents:			
Commercial paper	\$ 15.1	\$ —	\$ —
Prepaid and other current assets:			
Common stock—available-for-sale investments	\$ 3.1	\$ —	\$ —
Mark-to-market derivatives:			
Foreign exchange contracts	\$ —	\$ 0.1	\$ —
Commodity contracts	\$ —	\$ 0.1	\$ —
Liabilities			
Mark-to-market derivatives:			
Commodity contracts	\$ —	\$ 5.3	\$ —

The following table presents assets and liabilities measured and recorded at fair value on our Condensed Consolidated Balance Sheet on a recurring basis and their level within the fair value hierarchy as of December 31, 2014:

	At December 31, 2014		
	Level 1	Level 2	Level 3
	(In millions)		
Assets			
Prepaid and other current assets:			
Common stock – available-for-sale investment	\$ 11.2	\$ —	\$ —

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Mark-to-market derivatives:

Commodity contracts	\$—	\$ 0.1	\$ —
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Liabilities

Mark-to-market derivatives:

Commodity contracts	\$—	\$ 1.3	\$ —
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The fair value of each derivative contract is determined using Level 2 inputs and the market approach valuation technique, as described in ASC 820. The Company has various commodity derivatives to lock in nickel prices for varying time periods. The fair value of these derivatives is determined based on the spot price each individual contract was purchased at and compared with the one-month daily average actual spot price on the London Metals Exchange for nickel on the valuation date. The Company also has commodity derivatives to lock in hot roll coil and aluminum prices for varying time periods. The fair value of hot roll coil and aluminum derivatives is determined based on the spot price each individual contract was purchased at and compared with the one-month daily average actual spot price on the New York Mercantile Exchange and the London Metals Exchange, respectively, for the commodity on the valuation date. The Company has various commodity derivatives to lock in diesel prices for varying time periods. The fair value of these derivatives is determined based on the spot price each individual contract was purchased at and compared with the one-month daily average actual spot price of the Platts Index for Gulf Coast Ultra Low Sulfur Diesel on the valuation date. In addition, the Company has numerous foreign exchange contracts to hedge our Canadian subsidiaries' variability in cash flows from the forecasted payment of currencies other than the functional currency, the Canadian dollar. The Company defines the fair value of foreign exchange contracts as the amount of the difference between the contracted and current market value at the end of the period. The Company estimates the current market value of foreign exchange contracts by obtaining month-end market quotes of foreign exchange rates and forward rates for contracts with similar terms. The Company uses the exchange rates provided by Reuters. Each contract term varies in the number of months, but on average is between 3 to 12 months in length.

The carrying and estimated fair values of the Company's financial instruments at September 30, 2015 and December 31, 2014 were as follows:

	At September 30, 2015		At December 31, 2014	
	Carrying Amount (In millions)	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	\$48.3	\$48.3	\$60.0	\$60.0
Restricted cash	1.8	1.8	2.0	2.0
Receivables less provision for allowances, claims and doubtful accounts	373.8	373.8	400.8	400.8
Accounts payable	247.7	247.7	220.8	220.8
Long-term debt, including current portion	1,094.2	1,017.2	1,259.1	1,288.7

The estimated fair value of the Company's cash and cash equivalents, receivables less provision for allowances, claims and doubtful accounts and accounts payable approximate their carrying amounts due to the short-term nature of these financial instruments. The estimated fair value of the Company's long-term debt and the current portions thereof is determined by using quoted market prices of Company debt securities (Level 2 inputs).

Assets Held for Sale

The Company had \$11.3 million and \$2.5 million of assets held for sale, classified within "prepaid expenses and other current assets," as of September 30, 2015 and December 31, 2014, respectively. The Company recorded a net impairment charge of \$1.9 million and zero in the nine months ended September 30, 2015 and 2014, respectively,

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related to certain assets held for sale in order to recognize the assets at their fair value less cost to sell in accordance with ASC 360-10-35-43, "Property, Plant and Equipment – Other Presentation Matters." The fair values less costs to sell of long-lived assets held for sale are assessed each reporting period that they remain classified as held for sale. Any increase or decrease in the held for sale long-lived asset's fair value less cost to sell is reported as an adjustment to its carrying amount, except that the adjusted carrying amount cannot exceed the carrying amount of the long-lived asset at the time it was initially classified as held for sale. The fair values of each property were determined based on appraisals obtained from a third-party, pending sales contracts, or recent listing agreements with third-party brokerage firms.

The following table presents those assets that were measured at fair value on our Condensed Consolidated Balance Sheet on a non-recurring basis and their level within the fair value hierarchy at September 30, 2015:

	At September 30, 2015		
	Level 1	Level 2	Level 3
Assets			
Prepaid expenses and other current assets – assets held for sale	\$ —	\$ 4.8	\$ —

(In millions)

The following table presents those assets that were measured and recorded at fair value on our Condensed Consolidated Balance Sheet on a non-recurring basis and their level within the fair value hierarchy at December 31, 2014:

	At December 31, 2014		
	Level 1	Level 2	Level 3
	(In millions)		
Assets			
Prepaid expenses and other current assets – assets held for sale	\$ —	\$ 2.5	\$ —
Available-For-Sale Investments			

The Company has classified investments made during 2010 and 2012 as available-for-sale at the time of their purchase. Investments classified as available-for-sale are recorded at fair value with the related unrealized gains and losses included in accumulated other comprehensive income. Management evaluates investments in an unrealized loss position on whether an other-than-temporary impairment has occurred on a periodic basis. Factors considered by management in assessing whether an other-than-temporary impairment has occurred include: the nature of the investment; whether the decline in fair value is attributable to specific adverse conditions affecting the investment; the financial condition of the investee; the severity and the duration of the impairment; and whether we intend to sell the investment or will be required to sell the investment before recovery of its amortized cost basis. When it is determined that an other-than-temporary impairment has occurred, the investment is written down to its market value at the end of the period in which it is determined that an other-than-temporary decline has occurred. The investment was in a gross unrealized loss position for twelve months as of March 31, 2015. Based on the duration and severity of our unrealized loss, management determined that an other-than-temporary impairment occurred and thus recognized a \$12.3 million impairment charge within other income and (expense), net in the first quarter of 2015. As of September 30, 2015, the investment has been in an unrealized loss position from its adjusted cost basis for three months. Management does not currently intend to sell the investment before recovery of its adjusted cost basis. Realized gains and losses are recorded within the statement of operations upon sale of the security and are based on specific identification.

The Company's available-for-sale securities as of September 30, 2015 can be summarized as follows:

At September 30, 2015			
Gross		Gross	
Cost	Unrealized Gains	Unrealized Losses	Fair Value
(In millions)			

Common stock \$5.1 \$ — \$ (2.0) \$ 3.1

The Company's available-for-sale securities as of December 31, 2014 can be summarized as follows:

	At December 31, 2014			
	Gross		Gross	
		Unrealized	Unrealized	Fair
	Cost	Gains	Losses	Value
	(In millions)			
Common stock	\$17.4	\$ —	\$ (6.2)	\$ 11.2

There is no maturity date for these investments and there have been no sales during the nine months ended September 30, 2015.

NOTE 10: STOCKHOLDERS' EQUITY (DEFICIT), ACCUMULATED OTHER COMPREHENSIVE INCOME AND REDEEMABLE NONCONTROLLING INTEREST

The following table details changes in these accounts:

	Ryerson Holding Corporation Stockholders						Accumulated Other					
	Common	Treasury	Capital in	Excess	Accumulated	Deficit	Foreign	Benefit Plan	Changes	Noncontrolling	Totaling	Redeemable
	Stock	Stock	Par Value	of	Deficit	Deficit	Translati	Liabilities	Investment	Interest	Equity	Interest
	Shares	Shares	Dollars	Dollars	Dollars	Dollars	Dollars	Dollars	Dollars	Dollars	Dollars	Dollars
	(In millions, except shares in thousands)											
Balance at January 1, 2015	32,250	\$0.3	213	\$(6.6)	\$302.0	\$(132.8)	\$(32.8)	\$(255.8)	\$(2.8)	\$1.6	\$(126.9)	\$1.0
Net income (loss)	—	—	—	—	—	20.0	—	—	—	(0.3)	19.7	(0.2)
Foreign currency translation	—	—	—	—	—	—	(10.1)	—	—	—	(10.1)	(0.3)
Loss on intra-entity foreign currency transactions	—	—	—	—	—	—	(7.1)	—	—	—	(7.1)	—
Changes in defined benefit pension and other post-retirement benefit plans, net of tax of \$1.0	—	—	—	—	—	—	—	1.8	—	—	1.8	—
Unrealized loss on available-for-sale investment, net of tax of \$2.9	—	—	—	—	—	—	—	—	(5.1)	—	(5.1)	—
Other-than-temporary impairment, net of tax of \$4.7	—	—	—	—	—	—	—	—	7.6	—	7.6	—
Stock-based compensation expense	—	—	—	—	0.5	—	—	—	—	—	0.5	—
Issuance of common stock	61	—	—	—	—	—	—	—	—	—	—	—
Balance at September 30, 2015	32,311	\$0.3	213	\$(6.6)	\$302.5	\$(112.8)	\$(50.0)	—	—	—	—	—