

SunCoke Energy, Inc.  
Form 10-Q  
October 25, 2018  
Table of Contents

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, 2018  
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 001-35243

---

SUNCOKE ENERGY, INC.  
(Exact name of registrant as specified in its charter)

---

Delaware 90-0640593  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
1011 Warrenville Road, Suite 600  
Lisle, Illinois 60532  
(630) 824-1000  
(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, 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  (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

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 Act).  Yes  No

As of October 19, 2018, there were 64,748,426 shares of the Registrant's \$0.01 par value Common Stock outstanding.

---

Table of Contents

SUNCOKE ENERGY, INC.

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

<u>Item 1. Consolidated Financial Statements</u>	<u>1</u>
<u>Consolidated Statements of Operations (Unaudited) For the Three and Nine Months Ended September 30, 2018 and 2017</u>	<u>1</u>
<u>Consolidated Statements of Comprehensive Income (Loss) (Unaudited) For the Three and Nine Months Ended September 30, 2018 and 2017</u>	<u>2</u>
<u>Consolidated Balance Sheets at September 30, 2018 (Unaudited) and December 31, 2017</u>	<u>3</u>
<u>Consolidated Statements of Cash Flows (Unaudited) For the Nine Months Ended September 30, 2018 and 2017</u>	<u>4</u>
<u>Consolidated Statement of Equity (Unaudited) For the Nine Months Ended September 30, 2018</u>	<u>5</u>
<u>Notes to the Consolidated Financial Statements</u>	<u>6</u>
<u>1. General</u>	<u>6</u>
<u>2. Inventories</u>	<u>8</u>
<u>3. Goodwill and Other Intangible Assets</u>	<u>8</u>
<u>4. Income Taxes</u>	<u>8</u>
<u>5. Accrued Liabilities</u>	<u>9</u>
<u>6. Debt and Financing Obligation</u>	<u>10</u>
<u>7. Retirement Benefit Plans</u>	<u>11</u>
<u>8. Commitments and Contingent Liabilities</u>	<u>12</u>
<u>9. Share-Based Compensation</u>	<u>13</u>
<u>10. Acquisition of Noncontrolling Interest</u>	<u>16</u>
<u>11. Earnings per Share</u>	<u>17</u>
<u>12. Supplemental Accumulated Other Comprehensive Income (Loss) Information</u>	<u>18</u>
<u>13. Fair Value Measurement</u>	<u>18</u>
<u>14. Revenue from Contracts with Customers</u>	<u>19</u>
<u>15. Business Segment Information</u>	<u>21</u>

<u>16. Supplemental Condensed Consolidating Financial Information</u>	<u>25</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>34</u>
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	<u>49</u>
<u>Item 4. Controls and Procedures</u>	<u>49</u>
<u>PART II – OTHER INFORMATION</u>	
<u>Item 1. Legal Proceedings</u>	<u>50</u>
<u>Item 1A. Risk Factors</u>	<u>50</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>50</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>50</u>
<u>Item 6. Exhibits</u>	<u>51</u>
<u>Signature</u>	<u>52</u>

---

Table of Contents

## PART I – FINANCIAL INFORMATION

## Item 1. Consolidated Financial Statements

SunCoke Energy, Inc.

Consolidated Statements of Operations

(Unaudited)

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2018	
	2017	2018	2017	2018
(Dollars and shares in millions, except per share amounts)				
Revenues				
Sales and other operating revenue	\$364.5	\$339.0	\$1,082.0	\$971.9
Costs and operating expenses				
Cost of products sold and operating expenses	283.3	257.1	836.6	748.3
Selling, general and administrative expenses	15.7	17.4	49.2	61.0
Depreciation and amortization expense	35.4	30.6	100.3	97.2
Total costs and operating expenses	334.4	305.1	986.1	906.5
Operating income	30.1	33.9	95.9	65.4
Interest expense, net	15.4	16.5	46.9	46.0
Loss on extinguishment of debt	—	0.1	0.3	20.4
Income (loss) before income tax (benefit) expense	14.7	17.3	48.7	(1.0 )
Income tax (benefit) expense	(2.4 )	(1.5 )	1.8	69.4
Loss from equity method investment	—	—	5.4	—
Net income (loss)	17.1	18.8	41.5	(70.4 )
Less: Net income (loss) attributable to noncontrolling interests	5.6	7.2	17.1	(58.8 )
Net income (loss) attributable to SunCoke Energy, Inc.	\$11.5	\$11.6	\$24.4	\$(11.6)
Earnings (loss) attributable to SunCoke Energy, Inc. per common share:				
Basic	\$0.18	\$0.18	\$0.38	\$(0.18 )
Diluted	\$0.18	\$0.18	\$0.37	\$(0.18 )
Weighted average number of common shares outstanding:				
Basic	64.7	64.3	64.7	64.3
Diluted	65.5	65.2	65.5	64.3

(See Accompanying Notes)

Table of Contents

SunCoke Energy, Inc.

Consolidated Statements of Comprehensive Income (Loss)  
(Unaudited)

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	(Dollars in millions)			
Net income (loss)	\$17.1	\$18.8	\$41.5	\$(70.4)
Other comprehensive income:				
Reclassifications of prior service cost and actuarial loss amortization to earnings, net of tax	(0.1 )	0.1	(0.1 )	0.1
Currency translation adjustment	(0.4 )	0.3	(1.7 )	0.1
Recognition of accumulated currency translation loss upon sale of equity method investment	—	—	9.0	—
Comprehensive income (loss)	16.6	19.2	48.7	(70.2 )
Less: Comprehensive income (loss) attributable to noncontrolling interests	5.6	7.2	17.1	(58.8 )
Comprehensive income (loss) attributable to SunCoke Energy, Inc. (See Accompanying Notes)	\$11.0	\$12.0	\$31.6	\$(11.4)

Table of ContentsSunCoke Energy, Inc.  
Consolidated Balance Sheets

	September 30, 2018 (Unaudited)	December 31, 2017
	(Dollars in millions, except par value amounts)	
Assets		
Cash and cash equivalents	\$ 168.4	\$ 120.2
Receivables	75.5	68.5
Inventories	118.0	111.0
Income tax receivable	2.7	4.8
Other current assets	5.3	6.7
Total current assets	369.9	311.2
Properties, plants and equipment (net of accumulated depreciation of \$824.0 million and \$733.2 million at September 30, 2018 and December 31, 2017, respectively)	1,488.8	1,501.3
Goodwill	76.9	76.9
Other intangible assets, net	159.6	167.9
Deferred charges and other assets	3.0	2.8
Total assets	\$2,098.2	\$ 2,060.1
Liabilities and Equity		
Accounts payable	\$ 154.9	\$ 115.5
Accrued liabilities	45.7	53.2
Deferred revenue	2.6	1.7
Current portion of long-term debt and financing obligation	3.9	2.6
Interest payable	16.7	5.4
Total current liabilities	223.8	178.4
Long-term debt and financing obligation	834.7	861.1
Accrual for black lung benefits	45.9	44.9
Retirement benefit liabilities	26.5	28.2
Deferred income taxes	253.5	257.8
Asset retirement obligations	14.4	14.0
Other deferred credits and liabilities	16.8	16.1
Total liabilities	1,415.6	1,400.5
Equity		
Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no issued shares at both September 30, 2018 and December 31, 2017	—	—
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued 72,214,823 and 72,006,905 shares at September 30, 2018 and December 31, 2017, respectively	0.7	0.7
Treasury stock, 7,477,657 shares at both September 30, 2018 and December 31, 2017	(140.7 )	(140.7 )
Additional paid-in capital	488.0	486.2
Accumulated other comprehensive loss	(14.0 )	(21.2 )
Retained earnings	125.6	101.2
Total SunCoke Energy, Inc. stockholders' equity	459.6	426.2
Noncontrolling interests	223.0	233.4
Total equity	682.6	659.6
Total liabilities and equity	\$2,098.2	\$ 2,060.1
(See Accompanying Notes)		





Table of ContentsSunCoke Energy, Inc.  
Consolidated Statements of Cash Flows  
(Unaudited)

	Nine Months Ended September 30, 2018    2017	
	(Dollars in millions)	
Cash Flows from Operating Activities:		
Net income (loss)	\$41.5	\$(70.4 )
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization expense	100.3	97.2
Deferred income tax (benefit) expense	(4.0 )	70.4
Payments in excess of expense for postretirement plan benefits	(1.8 )	(1.6 )
Share-based compensation expense	2.2	4.1
Loss on extinguishment of debt	0.3	20.4
Loss from equity method investment	5.4	—
Changes in working capital pertaining to operating activities:		
Receivables	(7.0 )	(9.5 )
Inventories	(7.0 )	(29.2 )
Accounts payable	30.6	32.9
Accrued liabilities	(7.3 )	1.3
Deferred revenue	0.9	14.1
Interest payable	11.3	1.4
Income taxes	2.1	(4.4 )
Other	3.1	1.6
Net cash provided by operating activities	170.6	128.3
Cash Flows from Investing Activities:		
Capital expenditures	(70.7 )	(49.6 )
Sale of equity method investment	4.0	—
Return of Brazilian investment	—	20.5
Other investing activities	0.3	—
Net cash used in investing activities	(66.4 )	(29.1 )
Cash Flows from Financing Activities:		
Proceeds from issuance of long-term debt	45.0	620.6
Repayment of long-term debt	(45.4 )	(644.9 )
Debt issuance costs	(0.5 )	(16.6 )
Proceeds from revolving credit facility	127.2	268.0
Repayment of revolving credit facility	(152.2 )	(240.0 )
Repayment of financing obligation	(1.9 )	(1.8 )
Acquisition of additional interest in the Partnership	(4.2 )	(33.6 )
Cash distribution to noncontrolling interests	(24.8 )	(36.0 )
Other financing activities	0.8	(0.3 )
Net cash used in financing activities	(56.0 )	(84.6 )
Net increase in cash, cash equivalents and restricted cash	48.2	14.6
Cash, cash equivalents and restricted cash at beginning of period	120.2	134.5
Cash, cash equivalents and restricted cash at end of period	\$168.4	\$149.1

Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

Supplemental Disclosure of Cash Flow Information

Interest paid	\$34.6	\$41.7
Income taxes paid, net of refunds of \$3.2 million and \$1.0 million in 2018 and 2017, respectively	\$3.4	\$3.5

(See Accompanying Notes)

4

---

Table of ContentsSunCoke Energy, Inc.  
Consolidated Statements of Equity  
(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total SunCoke Energy, Inc. Equity	Noncontrol- ling Interests	Total Equity
	Shares	Amount	Shares	Amount						
	(Dollars in millions)									
At December 31, 2017	72,006,905	\$ 0.7	7,477,657	\$(140.7)	\$ 486.2	\$( 21.2 )	\$ 101.2	\$ 426.2	\$ 233.4	\$ 659.6
Net income	—	—	—	—	—	—	24.4	24.4	17.1	41.5
Reclassifications of prior service cost and actuarial loss amortization to earnings, net of tax	—	—	—	—	—	(0.1 )	—	(0.1 )	—	(0.1 )
Currency translation adjustment	—	—	—	—	—	(1.7 )	—	(1.7 )	—	(1.7 )
Recognition of accumulated currency translation loss upon sale of equity method investment	—	—	—	—	—	9.0	—	9.0	—	9.0
Cash distribution to noncontrolling interests	—	—	—	—	—	—	—	—	(24.8 )	(24.8 )
Share-based compensation expense	—	—	—	—	2.2	—	—	2.2	—	2.2
Share-issuances, net of shares withheld for taxes	207,918	—	—	—	0.8	—	—	0.8	—	0.8
Acquisition of additional interest in the Partnership:										
Cash paid	—	—	—	—	(1.5 )	—	—	(1.5 )	(2.7 )	(4.2 )
Deferred tax adjustment	—	—	—	—	0.3	—	—	0.3	—	0.3
At September 30, 2018	72,214,823	\$ 0.7	7,477,657	\$(140.7)	\$ 488.0	\$( 14.0 )	\$ 125.6	\$ 459.6	\$ 223.0	\$ 682.6

(See Accompanying Notes)

Table of Contents

SunCoke Energy, Inc.

Notes to the Consolidated Financial Statements

1. General

Description of Business

SunCoke Energy, Inc. (“SunCoke Energy,” “SunCoke,” “Company,” “we,” “our” and “us”) is the largest independent producer of high-quality coke in the Americas, as measured by tons of coke produced each year, and has approximately 55 years of coke production experience. Coke is a principal raw material in the blast furnace steelmaking process and is produced by heating metallurgical coal in a refractory oven, which releases certain volatile components from the coal, thus transforming the coal into coke. Additionally, we own and operate a logistics business, which primarily provides handling and/or mixing services of coal and other aggregates to third-party customers as well as to our own cokemaking facilities.

We have designed, developed, built, own and operate five cokemaking facilities in the United States (“U.S.”), which consist of our Haverhill Coke Company LLC (“Haverhill”), Middletown Coke Company, LLC (“Middletown”), Gateway Energy and Coke Company, LLC (“Granite City”), Jewell Coke Company, L.P. (“Jewell”) and Indiana Harbor Coke Company (“Indiana Harbor”) cokemaking facilities. Our cokemaking facilities have collective nameplate capacity to produce approximately 4.2 million tons of coke per year. Additionally, we have designed and operate one cokemaking facility in Brazil under licensing and operating agreements on behalf of ArcelorMittal Brasil S.A. (“ArcelorMittal Brazil”), which has approximately 1.7 million tons of annual cokemaking capacity.

Our cokemaking ovens utilize efficient, modern heat recovery technology designed to combust the coal’s volatile components liberated during the cokemaking process and use the resulting heat to create steam or electricity for sale. This differs from by-product cokemaking, which repurposes the coal’s liberated volatile components for other uses. We have constructed the only greenfield cokemaking facilities in the U.S. in approximately 30 years and are the only North American coke producer that utilizes heat recovery technology in the cokemaking process. We provide steam pursuant to steam supply and purchase agreements with our customers. Electricity is sold into the regional power market or pursuant to energy sales agreements.

Our logistics business provides handling and/or mixing services to steel, coke (including some of our domestic cokemaking facilities), electric utility, coal producing and other manufacturing based customers. Our logistics business consists of Convent Marine Terminal (“CMT”), Kanawha River Terminals, LLC (“KRT”), SunCoke Lake Terminal, LLC (“Lake Terminal”) and Dismal River Terminal, LLC (“DRT”) and has collective capacity to mix and/or transload more than 40 million tons of coal and other aggregates annually and has total storage capacity of approximately 3 million tons.

On June 27, 2018, we sold our 49 percent investment in VISA SunCoke Limited (“VISA SunCoke”) for cash consideration of \$4.0 million. Consequently, we recognized \$9.0 million of accumulated currency translation losses and incurred \$0.4 million of transaction costs, resulting in a net \$5.4 million loss from equity method investment during the nine months ended September 30, 2018 on the Consolidated Statements of Operations. Our investment in VISA SunCoke was previously accounted for as an equity method investment and was fully impaired in 2015. Therefore, its financial results had not been included in our financial statements since that time.

Our consolidated financial statements include SunCoke Energy Partners, L.P. (the “Partnership”), a publicly-traded partnership. At September 30, 2018, we owned the general partner of the Partnership, which consists of a 2.0 percent ownership interest and incentive distribution rights, and owned a 60.4 percent limited partner interest in the Partnership. At September 30, 2018, the remaining 37.6 percent interest in the Partnership was held by public unitholders. SunCoke is considered the primary beneficiary of the Partnership as it has the power to direct the activities that most significantly impact the Partnership’s economic performance.

Incorporated in Delaware in 2010 and headquartered in Lisle, Illinois, we became a publicly-traded company in 2011 and our stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “SXC.”

Basis of Presentation

The accompanying unaudited consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the U.S. (“GAAP”) for interim reporting. Certain information and disclosures normally included in financial statements have been omitted pursuant to the rules and regulations of the

Securities and Exchange Commission (“SEC”). In management’s opinion, the financial statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods ended September 30, 2018 are not necessarily indicative of the operating results expected for the entire year. These unaudited interim consolidated financial statements should be read in

Table of Contents

conjunction with the audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Recently Adopted Accounting Pronouncements

In May 2014, Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)," which supersedes the revenue recognition requirements in "Revenue Recognition (Topic 605)," and requires entities to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company adopted this standard on January 1, 2018, using the modified retrospective method with no material impact on our revenue recognition model on an annual basis. See Note 14.

In November 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows (Topic 230): Restricted cash." The Company retrospectively adopted this ASU in the first quarter 2018 and modified the Company's cash flow presentation to include restricted cash with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The restricted cash balance was zero at both September 30, 2018 and December 31, 2017, and was \$0.4 million and \$0.5 million at September 30, 2017 and December 31, 2016, respectively. Historical restricted cash balances were related to cash withheld from the 2015 acquisition of CMT to fund the completion of certain expansion capital improvements.

In March 2017, the FASB issued ASU 2017-07, "Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The Company adopted this ASU in the first quarter 2018 and retrospectively presented net periodic postretirement benefit cost in the income statement separately from the service cost component and outside a subtotal of income from operations. In conjunction with the adoption of this standard, expense of \$0.4 million and \$1.0 million was reclassified from operating income and was recorded in interest expense, net on the Consolidated Statements of Operations during the three and nine months ended September 30, 2017. See Note 7.

In February 2018, the FASB issued ASU 2018-02, "Income Statement-Reporting Comprehensive Income (Topic 220) - Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." The Company adopted this ASU in the first quarter 2018 and reclassified \$1.1 million of deferred tax adjustments to accumulated other comprehensive income (loss) from retained earnings on the December 31, 2017 balance sheet for the tax effects resulting from the Tax Cuts and Jobs Act of 2017.

Recently Issued Accounting Pronouncements Not Yet Adopted

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)." ASU 2016-02 requires leases to be recognized as assets and liabilities on the balance sheet for the rights and obligations created by all leases with terms of more than 12 months. Subsequently, the FASB has issued various ASUs to provide further clarification around certain aspects of ASC 842. This standard is effective for annual and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. A multi-disciplined implementation team has gained an understanding of the accounting and disclosure provisions of the standard and is in the process of analyzing the impacts to our business, including the development of new accounting processes to account for our leases and support the required disclosures. We are implementing a technology tool to assist with the accounting and reporting requirements of this standard. While we are still evaluating the impact of adopting this standard, we expect that upon adoption the right-of-use assets and lease liabilities, such as land, the lease of our corporate office space and certain equipment rentals, will increase the reported assets and liabilities on our Consolidated Balance Sheets. The Company expects to prospectively adopt this standard on January 1, 2019.

Reclassifications

Certain amounts in the prior period consolidated financial statements have been reclassified to conform to the current year presentation.

Table of Contents

## 2. Inventories

The components of inventories were as follows:

	September 30, 2018	December 31, 2017
	(Dollars in millions)	
Coal	\$69.7	\$ 61.4
Coke	7.3	12.3
Materials, supplies and other	41.0	37.3
Total inventories	\$118.0	\$ 111.0

## 3. Goodwill and Other Intangible Assets

Goodwill, which represents the excess of the purchase price over the fair value of net assets acquired, is tested for impairment as of October 1 of each year, or when events occur or circumstances change that would, more likely than not, reduce the fair value of a reporting unit to below its carrying value. Goodwill allocated to our Domestic Coke and Logistics segments was \$3.4 million and \$73.5 million at both September 30, 2018 and December 31, 2017, respectively.

The components of other intangible assets, net were as follows:

	Weighted - Average Remaining Amortization Years	September 30, 2018			December 31, 2017		
		Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
		(Dollars in millions)					
Customer contracts	4	\$31.7	\$ 16.6	\$15.1	\$31.7	\$ 13.8	\$17.9
Customer relationships	13	28.7	7.1	21.6	28.7	5.7	23.0
Permits	24	139.0	16.1	122.9	139.0	12.2	126.8
Trade name	—	1.2	1.2	—	1.2	1.0	0.2
Total		\$200.6	\$ 41.0	\$159.6	\$200.6	\$ 32.7	\$167.9

The permits above represent the environmental and operational permits required to operate a coal export terminal in accordance with the U.S. Environmental Protection Agency ("EPA") and other regulatory bodies. Intangible assets are amortized over their useful lives in a manner that reflects the pattern in which the economic benefit of the asset is consumed. The permits' useful lives were estimated to be 27 years at acquisition based on the expected useful life of the significant operating equipment at the facility. We have historical experience of renewing and extending similar arrangements at our other facilities and intend to continue to renew our permits as they come up for renewal for the foreseeable future. The permits were renewed regularly prior to our acquisition of CMT. These permits have an average remaining renewal term of approximately 2.7 years.

Total amortization expense for intangible assets subject to amortization was \$2.7 million and \$8.3 million for the three and nine months ended September 30, 2018, respectively, and \$2.8 million and \$8.3 million for the three and nine months ended September 30, 2017, respectively.

## 4. Income Taxes

At the end of each interim period, we make our best estimate of the effective tax rate expected to be applicable for the full fiscal year and the impact of discrete items, if any, and adjust the rate as necessary.

The Company recorded an income tax benefit of \$2.4 million for the three months ended September 30, 2018 and income tax expense of \$1.8 million for the nine months ended September 30, 2018, respectively, resulting in effective tax rates of (16.0) percent and 3.7 percent, respectively, as compared to the 21.0 percent federal statutory rate. The difference in the Company's effective tax rates as compared to the statutory rate was primarily the result of earnings

attributable to its noncontrolling ownership interests in partnerships as well as a favorable adjustment to the valuation allowance associated with foreign tax credit carryforwards further discussed below.

On December 22, 2017, the Tax Cuts and Jobs Act (“Tax Legislation”) was enacted. The Tax Legislation significantly revised the U.S. corporate income tax structure, including lowering corporate income tax rates. In addition, the SEC staff released Staff Accounting Bulletin 118 on December 23, 2017, which provided for companies to record a provisional impact of

8

---



Table of Contents

the Tax Legislation during a measurement period, not to exceed one year, in situations where companies do not have the necessary information available, prepared, or analyzed in reasonable detail to complete the accounting under ASC 740 for certain income tax effects of the Tax Legislation for the reporting period which includes enactment.

Based on an updated analysis of the foreign tax credit rules relating to the new Tax Legislation, the Company revised its estimate of the realizability of its foreign tax credits, resulting in a net \$4.8 million benefit during the third quarter of 2018. As of September 30, 2018, there was a \$9.2 million valuation allowance against \$17.5 million of foreign tax credit carryforwards. There were no other significant changes to previous estimates and amounts recorded in 2017 relating to this Tax Legislation.

The Company recorded an income tax benefit of \$1.5 million for the three months ended September 30, 2017. The benefit was primarily due to the impact of earnings attributable to its noncontrolling interests in partnerships, partially offset by an increase in Illinois income tax rate effective July 2017. The Company recorded income tax expense of \$69.4 million during the nine months ended September 30, 2017. Additionally, income tax expense during the nine months ended September 30, 2017 included the impacts of the Internal Revenue Service ("IRS") announcement of its final regulations on qualifying income in January 2017, discussed below.

In January 2017, the IRS announced its decision to exclude cokemaking as a qualifying income generating activity in its final regulations (the "Final Regulations") issued under section 7704(d)(1)(E) of the Internal Revenue Code relating to the qualifying income exception for publicly traded partnerships. However, the Final Regulations include a transition period for activities that were reasonably interpreted to be qualifying income and carried on by publicly traded partnerships prior to the Final Regulations. The Partnership previously received a will-level opinion from its counsel, Vinson & Elkins LLP, that the Partnership's cokemaking operations generated qualifying income prior to the Final Regulations. Therefore, the Partnership believes it had a reasonable basis to conclude its cokemaking operations were considered qualifying income before the issuance of the new regulations and as such expects to maintain its treatment as a partnership through the transition period. Cokemaking entities in the Partnership will become taxable as corporations on January 1, 2028, after the transition period ends.

## 5. Accrued Liabilities

Accrued liabilities consisted of the following:

	September 30, 2018	December 31, 2017
	(Dollars in millions)	
Accrued benefits	\$18.4	\$ 21.3
Current portion of postretirement benefit obligation	3.1	3.1
Other taxes payable	11.0	10.5
Current portion of black lung liability	5.4	5.4
Accrued legal	4.3	5.6
Other	3.5	7.3
Total accrued liabilities	\$45.7	\$ 53.2

Table of Contents

## 6. Debt and Financing Obligation

Total debt and financing obligation, including the current portion of long-term debt and financing obligation, consisted of the following:

	September 30, 2018	December 31, 2017
	(Dollars in millions)	
7.500 percent senior notes, due 2025 ("2025 Partnership Notes")	\$ 700.0	\$ 700.0
7.625 percent senior notes, due 2019 ("2019 Notes")	—	44.6
Term loan, due 2022 ("Term Loan")	44.1	—
SunCoke's revolving credit facility, due 2022 ("Revolving Facility")	—	—
Partnership's revolving credit facility, due 2022 ("Partnership Revolver")	105.0	130.0
5.82 percent financing obligation, due 2021 ("Partnership Financing Obligation")	10.8	12.7
Total borrowings	859.9	887.3
Original issue discount	(5.5 )	(5.9 )
Debt issuance costs	(15.8 )	(17.7 )
Total debt and financing obligation	838.6	863.7
Less: current portion of long-term debt and financing obligation	3.9	2.6
Total long-term debt and financing obligation	\$ 834.7	\$ 861.1

## Redemption of 2019 Notes

On January 11, 2018, the Company redeemed all of its outstanding 2019 Notes for \$46.1 million, which included accrued and unpaid interest of \$1.5 million. As a result of the debt extinguishment, the Company recorded a loss on extinguishment of debt on the Consolidated Statement of Operations of \$0.3 million, representing a write-off of unamortized debt issuance costs. The Company funded the redemption with a Term Loan in aggregate principal amount of \$45.0 million, resulting in additional debt issuance costs of \$0.3 million. The Term Loan will mature on May 24, 2022. Borrowings under the Term Loan will bear interest, at the Company's option, at either (i) a base rate plus an applicable margin or (ii) LIBOR plus an applicable margin. The applicable margin is based on the Company's consolidated leverage ratio, as defined in the credit agreement.

## Revolving Facility

The Revolving Facility has capacity of \$100.0 million. As of September 30, 2018, the Revolving Facility had letters of credit outstanding of \$23.9 million and no outstanding balance, leaving \$76.1 million available.

## Partnership Revolver

The Partnership Revolver has capacity of \$285.0 million. As of September 30, 2018, the Partnership had \$1.9 million of letters of credit outstanding and an outstanding balance of \$105.0 million, leaving \$178.1 million available.

## Covenants

Under the terms of the Revolving Facility, the Company is subject to a maximum consolidated leverage ratio of 3.25:1.00 and a minimum consolidated interest coverage ratio of 2.75:1.00. Under the terms of the Partnership's credit agreement, the Partnership is subject to a maximum consolidated leverage ratio of 4.50:1.00 prior to June 30, 2020 and 4.00:1.00 after June 30, 2020 and a minimum consolidated interest coverage ratio of 2.50:1.00. The Company's and Partnership's credit agreements contain other covenants and events of default that are customary for similar agreements and may limit our ability to take various actions including our ability to pay a dividend or repurchase our stock.

If we fail to perform our obligations under these and other covenants, the lenders' credit commitment could be terminated and any outstanding borrowings, together with accrued interest, under the Revolving Facility and Partnership Revolver could be declared immediately due and payable. The Company and the Partnership have a cross default provision that applies to our indebtedness having a principal amount in excess of \$35 million.

As of September 30, 2018, the Company and the Partnership were in compliance with all applicable debt covenants. We do not anticipate a violation of these covenants nor do we anticipate that any of these covenants will restrict our operations or our ability to obtain additional financing.

Table of Contents

## Maturities

As of September 30, 2018, the combined aggregate amount of maturities for long-term borrowings for each of the next five years is as follows:

	(Dollars in millions)
2018	\$ 0.8
2019	3.9
2020 <sup>(1)</sup>	10.8
2021	3.4
2022	141.0
2023-Thereafter	700.0
Total	\$ 859.9

(1) Assumes the Partnership Financing Obligation early buyout option is exercised in 2020.

## 7. Retirement Benefits Plans

The Company has plans which provide health care and life insurance benefits for many of its retirees (“postretirement benefit plans”). The postretirement benefit plans are unfunded and the costs are borne by the Company. The expense from these plans consisted of the following components:

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2017	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2017
	(Dollars in millions)			
Interest cost on benefit obligations	\$0.2	\$0.3	\$0.7	\$0.9
Amortization of:				
Actuarial losses	0.1	0.3	0.4	0.7
Prior service benefit	(0.2 )	(0.2 )	(0.5 )	(0.6 )
Total expense <sup>(1)</sup>	\$0.1	\$0.4	\$0.6	\$1.0

In conjunction with the adoption of ASU 2017-07, the non-service type expense associated with these plans was (1) excluded from operating income and recorded in interest expense, net on the Consolidated Statements of

Operations during the periods presented. Prior year periods have been reclassified to also reflect this presentation.

## Defined Contribution Plans

The Company has defined contribution plans which provide retirement benefits for certain of its employees. The Company’s contributions, which are principally based on the Company’s pre-tax income and the aggregate compensation levels of participating employees are charged against income as incurred. In both 2018 and 2017, these contributions amounted to \$1.6 million and \$4.7 million for the three and nine months ended September 30, respectively.

Table of Contents

8. Commitments and Contingent Liabilities

Legal Matters

SunCoke Energy is party to an omnibus agreement, pursuant to which we have agreed to indemnify the Partnership for costs and expenses related to remediation of certain identified environmental matters in existence prior to the Partnership's initial public offering on January 24, 2013 ("IPO") at the Partnership's Haverhill and Middletown facilities and certain identified environmental matters at the Partnership's Granite City facility in existence prior to its dropdown in January of 2015 ("Granite City Dropdown"). However, under the terms of the omnibus agreement, SunCoke Energy is not obligated to indemnify the Partnership for any new environmental matters coming into existence after the IPO at the Partnership's Haverhill and Middletown facilities, or any new environmental matters coming into existence after the Granite City Dropdown at the Partnership's Granite City facility.

The EPA issued Notices of Violations ("NOVs") for our Haverhill and Granite City cokemaking facilities which stemmed from alleged violations of our air emission operating permits for these facilities. We are working in a cooperative manner with the EPA, the Ohio Environmental Protection Agency and the Illinois Environmental Protection Agency to address the allegations, and have entered into a consent decree in federal district court with these parties. The consent decree includes a \$2.2 million civil penalty payment, which was paid in December 2014, as well as capital projects underway to improve the reliability of the energy recovery systems and enhance environmental performance at the Haverhill and Granite City facilities. An amendment was lodged in February 2018 and entered by the federal district court in July 2018. The amendment provides the Haverhill and Granite City facilities with additional time to perform necessary maintenance on the flue gas desulfurization systems without exceeding consent decree limits. The emissions associated with this maintenance will be mitigated in accordance with the amendment, and there are no civil penalty payments associated with this amendment. The project at Granite City was due to be completed in February 2019, but the Company now expects to complete the project in July 2019 and is in discussions with the government entities regarding, among other things, the timing thereof.

We anticipate spending approximately \$150 million related to these projects, of which we have spent approximately \$132 million to date, including \$7 million spent by the Company prior to the formation of the Partnership. The remaining capital is expected to be spent through the first half of 2019. A portion of the proceeds from the Partnership's initial public offering and subsequent dropdowns were used to fund \$119 million of these environmental remediation projects. Pursuant to the omnibus agreement, the Company made a capital contribution to the Partnership of \$10 million during the first quarter of 2018 for these known environmental remediation projects. The Company expects to make additional capital contributions to the Partnership of approximately \$10 million in the fourth quarter of 2018 and approximately \$5 million in the first half of 2019 for the estimated future spending related to these environmental remediation projects.

SunCoke Energy has also received NOVs, Findings of Violations ("FOVs"), and information requests from the EPA related to our Indiana Harbor cokemaking facility, which allege violations of certain air operating permit conditions for this facility. The Clean Air Act (the "CAA") provides the EPA with the authority to issue, among other actions, an order to enforce a State Implementation Plan ("SIP") 30 days after an NOV. The CAA also authorizes EPA enforcement of other non-SIP requirements immediately after an FOV. Generally, an NOV applies to SIPs and requires the EPA to wait 30 days, while an FOV applies to all other provisions (such as federal regulations) of the CAA, and has no waiting period. The NOVs and/or FOVs were received in 2010, 2012, 2013, 2015 and 2016. After discussions with the EPA and the Indiana Department of Environmental Management ("IDEM") in 2010, resolution of the NOVs/FOVs was postponed by mutual agreement because of ongoing discussions regarding the NOVs at Haverhill and Granite City. In January 2012, the Company began working in a cooperative manner to address the allegations with the EPA, the IDEM and Cokenergy, LLC, an independent power producer that owns and operates an energy facility, including heat recovery equipment and a flue gas desulfurization system, that processes hot flue gas from our Indiana Harbor facility to produce steam and electricity and to reduce the sulfur and particulate content of such flue gas.

The EPA, IDEM, SunCoke Energy and Cokenergy, LLC have met regularly since those discussions commenced, and continued to meet regularly in 2017 to reach a settlement of the NOVs and FOVs. Capital projects were underway during this time to address items that would be included in conjunction with a settlement of the NOVs/FOVs. A

consent decree among the parties was lodged in federal court in January 2018 and is undergoing review. The settlement includes a \$2.5 million civil penalty payment, which is included in accrued liabilities on the Consolidated Balance Sheets at both September 30, 2018 and December 31, 2017. Further, the settlement consists of capital projects already underway to improve reliability and environmental performance of the coke ovens at the facility.

The Company is a party to certain other pending and threatened claims, including matters related to commercial and tax disputes, product liability, employment claims, personal injury claims, premises-liability claims, allegations of exposures to toxic substances and environmental claims. Although the ultimate outcome of these claims cannot be ascertained at this time, it is reasonably possible that some portion of these claims could be resolved unfavorably to the Company. Management of the

Table of Contents

Company believes that any liability which may arise from claims would not have a material adverse impact on our consolidated financial statements.

**Black Lung Benefit Liabilities**

The Company has obligations related to coal workers' pneumoconiosis, or black lung, benefits to certain of our former coal miners and their dependents. Such benefits are provided for under Title IV of the Federal Coal Mine and Safety Act of 1969 and subsequent amendments, as well as for black lung benefits provided in the states of Virginia, Kentucky and West Virginia pursuant to workers' compensation legislation. The Patient Protection and Affordable Care Act ("PPACA"), which was implemented in 2010, amended previous legislation related to coal workers' black lung obligations. PPACA provides for the automatic extension of awarded lifetime benefits to surviving spouses and changes the legal criteria used to assess and award claims. We act as a self-insurer for both state and federal black lung benefits and adjust our liability each year based upon actuarial calculations of our expected future payments for these benefits.

Our independent actuarial consultants calculate the present value of the estimated black lung liability annually based on actuarial models utilizing our population of former coal miners, historical payout patterns of both the Company and the industry, actuarial mortality rates, disability incidence, medical costs, death benefits, dependents, discount rates and the current federally mandated payout rates. The estimated liability may be impacted by future changes in the statutory mechanisms, modifications by court decisions and changes in filing patterns driven by perceptions of success by claimants and their advisors, the impact of which cannot be estimated. The estimated liability was \$51.3 million and \$50.3 million at September 30, 2018 and December 31, 2017, respectively, of which the current portion of \$5.4 million was included in accrued liabilities on the Consolidated Balance Sheets in both periods.

**9. Share-Based Compensation****Equity Classified Awards**

During the nine months ended September 30, 2018, the Company granted share-based compensation to eligible participants under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan ("SunCoke LTPEP"). All awards vest immediately upon a change in control and a qualifying termination of employment as defined by the SunCoke LTPEP.

**Stock Options**

The Company granted the following stock options during the nine months ended September 30, 2018 with an exercise price equal to the closing price of our common stock on the date of grant.

	Weighted Average Per Share	Grant ExerciseDate Price	Fair Value
Shares			

Traditional stock options 78,447 \$10.49 \$5.38

The stock options vest in three equal annual installments beginning one year from the date of grant. The stock options expire ten years from the date of grant.

The Company calculates the value of each employee stock option, estimated on the date of grant, using the Black-Scholes option pricing model. The weighted-average fair value of employee stock options granted during the nine months ended September 30, 2018 was based on using the following weighted-average assumptions:

	Nine Months Ended September 30, 2018	
Risk-free interest rate	3	%
Expected term	6	years

Volatility	52	%
Dividend yield	—	%

The risk-free interest rate assumption is based on the U.S. Treasury yield curve at the date of grant for periods which approximate the expected life of the option. The expected term of the employee options represent the average contractual term adjusted by the average vesting period of each option tranche. We determined expected volatility using our historical volatility calculated as our historical daily stock returns over the options' expected term. The dividend yield assumption is based on the Company's expectation of dividend payouts at the time of grant.



Table of Contents

Restricted Stock Units Settled in Shares

The Company issued 32,128 stock-settled restricted stock units (“RSUs”) to certain employees for shares of the Company’s common stock during the nine months ended September 30, 2018. The weighted average grant date fair value was \$10.49 per share. The RSUs vest in three annual installments beginning one year from the date of grant.

Performance Share Units

The Company granted the following performance share units (“PSUs”) for shares of the Company's common stock during the nine months ended September 30, 2018 that vest on December 31, 2020:

	Grant Date	Fair Value
Shares	per Share	
PSUs <sup>(1)(2)</sup>	96,389	\$ 11.36

The PSU awards are split 50/50 between the Company's three year cumulative Adjusted EBITDA performance (1)measure and the Company's three-year average pre-tax return on capital performance measure for its coke and logistics businesses and unallocated corporate expenses.

The number of PSUs ultimately awarded will be determined by the above performance versus targets and the Company's three-year total shareholder return (“TSR”) as compared to the TSR of the companies making up the (2) Nasdaq Iron & Steel Index (“TSR Modifier”). The TSR Modifier can impact the payout between 75 percent and 125 percent of the Company's final performance measure results.

The award may vest between zero and 250 percent of the original units granted. In the event the TSR performance is negative, the overall payout of the award shall be capped at 100 percent. The fair value of the PSUs granted during the nine months ended September 30, 2018 is based on the closing price of our common stock on the date of grant as well as a Monte Carlo simulation for the valuation of the TSR Modifier.

Liability Classified Awards

Restricted Stock Units Settled in Cash

During the nine months ended September 30, 2018, the Company issued 108,522 restricted stock units to be settled in cash (“Cash RSUs”), which vest in three annual installments beginning one year from the grant date. The weighted average grant date fair value of the Cash RSUs granted during the nine months ended September 30, 2018 was \$10.71 and was based on the closing price of our common stock on the day of grant.

The Cash RSU liability is adjusted based on the closing price of our common stock at the end of each period and at both September 30, 2018 and December 31, 2017 was not material.

Cash Incentive Award

The Company also granted share-based compensation to eligible participants under the SunCoke Energy, Inc. Long-Term Cash Incentive Plan (“SunCoke LTCIP”), which became effective January 1, 2016. The SunCoke LTCIP is designed to provide for performance-based, cash-settled awards. All awards vest immediately upon a change in control and a qualifying termination of employment as defined by the SunCoke LTCIP.

The Company issued a grant date fair value award of \$1.0 million during the nine months ended September 30, 2018 that vest on December 31, 2020. The awards are split 50/50 between the Company's three-year cumulative Adjusted EBITDA performance and the Company's three-year average pre-tax return on capital for its coke and logistics businesses and unallocated corporate expenses. The ultimate award value will be determined by the performance versus targets and the Company's three-year TSR Modifier performance but will be capped at 250 percent of the target award.

The cash incentive award liability at September 30, 2018 was adjusted based on the Company's three-year cumulative Adjusted EBITDA performance and adjusted average pre-tax return on capital for the Company's coke and logistics businesses and unallocated corporate expenses. The cash incentive award liability at both September 30, 2018 and December 31, 2017 was not material.



Table of Contents

## Summary of Share-Based Compensation Expense

Below is a summary of the compensation expense, unrecognized compensation costs, and the period for which the unrecognized compensation cost is expected to be recognized over:

	Three Months Ended September 30,		Nine Months Ended September 30,		September 30, 2018	
	2018	2017	2018	2017	Unrecognized Compensation Cost	Recognition Period
	(Dollars in millions)				(Years)	
Equity Awards:						
Stock Options	\$ 0.1	\$ 0.3	\$ 0.4	\$ 1.1	\$ 0.6	1.7
RSUs	0.1	0.2	0.3	0.9	\$ 0.3	1.8
PSUs	0.3	0.5	1.2	1.7	\$ 2.7	2.1
Total equity awards	\$ 0.5	\$ 1.0	\$ 1.9	\$ 3.7		
Liability Awards:						
Cash RSUs	\$ 0.2	\$ 0.1	\$ 0.8	\$ 0.5	\$ 1.4	1.5
Cash incentive award	0.1	0.1	0.6	0.4	\$ 0.9	2.0
Total liability awards	\$ 0.3	\$ 0.2	\$ 1.4	\$ 0.9		

(1) Compensation expense recognized by the Company in selling, general and administrative expenses on the Consolidated Statements of Operations.

The Company and the Partnership issued \$0.3 million and \$0.4 million of shared-based compensation to the Company's and the Partnership's Board of Directors during the nine months ended September 30, 2018 and 2017, respectively.

Table of Contents

## 10. Acquisition of Noncontrolling Interest

In 2017, the Company's Board of Directors authorized a program for the Company to purchase outstanding Partnership common units at any time and from time to time in the open market, through privately negotiated transactions, block transactions, or otherwise for a total aggregate cost to the Company not to exceed \$100.0 million. At September 30, 2018 there was \$47.1 million available under the authorized program.

The following table summarizes the Company's purchases of outstanding Partnership common units in the open market:

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2017	2018	2017
	(Dollars in millions)			
Units purchased	—520,573	231,111	1980,977	
Cash paid	\$— 9.0	\$4.2	\$ 33.6	
Decrease in noncontrolling interest <sup>(1)</sup>	\$— 5.3	\$2.7	\$ 20.7	
Decrease in additional paid in capital <sup>(2)</sup>	\$— 2.3	\$1.2	\$ 8.1	

(1) Represents Partnership's net book value acquired by the Company.

Represents consideration paid in excess of the net book value of the noncontrolling interest acquired net of deferred tax adjustments of zero and \$0.3 million for the three and nine months ended September 30, 2018, <sup>(2)</sup> respectively, and \$1.4 million and \$4.8 million for the three and nine months ended September 30, 2017, respectively.

The following table summarizes the effects of the changes in the Company's ownership interest in the Partnership on SunCoke's equity:

	Three Months Ended September 30, 2018	2017	Nine Months Ended September 30, 2018	2017
	(Dollars in millions)			
Net income (loss) attributable to SunCoke Energy, Inc.	\$11.5	\$11.6	\$24.4	\$(11.6)
Decrease in SunCoke Energy, Inc. equity for the purchase of additional interest in the Partnership	—	(2.3 )	(1.2 )	(8.1 )
Change from net income (loss) attributable to SunCoke Energy, Inc. and transfers to noncontrolling interest	\$11.5	\$9.3	\$23.2	\$(19.7)

Table of Contents

## 11. Earnings per Share

Basic earnings per share (“EPS”) has been computed by dividing net income attributable to SunCoke Energy, Inc. by the weighted average number of shares outstanding during the period. Except where the result would be anti-dilutive, diluted earnings per share has been computed to give effect to share-based compensation awards using the treasury stock method.

The following table sets forth the reconciliation of the weighted-average number of common shares used to compute basic EPS to those used to compute diluted EPS:

	Three	Nine		
	Months	Months		
	Ended	Ended		
	September	September		
	30,	30,		
	2018	2017	2018	2017

(Shares in millions)

Weighted-average number of common shares outstanding-basic	64.7	64.3	64.7	64.3
Add: Effect of dilutive share-based compensation awards	0.8	0.9	0.8	—
Weighted-average number of shares-diluted	65.5	65.2	65.5	64.3

The following table shows stock options, restricted stock units, and performance stock units that are excluded from the computation of diluted earnings per share as the shares would have been anti-dilutive:

	Three	Nine		
	Months	Months		
	Ended	Ended		
	September	September		
	30,	30,		
	2018	2017	2018	2017

(Shares in millions)

Stock options	2.8	2.9	2.8	3.3
Restricted stock units	—	—	—	0.2
Performance stock units	—	0.2	0.1	0.9
Total	2.8	3.1	2.9	4.4

Table of Contents

## 12. Supplemental Accumulated Other Comprehensive Loss Information

Changes in accumulated other comprehensive loss, by component, are presented below:

	Benefit Plans	Currency Translation Adjustments	Total
(Dollars in millions)			
At December 31, 2017	\$ (6.5)	\$ (14.7 )	\$ (21.2)
Amounts reclassified from accumulated other comprehensive loss	(0.1 )	—	(0.1 )
Currency translation adjustment	—	(1.7 )	(1.7 )
Recognition of accumulated currency translation loss upon sale of equity method investment	—	9.0	9.0
At September 30, 2018	\$ (6.6)	\$ (7.4 )	\$ (14.0)

Reclassifications out of accumulated other comprehensive loss were as follows<sup>(1)</sup>:

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2017

(Dollars in millions)

Recognition of accumulated currency translation adjustments <sup>(2)</sup>	\$—	\$—	\$9.0	\$—
Amortization of postretirement benefit plan items to net income:				
Actuarial loss <sup>(3)</sup>	\$0.1	\$0.3	\$0.4	\$0.7
Prior service benefit <sup>(3)</sup>	(0.2 )	(0.2 )	(0.5 )	(0.6 )
Total expense before taxes	(0.1 )	0.1	8.9	0.1
Less income tax benefit	—	—	—	—
Total expense, net of tax	\$(0.1)	\$0.1	\$8.9	\$0.1

(1) Amounts in parentheses indicate credits to net income.

(2) These accumulated currency translation losses were recognized into income as a result of the sale of our equity method investment in VISA SunCoke Limited.

(3) These accumulated other comprehensive (income) loss components are included in the computation of postretirement benefit plan expense (benefit). See Note 7.

## 13. Fair Value Measurement

The Company measures certain financial and non-financial assets and liabilities at fair value on a recurring basis. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. Fair value disclosures are reflected in a three-level hierarchy, maximizing the use of observable inputs and minimizing the use of unobservable inputs.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels are defined as follows:

• Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for an identical asset or liability in an active market.

• Level 2 - inputs to the valuation methodology include quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability.

•

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement of the asset or liability.

18

---

## Table of Contents

### Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

Certain assets and liabilities are measured at fair value on a recurring basis. The Company's cash equivalents, which amounted to \$6.6 million and \$5.5 million at September 30, 2018 and December 31, 2017, respectively, were measured at fair value based on quoted prices in active markets for identical assets. These inputs are classified as Level 1 within the valuation hierarchy.

### CMT Contingent Consideration

In connection with the CMT acquisition, the Partnership entered into a contingent consideration arrangement that requires the Partnership to make future payments to The Cline Group based on future volume over a specified threshold, price and contract renewals. The fair value of the contingent consideration was estimated based on a probability-weighted analysis using significant inputs that are not observable in the market, or Level 3 inputs. Key assumptions included probability adjusted levels of handling services provided by CMT, anticipated price per ton on future sales and probability of contract renewal, including length of future contracts, volume commitment, and anticipated price per ton. The fair value of the contingent consideration was \$3.6 million at September 30, 2018, with \$0.9 million included in accrued liabilities and \$2.7 million included in other deferred credit and liabilities on the Consolidated Balance Sheets. The fair value of the contingent consideration was \$2.5 million at December 31, 2017 and was included in other deferred credits and liabilities on the Consolidated Balance Sheets. The increase in the fair value of the contingent consideration liability was primarily due to changes in expected throughput volumes related to the long-term, take-or-pay agreements.

### Certain Financial Assets and Liabilities not Measured at Fair Value

At September 30, 2018 and December 31, 2017, the fair value of the Company's total debt was estimated to be \$908.9 million and \$919.7 million, respectively, compared to a carrying amount of \$859.9 million and \$887.3 million, respectively. The fair value was estimated by management based upon estimates of debt pricing provided by financial institutions, which are considered Level 2 inputs.

## 14. Revenue from Contracts with Customers

### Cokemaking

Substantially all our coke sales are made pursuant to long-term, take-or-pay agreements with ArcelorMittal USA LLC and/or its affiliates ("AM USA"), AK Steel Holding Corporation ("AK Steel") and United States Steel Corporation ("U.S. Steel"), who are three of the largest blast furnace steelmakers in North America. The take-or-pay provisions of our agreements require us to deliver minimum annual tonnage, which varies by contract, but covers at least 90 percent of each facility's annual capacity. The take-or-pay provisions also require our customers to purchase such volumes of coke or pay the contract price for any tonnage they elect not to take. These coke sales agreements have an average remaining term of approximately six years, and to date, our coke customers have satisfied their obligations under these agreements.

Our coke sales prices include an operating cost component, a coal cost component and a return of capital component. Operating costs under two of our coke sales agreements are contractual, subject to an annual adjustment based on an inflation index. Under our other four coke sales agreements operating costs are passed through to the respective customers subject to an annually negotiated budget, in some cases subject to a cap annually adjusted for inflation, and generally we share any difference in costs from the budgeted amounts with our customers. Our coke sales agreements contain pass-through provisions for coal and coal procurement costs, subject to meeting contractual coal-to-coke yields. To the extent that the actual coal-to-coke yields are less than the contractual standard, we are responsible for the cost of the excess coal used in the cokemaking process. Conversely, to the extent our actual coal-to-coke yields are higher than the contractual standard, we realize gains. The reimbursement of pass-through operating and coal costs from these coke sales agreements are considered to be variable consideration components included in the cokemaking sales price. The return of capital component for each ton of coke sold to the customer is determined at the time the coke sales agreement is signed and is effective for the term of each sales agreement. This component of our coke sales prices is intended to provide an adequate return on invested capital and may differ based on investment levels and other considerations. The actual return on invested capital at any facility is also impacted by favorable or unfavorable performance on pass-through cost items. Revenues are recognized when performance obligations to our customers are



satisfied in an amount that reflects the consideration that we expect to receive in exchange for the coke.

#### Logistics

In our logistics business, handling and/or mixing services are provided to steel, coke (including some of our domestic cokemaking facilities), electric utility, coal producing and other manufacturing based customers. Materials are transported in numerous ways, including rail, truck, barge or ship. We do not take possession of materials handled, but rather act as intermediaries between our customers and end users, deriving our revenues from services provided on a per ton basis. The handling and mixing services consist primarily of two performance obligations, unloading and loading of materials. Our

Table of Contents

logistics business has long-term, take-or-pay agreements requiring us to handle over 13 million tons annually. The take-or-pay provisions in these agreements require our customers to purchase such handling services or pay the contract price for services they elect not to take. Estimated take-or-pay revenue of approximately \$320 million from all of our long-term logistics contracts is expected to be recognized over the next five years for unsatisfied or partially unsatisfied performance obligations as of September 30, 2018. To date, our customers have satisfied their obligations under these agreements. Included with these long-term, take-or-pay arrangements are our contracts with Murray American Coal, Inc. ("Murray") and Foresight Energy LLC ("Foresight"), which cover 10 million tons of CMT's annual transloading capacity of 15 million tons. Revenues are recognized when the customer receives the benefits of the services provided, in an amount that reflects the consideration that we will receive in exchange for those services. Billings to CMT customers for take-or-pay volume shortfalls based on pro-rata volume commitments under take-or-pay contracts that are in excess of billings earned for services provided are recorded as contract liabilities and characterized as deferred revenue on the Consolidated Balance Sheets. Deferred revenue is recognized at the earliest of i) when the performance obligation is satisfied; ii) when the performance obligation has expired, based on the terms of the contract; or iii) when the likelihood that the customer would exercise its right to the performance obligation becomes remote.

The following table provides changes in the Company's deferred revenue:

	2018	2017
	(Dollars in millions)	
Beginning balance at December 31, 2017 and 2016, respectively	\$1.7	\$2.5
Reclassification of the beginning contract liabilities to revenue, as a result of performance obligation satisfied	(1.4 )	(2.1 )
Billings in excess of services performed, not recognized as revenue	2.3	16.2
Ending balance at September 30, 2018 and 2017, respectively	\$2.6	\$16.6

Energy  
Our energy sales are made pursuant to either steam or energy supply and purchase agreements or is sold into the regional power market. Our cokemaking ovens utilize efficient, modern heat recovery technology designed to combust the coal's volatile components liberated during the cokemaking process and use the resulting heat to create steam or electricity for sale. The energy provided under these arrangements result in transfer of control over time. Revenues are recognized over time as energy is delivered to our customers, in an amount based on the terms of each arrangement.

**Operating and Licensing Fees**

Operating and licensing fees are made pursuant to long-term contracts with ArcelorMittal Brazil, where we operate a Brazilian cokemaking facility. The licensing fees are based upon the level of production required by our customer as well as a fixed annual fee. Operating fees include the full pass-through of the operating costs of the Brazilian facility as well as a per ton fee based on the level of production required by our customer. Revenues are recognized over time as our customers receive and consume the benefits in an amount that corresponds directly with the value provided to the customer to date.

**Disaggregated Sales and Other Operating Revenue**

The following table provides disaggregated sales and other operating revenue by product or service, excluding intersegment revenues:

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
	(Dollars in millions)			
Sales and other operating revenue:				
Cokemaking	\$312.4	\$288.7	\$928.6	\$836.1

Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

Energy	12.5	14.7	39.2	39.3
Logistics	27.5	21.3	77.6	55.1
Operating and licensing fees	9.7	10.9	30.0	32.2
Other	2.4	3.4	6.6	9.2
Sales and other operating revenue	\$364.5	\$339.0	\$1,082.0	\$971.9

20

---

Table of Contents

The following table provides disaggregated sales and other operating revenue by customer:

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	(Dollars in millions)			
Sales and other operating revenue:				
AM USA	\$176.7	\$163.6	\$513.8	\$468.8
AM Brazil	9.7	10.9	30.0	32.2
AK Steel	96.3	84.2	284.0	251.1
U.S. Steel	47.4	58.5	154.5	157.6
Foresight and Murray	17.4	8.4	48.9	27.9
Other	17.0	13.4	50.8	34.3
Sales and other operating revenue	\$364.5	\$339.0	\$1,082.0	\$971.9

## Shipping and Handling Costs

Shipping and handling costs are included in cost of products sold and operating expenses on the Consolidated Statements of Operations and are generally passed through to our customers. The Company has elected to account for shipping and handling activities as a promise to fulfill the transfer of coke.

## 15. Business Segment Information

The Company reports its business through three segments: Domestic Coke, Brazil Coke and Logistics. The Domestic Coke segment includes the Jewell, Indiana Harbor, Haverhill, Granite City and Middletown cokemaking facilities. Each of these facilities produces coke, and all facilities except Jewell recover waste heat, which is converted to steam or electricity through a similar production process.

The Brazil Coke segment includes the licensing and operating fees payable to us under long-term contracts with ArcelorMittal Brazil, under which we operate a cokemaking facility located in Vitória, Brazil through at least 2023. Logistics operations are comprised of CMT, KRT, Lake Terminal, which provides services to our Indiana Harbor cokemaking facility, and DRT, which provides services to our Jewell cokemaking facility. Handling and mixing results are presented in the Logistics segment.

Corporate expenses that can be identified with a segment have been included in determining segment results. The remainder is included in Corporate and Other. Corporate and Other also includes activity from our legacy coal mining business, which was historically presented as a separate reportable segment.

Segment assets are those assets utilized within a specific segment and exclude deferred taxes and current tax receivables.

Table of Contents

The following table includes Adjusted EBITDA, which is the measure of segment profit or loss and liquidity reported to the chief operating decision maker for purposes of allocating resources to the segments and assessing their performance:

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	(Dollars in millions)			
Sales and other operating revenue:				
Domestic Coke	\$326.8	\$309.7	\$973.6	\$884.9
Brazil Coke	9.7	10.9	30.0	32.2
Logistics	28.0	18.4	78.4	54.8
Logistics intersegment sales	5.7	4.8	16.6	15.0
Elimination of intersegment sales	(5.7 )	(4.8 )	(16.6 )	(15.0 )
Total sales and other operating revenues	\$364.5	\$339.0	\$1,082.0	\$971.9
Adjusted EBITDA:				
Domestic Coke	\$49.1	\$55.6	\$156.3	\$149.3
Brazil Coke	4.5	4.6	14.0	13.5
Logistics	21.0	12.6	54.3	35.7
Corporate and Other <sup>(1)</sup>	(8.6 )	(10.7 )	(27.3 )	(33.3 )
Total Adjusted EBITDA	\$66.0	\$62.1	\$197.3	\$165.2
Depreciation and amortization expense:				
Domestic Coke <sup>(2)</sup>	\$28.7	\$24.0	\$79.5	\$77.4
Brazil Coke	0.2	0.2	0.5	0.5
Logistics	6.2	6.1	19.2	18.3
Corporate and Other	0.3	0.3	1.1	1.0
Total depreciation and amortization expense	\$35.4	\$30.6	\$100.3	\$97.2
Capital expenditures:				
Domestic Coke	\$25.1	\$26.0	\$67.1	\$45.9
Logistics	1.9	0.5	3.5	1.8
Corporate and Other	—	0.7	0.1	1.9
Total capital expenditures	\$27.0	\$27.2	\$70.7	\$49.6

Corporate and Other includes the activity from our legacy coal mining business, which contributed Adjusted EBITDA losses of \$2.9 million and \$7.6 million during the three and nine months ended September 30, 2018, respectively, as well as \$2.0 million and \$8.2 million during the three and nine months ended September 30, 2017, respectively.

We revised the estimated useful lives of certain assets in our Domestic Coke segment, primarily as a result of plans to replace major components of certain heat recovery steam generators with upgraded materials and design, resulting in additional depreciation of \$2.7 million, or \$0.04 per common share, during both the three and nine months ended September 30, 2018.

The following table sets forth the Company's segment assets:

	September 30, 2018	December 31, 2017
--	-----------------------	----------------------

Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

(Dollars in  
millions)

Segment assets		
Domestic Coke	\$1,474.8	\$ 1,439.7
Brazil Coke	14.7	10.9
Logistics	473.7	491.9
Corporate and Other	132.3	112.8
Segment assets, excluding income tax receivable	2,095.5	2,055.3
Income tax receivable	2.7	4.8
Total assets	\$2,098.2	\$ 2,060.1

22

---

Table of Contents

The Company evaluates the performance of its segments based on segment Adjusted EBITDA, which is defined as earnings before interest, taxes, depreciation and amortization ("EBITDA"), adjusted for any impairments, loss (gain) on extinguishment of debt, changes to our contingent consideration liability related to our acquisition of CMT and/or loss on the disposal of our interest in VISA SunCoke. EBITDA and Adjusted EBITDA do not represent and should not be considered alternatives to net income or operating income under GAAP and may not be comparable to other similarly titled measures in other businesses.

Management believes Adjusted EBITDA is an important measure of the operating performance and liquidity of the Company's net assets and its ability to incur and service debt, fund capital expenditures and make distributions. Adjusted EBITDA provides useful information to investors because it highlights trends in our business that may not otherwise be apparent when relying solely on GAAP measures and because it eliminates items that have less bearing on our operating performance and liquidity. EBITDA and Adjusted EBITDA are not measures calculated in accordance with GAAP, and they should not be considered a substitute for net income, operating cash flow or any other measure of financial performance presented in accordance with GAAP. Set forth below is additional discussion of the limitations of Adjusted EBITDA as an analytical tool.

Limitations. Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure. Adjusted EBITDA also has limitations as an analytical tool and should not be considered in isolation or as a substitute for an analysis of our results as reported under GAAP. Some of these limitations include that Adjusted EBITDA:

- does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- does not reflect items such as depreciation and amortization;
- does not reflect changes in, or cash requirement for, working capital needs;
- does not reflect our interest expense, or the cash requirements necessary to service interest on or principal payments of our debt;
- does not reflect certain other non-cash income and expenses;
- excludes income taxes that may represent a reduction in available cash; and
- includes net income attributable to noncontrolling interests.

Table of Contents

Below is a reconciliation of Adjusted EBITDA to net income and net cash provided by operating activities, which are its most directly comparable financial measures calculated and presented in accordance with GAAP:

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
	(Dollars in millions)			
Net cash provided by operating activities	\$85.3	\$73.9	\$170.6	\$128.3
Subtract:				
Depreciation and amortization expense	35.4	30.6	100.3	97.2
Deferred income tax (benefit) expense	(4.3 )	(9.4 )	(4.0 )	70.4
Loss on extinguishment of debt	—	0.1	0.3	20.4
Loss from equity method investment	—	—	5.4	—
Changes in working capital and other	37.1	33.8	27.1	10.7
Net income (loss)	\$17.1	\$18.8	\$41.5	\$(70.4 )
Add:				
Depreciation and amortization expense	\$35.4	\$30.6	\$100.3	\$97.2
Interest expense, net <sup>(1)</sup>	15.4	16.1	46.9	45.0
Loss on extinguishment of debt	—	0.1	0.3	20.4
Income tax (benefit) expense	(2.4 )	(1.5 )	1.8	69.4
Contingent consideration adjustments	0.5	(2.0 )	1.1	(1.7 )
Loss from equity method investment	—	—	5.4	—
Expiration of land deposits and write-off of costs related to potential new cokemaking facility <sup>(2)</sup>	—	—	—	5.3
Adjusted EBITDA	\$66.0	\$62.1	\$197.3	\$165.2
Subtract: Adjusted EBITDA attributable to noncontrolling interests <sup>(3)</sup>	21.0	21.9	61.6	61.0
Adjusted EBITDA attributable to SunCoke Energy, Inc.	\$45.0	\$40.2	\$135.7	\$104.2

In conjunction with the adoption of ASU 2017-07, the non-service type expense associated with the postretirement benefit plans was excluded from operating income and recorded in interest expense, net on the Consolidated

(1) Statements of Operations during the periods presented. Amounts in prior periods were immaterial, and therefore, were not reclassified in the reconciliation of Adjusted EBITDA to net income and net cash provided by operating activities.

(2) During the second quarter of 2017, the Company wrote-off previously capitalized engineering and land deposit costs of \$5.3 million.

(3) Reflects noncontrolling interest in Indiana Harbor and the portion of the Partnership owned by public unitholders.



Table of Contents

16. Supplemental Condensed Consolidating Financial Information

Certain 100 percent owned subsidiaries of the Company serve as guarantors of the obligations under the Credit Agreement ("Guarantor Subsidiaries"). These guarantees are full and unconditional (subject, in the case of the Guarantor Subsidiaries, to customary release provisions as described below) and joint and several. For purposes of the following information, SunCoke Energy is referred to as "Issuer." The indenture dated July 26, 2011 among the Company, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., governs subsidiaries designated as "Guarantor Subsidiaries." All other consolidated subsidiaries of the Company are collectively referred to as "Non-Guarantor Subsidiaries."

The ability of the Partnership and Indiana Harbor to pay dividends and make loans to the Company is restricted under the partnership agreements of the Partnership and Indiana Harbor, respectively. The credit agreement governing the Partnership's credit facility and the indenture governing the Partnership Notes contain customary provisions which would potentially restrict the Partnership's ability to make distributions or loans to the Company under certain circumstances. For the year ended December 31, 2017, less than 25 percent of net assets were restricted. Additionally, certain coal mining entities are designated as unrestricted subsidiaries. As such, all the subsidiaries described above are presented as "Non-Guarantor Subsidiaries." There have been no changes to the "Guarantor Subsidiaries" and "Non-Guarantor Subsidiaries" during 2018.

The guarantee of a Guarantor Subsidiary will terminate upon:

- a sale or other disposition of the Guarantor Subsidiary or of all or substantially all of its assets;
- a sale of the majority of the Capital Stock of a Guarantor Subsidiary to a third-party, after which the Guarantor Subsidiary is no longer a "Restricted Subsidiary" in accordance with the indenture governing the Notes;
- the liquidation or dissolution of a Guarantor Subsidiary so long as no "Default" or "Event of Default", as defined under the indenture governing the Notes, has occurred as a result thereof;
- the designation of a Guarantor Subsidiary as an "unrestricted subsidiary" in accordance with the indenture governing the Notes;
- the requirements for defeasance or discharge of the indentures governing the Notes having been satisfied; or
- the release, other than the discharge through payments by a Guarantor Subsidiary, from its guarantee under the Credit Agreement or other indebtedness that resulted in the obligation of the Guarantor Subsidiary under the indenture governing the Notes.

The following supplemental condensed combining and consolidating financial information reflects the Issuer's separate accounts, the combined accounts of the Guarantor Subsidiaries, the combined accounts of the Non-Guarantor Subsidiaries, the combining and consolidating adjustments and eliminations and the Issuer's consolidated accounts for the dates and periods indicated. For purposes of the following condensed combining and consolidating information, the Issuer's investments in its subsidiaries and the Guarantor and Non-Guarantor Subsidiaries' investments in its subsidiaries are accounted for under the equity method of accounting.

Table of Contents

SunCoke Energy, Inc.  
Condensed Consolidating Statement of Operations  
Three Months Ended September 30, 2018  
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Revenues					
Sales and other operating revenue	\$—	\$ 55.0	\$ 310.5	\$ (1.0 )	\$364.5
Equity in earnings of subsidiaries	13.0	6.4	—	(19.4 )	—
Total revenues, net of equity earnings of subsidiaries	13.0	61.4	310.5	(20.4 )	364.5
Costs and operating expenses					
Cost of products sold and operating expense	—	42.9	241.4	(1.0 )	283.3
Selling, general and administrative expense	1.2	3.3	11.2	—	15.7
Depreciation and amortization expense	—	1.9	33.5	—	35.4
Total costs and operating expenses	1.2	48.1	286.1	(1.0 )	334.4
Operating income	11.8	13.3	24.4	(19.4 )	30.1
Interest (income) expense, net - affiliate	—	(1.5 )	1.5	—	—
Interest expense (income), net	0.8	(0.3 )	14.9	—	15.4
Total interest expense (income), net	0.8	(1.8 )	16.4	—	15.4
Income before income tax benefit	11.0	15.1	8.0	(19.4 )	14.7
Income tax benefit	(0.6 )	(0.5 )	(1.3 )	—	(2.4 )
Net income	11.6	15.6	9.3	(19.4 )	17.1
Less: Net income attributable to noncontrolling interests	—	—	5.6	—	5.6
Net income attributable to SunCoke Energy, Inc.	\$11.6	\$ 15.6	\$ 3.7	\$ (19.4 )	\$11.5
Comprehensive income	\$11.0	\$ 15.5	\$ 8.9	\$ (18.8 )	\$16.6
Less: Comprehensive income attributable to noncontrolling interests	—	—	5.6	—	5.6
Comprehensive income attributable to SunCoke Energy, Inc.	\$11.0	\$ 15.5	\$ 3.3	\$ (18.8 )	\$11.0

Table of Contents

SunCoke Energy, Inc.  
Condensed Consolidating Statement of Operations  
Three Months Ended September 30, 2017  
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Revenues					
Sales and other operating revenue	\$—	\$ 53.6	\$ 286.5	\$ (1.1 )	\$ 339.0
Equity in earnings of subsidiaries	14.2	6.6	—	(20.8 )	—
Total revenues, net of equity in earnings of subsidiaries	14.2	60.2	286.5	(21.9 )	339.0
Costs and operating expenses					
Cost of products sold and operating expenses	—	40.4	217.8	(1.1 )	257.1
Selling, general and administrative expenses	1.5	3.3	12.6	—	17.4
Depreciation and amortization expense	—	1.8	28.8	—	30.6
Total costs and operating expenses	1.5	45.5	259.2	(1.1 )	305.1
Operating income	12.7	14.7	27.3	(20.8 )	33.9
Interest (income) expense, net - affiliate	—	(1.9 )	1.9	—	—
Interest expense, net	1.3	0.1	15.1	—	16.5
Total interest expense (income), net	1.3	(1.8 )	17.0	—	16.5
Loss on extinguishment of debt	—	—	0.1	—	0.1
Income before income tax benefit	11.4	16.5	10.2	(20.8 )	17.3
Income tax benefit	(0.2 )	(1.2 )	(0.1 )	—	(1.5 )
Net income	11.6	17.7	10.3	(20.8 )	18.8
Less: Net income attributable to noncontrolling interests	—	—	7.2	—	7.2
Net income attributable to SunCoke Energy, Inc.	\$11.6	\$ 17.7	\$ 3.1	\$ (20.8 )	\$ 11.6
Comprehensive income	\$12.0	\$ 17.7	\$ 10.7	\$ (21.2 )	\$ 19.2
Less: Comprehensive income attributable to noncontrolling interests	—	—	7.2	—	7.2
Comprehensive income attributable to SunCoke Energy, Inc.	\$12.0	\$ 17.7	\$ 3.5	\$ (21.2 )	\$ 12.0

Table of Contents

SunCoke Energy, Inc.  
Condensed Consolidating Statement of Operations  
Nine Months Ended September 30, 2018  
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
<b>Revenues</b>					
Sales and other operating revenue	\$—	\$ 162.7	\$ 922.7	\$ (3.4 )	\$1,082.0
Equity in earnings of subsidiaries	31.0	24.3	—	(55.3 )	—
Total revenues, net of equity in earnings of subsidiaries	31.0	187.0	922.7	(58.7 )	1,082.0
<b>Costs and operating expenses</b>					
Cost of products sold and operating expense	—	125.8	714.2	(3.4 )	836.6
Selling, general and administrative expense	5.2	10.0	34.0	—	49.2
Depreciation and amortization expense	—	5.9	94.4	—	100.3
Total costs and operating expenses	5.2	141.7	842.6	(3.4 )	986.1
Operating income	25.8	45.3	80.1	(55.3 )	95.9
Interest (income) expense, net - affiliate	—	(5.6 )	5.6	—	—
Interest expense (income), net	2.3	(0.7 )	45.3	—	46.9
Total interest expense (income), net	2.3	(6.3 )	50.9	—	46.9
Loss on extinguishment of debt	0.3	—	—	—	0.3
Income before income tax (benefit) expense	23.2	51.6	29.2	(55.3 )	48.7
Income tax (benefit) expense	(1.2 )	5.7	(2.7 )	—	1.8
Loss from equity method investment	—	—	5.4	—	5.4
Net income	24.4	45.9	26.5	(55.3 )	41.5
Less: Net income attributable to noncontrolling interests	—	—	17.1	—	17.1
Net income attributable to SunCoke Energy, Inc.	\$24.4	\$ 45.9	\$ 9.4	\$ (55.3 )	\$24.4
Comprehensive income	\$31.6	\$ 45.7	\$ 33.9	\$ (62.5 )	\$48.7
Less: Comprehensive income attributable to noncontrolling interests	—	—	17.1	—	17.1
Comprehensive income attributable to SunCoke Energy, Inc.	\$31.6	\$ 45.7	\$ 16.8	\$ (62.5 )	\$31.6

Table of Contents

SunCoke Energy, Inc.  
Condensed Consolidating Statement of Operations  
Nine Months Ended September 30, 2017  
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
<b>Revenues</b>					
Sales and other operating revenue	\$—	\$ 156.0	\$ 819.2	\$ (3.3 )	\$971.9
Equity in earnings (loss) of subsidiaries	0.7	(95.5 )	—	94.8	—
Total revenues, net of equity in earnings (loss) of subsidiaries	0.7	60.5	819.2	91.5	971.9
<b>Costs and operating expenses</b>					
Cost of products sold and operating expense	—	115.5	636.1	(3.3 )	748.3
Selling, general and administrative expense	6.5	18.3	36.2	—	61.0
Depreciation and amortization expense	—	5.6	91.6	—	97.2
Total costs and operating expenses	6.5	139.4	763.9	(3.3 )	906.5
Operating (loss) income	(5.8 )	(78.9 )	55.3	94.8	65.4
Interest (income) expense, net - affiliate	—	(5.6 )	5.6	—	—
Interest expense, net	3.8	0.3	41.9	—	46.0
Total interest expense (income), net	3.8	(5.3 )	47.5	—	46.0
Loss on extinguishment of debt	0.4	—	20.0	—	20.4
Loss before income tax expense (benefit)	(10.0 )	(73.6 )	(12.2 )	94.8	(1.0 )
Income tax expense (benefit)	1.6	(87.2 )	155.0	—	69.4
Net (loss) income	(11.6 )	13.6	(167.2 )	94.8	(70.4 )
Less: Net loss attributable to noncontrolling interests	—	—	(58.8 )	—	(58.8 )
Net (loss) income attributable to SunCoke Energy, Inc.	\$(11.6)	\$ 13.6	\$(108.4 )	\$ 94.8	\$(11.6)
Comprehensive (loss) income	\$(11.4)	\$ 13.6	\$(167.0 )	\$ 94.6	\$(70.2)
Less: Comprehensive loss attributable to noncontrolling interests	—	—	(58.8 )	—	(58.8 )
Comprehensive (loss) income attributable to SunCoke Energy, Inc.	\$(11.4)	\$ 13.6	\$(108.2 )	\$ 94.6	\$(11.4)

Table of Contents

SunCoke Energy, Inc.  
Condensed Consolidating Balance Sheet  
September 30, 2018  
(Dollars in millions, except per share amounts)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
<b>Assets</b>					
Cash and cash equivalents	\$—	\$ 130.3	\$ 38.1	\$ —	\$ 168.4
Receivables	—	12.8	62.7	—	75.5
Inventories	—	9.2	108.8	—	118.0
Income tax receivable	—	—	94.9	(92.2 )	2.7
Other current assets	—	3.3	2.0	—	5.3
Advances to affiliate	—	263.5	—	(263.5 )	—
Total current assets	—	419.1	306.5	(355.7 )	369.9
Notes receivable from affiliate	—	—	200.0	(200.0 )	—
Properties, plants and equipment, net	—	55.4	1,433.4	—	1,488.8
Goodwill	—	3.4	73.5	—	76.9
Other intangible assets, net	—	1.2	158.4	—	159.6
Deferred income taxes	7.4	—	—	(7.4 )	—
Deferred charges and other assets	—	2.8	0.2	—	3.0
Total assets	\$7.4	\$ 481.9	\$ 2,172.0	\$ (563.1 )	\$ 2,098.2
<b>Liabilities and Equity</b>					
Advances from affiliate	\$ 165.8	\$ —	\$ 97.7	\$ (263.5 )	\$ —
Accounts payable	—	17.1	137.8	—	154.9
Accrued liabilities	1.5	12.1	32.1	—	45.7
Deferred revenue	—	—	2.6	—	2.6
Current portion of long-term debt and financing obligation	1.2	—	2.7	—	3.9
Interest payable	0.4	—	16.3	—	16.7
Income taxes payable	2.9	89.3	—	(92.2 )	—
Total current liabilities	171.8	118.5	289.2	(355.7 )	223.8
Long-term debt and financing obligation	41.4	—	793.3	—	834.7
Payable to affiliate	—	200.0	—	(200.0 )	—
Accrual for black lung benefits	—	12.5	33.4	—	45.9
Retirement benefit liabilities	—	13.0	13.5	—	26.5
Deferred income taxes	—	190.4	70.5	(7.4 )	253.5
Asset retirement obligations	—	—	14.4	—	14.4
Other deferred credits and liabilities	3.8	6.6	6.4	—	16.8
Total liabilities	217.0	541.0	1,220.7	(563.1 )	1,415.6
<b>Equity</b>					
Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no issued shares at September 30, 2018	—	—	—	—	—
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued 72,214,823 shares at September 30, 2018	0.7	—	—	—	0.7
Treasury stock, 7,477,657 shares at September 30, 2018	(140.7 )	—	—	—	(140.7 )
Additional paid-in capital	488.0	61.8	615.3	(677.1 )	488.0
Accumulated other comprehensive loss	(14.0 )	(2.4 )	(11.6 )	14.0	(14.0 )
Retained earnings	125.7	521.7	124.6	(646.4 )	125.6

Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

Equity investment eliminations	(669.3 )	(640.2 )	—	1,309.5	—
Total SunCoke Energy, Inc. stockholders' equity	(209.6 )	(59.1 )	728.3	—	459.6
Noncontrolling interests	—	—	223.0	—	223.0
Total equity	(209.6 )	(59.1 )	951.3	—	682.6
Total liabilities and equity	\$7.4	\$ 481.9	\$ 2,172.0	\$ (563.1 )	\$ 2,098.2

30

---

Table of Contents

SunCoke Energy, Inc.

Condensed Consolidating Balance Sheet

December 31, 2017

(Dollars in millions, except per share amounts)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
<b>Assets</b>					
Cash and cash equivalents	\$—	\$ 103.6	\$ 16.6	\$ —	\$ 120.2
Receivables	—	17.1	51.4	—	68.5
Inventories	—	9.1	101.9	—	111.0
Income tax receivable	—	—	88.1	(83.3 )	4.8
Other current assets	—	4.6	2.1	—	6.7
Advances to affiliate	—	245.8	—	(245.8 )	—
Total current assets	—	380.2	260.1	(329.1 )	311.2
Notes receivable from affiliate	—	89.0	300.0	(389.0 )	—
Properties, plants and equipment, net	—	59.8	1,441.5	—	1,501.3
Goodwill	—	3.4	73.5	—	76.9
Other intangible assets, net	—	1.7	166.2	—	167.9
Deferred income taxes	7.1	—	—	(7.1 )	—
Deferred charges and other assets	—	2.3	0.5	—	2.8
Total assets	\$7.1	\$ 536.4	\$ 2,241.8	\$ (725.2 )	\$ 2,060.1
<b>Liabilities and Equity</b>					
Advances from affiliate	\$ 162.2	\$ —	\$ 83.6	\$ (245.8 )	\$ —
Accounts payable	—	16.4	99.1	—	115.5
Accrued liabilities	1.5	19.7	32.0	—	53.2
Deferred revenue	—	—	1.7	—	1.7
Current portion of long-term debt and financing obligation	—	—	2.6	—	2.6
Interest payable	1.4	—	4.0	—	5.4
Income taxes payable	1.9	81.4	—	(83.3 )	—
Total current liabilities	167.0	117.5	223.0	(329.1 )	178.4
Long-term debt and financing obligation	42.7	—	818.4	—	861.1
Payable to affiliate	—	300.0	89.0	(389.0 )	—
Accrual for black lung benefits	—	11.8	33.1	—	44.9
Retirement benefit liabilities	—	13.7	14.5	—	28.2
Deferred income taxes	—	193.8	71.1	(7.1 )	257.8
Asset retirement obligations	—	—	14.0	—	14.0
Other deferred credits and liabilities	3.7	6.4	6.0	—	16.1
Total liabilities	213.4	643.2	1,269.1	(725.2 )	1,400.5
<b>Equity</b>					
Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no issued shares at December 31, 2017	—	—	—	—	—
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued 72,006,905 shares at December 31, 2017	0.7	—	—	—	0.7
Treasury Stock, 7,477,657 shares at December 31, 2017	(140.7 )	—	—	—	(140.7 )
Additional paid-in capital	486.2	141.0	641.9	(782.9 )	486.2
Accumulated other comprehensive loss	(21.2 )	(2.2 )	(19.0 )	21.2 )	(21.2 )
Retained earnings	101.2	475.6	116.4	(592.0 )	101.2



Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

Equity investment eliminations	(632.5 )	(721.2 )	—	1,353.7	—
Total SunCoke Energy, Inc. stockholders' equity	(206.3 )	(106.8 )	739.3	—	426.2
Noncontrolling interests	—	—	233.4	—	233.4
Total equity	(206.3 )	(106.8 )	972.7	—	659.6
Total liabilities and equity	\$7.1	\$ 536.4	\$ 2,241.8	\$ (725.2 )	\$ 2,060.1

31

---

Table of Contents

SunCoke Energy, Inc.  
Condensed Consolidating Statement of Cash Flows  
Nine Months Ended September 30, 2018  
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Cash Flows from Operating Activities:					
Net income	\$24.4	\$ 45.9	\$ 26.5	\$ (55.3 )	\$41.5
Adjustments to reconcile net income to net cash (used in) provided by operating activities:					
Depreciation and amortization expense	—	5.9	94.4	—	100.3
Deferred income tax benefit	(0.3 )	(3.1 )	(0.6 )	—	(4.0 )
Payments in excess of expense for postretirement plan benefits	—	(0.7 )	(1.1 )	—	(1.8 )
Share-based compensation expense	2.2	—	—	—	2.2
Equity in loss of subsidiaries	(31.0 )	(24.3 )	—	55.3	—
Loss on extinguishment of debt	0.3	—	—	—	0.3
Loss from equity method investment	—	—	5.4	—	5.4
Changes in working capital pertaining to operating activities:					
Receivables	—	4.3	(11.3 )	—	(7.0 )
Inventories	—	(0.1 )	(6.9 )	—	(7.0 )
Accounts payable	(0.3 )	1.3	29.6	—	30.6
Accrued liabilities	0.1	(7.6 )	0.2	—	(7.3 )
Deferred revenue	—	—	0.9	—	0.9
Interest payable	(1.0 )	—	12.3	—	11.3
Income taxes	1.0	7.9	(6.8 )	—	2.1
Other	0.5	1.6	1.0	—	3.1
Net cash (used in) provided by operating activities	(4.1 )	31.1	143.6	—	170.6
Cash Flows from Investing Activities:					
Capital expenditures	—	(1.7 )	(69.0 )	—	(70.7 )
Other investing activities	—	—	0.3	—	0.3
Sale of equity method investment	—	—	4.0	—	4.0
Net cash used in investing activities	—	(1.7 )	(64.7 )	—	(66.4 )
Cash Flows from Financing Activities:					
Proceeds from issuance of long-term debt	45.0	—	—	—	45.0
Repayment of long-term debt	(45.4 )	—	—	—	(45.4 )
Debt issuance costs	(0.5 )	—	—	—	(0.5 )
Proceeds from revolving facility	—	—	127.2	—	127.2
Repayment of revolving facility	—	—	(152.2 )	—	(152.2 )
Repayment of financing obligation	—	—	(1.9 )	—	(1.9 )
Acquisition of additional interest in the Partnership	—	(4.2 )	—	—	(4.2 )
Cash distribution to noncontrolling interests	—	—	(24.8 )	—	(24.8 )
Other financing activities	0.8	—	—	—	0.8
Net increase (decrease) in advances from affiliates	4.2	1.5	(5.7 )	—	—
Net cash provided by (used in) financing activities	4.1	(2.7 )	(57.4 )	—	(56.0 )
Net increase in cash and cash equivalents	—	26.7	21.5	—	48.2
Cash and cash equivalents at beginning of period	—	103.6	16.6	—	120.2
Cash and cash equivalents at end of period	\$—	\$ 130.3	\$ 38.1	\$ —	\$168.4



Table of Contents

SunCoke Energy, Inc.  
Condensed Consolidating Statement of Cash Flows  
Nine Months Ended September 30, 2017  
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Cash Flows from Operating Activities:					
Net (loss) income	\$(11.6)	\$ 13.6	\$ (167.2 )	\$ 94.8	\$(70.4 )
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:					
Depreciation and amortization expense	—	5.6	91.6	—	97.2
Deferred income tax expense (benefit)	6.0	(100.3 )	164.7	—	70.4
Payments in excess of expense for postretirement plan benefits	—	(0.5 )	(1.1 )	—	(1.6 )
Share-based compensation expense	3.9	—	0.2	—	4.1
Equity in (loss) earnings of subsidiaries	(0.7 )	95.5	—	(94.8 )	—
Loss on extinguishment of debt	0.4	—	20.0	—	20.4
Changes in working capital pertaining to operating activities:					
Receivables	—	(2.8 )	(6.7 )	—	(9.5 )
Inventories	—	(1.4 )	(27.8 )	—	(29.2 )
Accounts payable	—	4.3	28.6	—	32.9
Accrued liabilities	(0.7 )	(4.3 )	6.3	—	1.3
Deferred revenue	—	—	14.1	—	14.1
Interest payable	(0.9 )	—	2.3	—	1.4
Income taxes	19.0	(12.1 )	(11.3 )	—	(4.4 )
Other	0.9	1.6	(0.9 )	—	1.6
Net cash provided by (used in) operating activities	16.3	(0.8 )	112.8	—	128.3
Cash Flows from Investing Activities:					
Capital expenditures	—	(3.3 )	(46.3 )	—	(49.6 )
Return of Brazilian investment	—	—	20.5	—	20.5
Net cash used in investing activities	—	(3.3 )	(25.8 )	—	(29.1 )
Cash Flows from Financing Activities:					
Proceeds from issuance of long-term debt	—	—	620.6	—	620.6
Repayment of long-term debt	—	—	(644.9 )	—	(644.9 )
Debt issuance cost	(1.7 )	—	(14.9 )	—	(16.6 )
Proceeds from revolving facility	—	—	268.0	—	268.0
Repayments of revolving facility	—	—	(240.0 )	—	(240.0 )
Repayment of financing obligation	—	—	(1.8 )	—	(1.8 )
Acquisition of additional interest in the Partnership	—	(33.6 )	—	—	(33.6 )
Cash distribution to noncontrolling interests	—	—	(36.0 )	—	(36.0 )
Other financing activities	(0.3 )	—	—	—	(0.3 )
Net (decrease) increase in advances from affiliates	(14.3 )	78.2	(63.9 )	—	—
Net cash (used in) provided by financing activities	(16.3 )	44.6	(112.9 )	—	(84.6 )
Net increase (decrease) in cash, cash equivalents and restricted cash	—	40.5	(25.9 )	—	14.6
Cash, cash equivalents and restricted cash at beginning of period	—	59.7	74.8	—	134.5

Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

Cash, cash equivalents and restricted cash at end of period	\$—	\$ 100.2	\$ 48.9	\$ —	\$149.1
--	-----	----------	---------	------	---------

33

---

## Table of Contents

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

This Quarterly Report on Form 10-Q contains certain forward-looking statements of expected future developments, as defined in the Private Securities Litigation Reform Act of 1995. This discussion contains forward-looking statements about our business, operations and industry that involve risks and uncertainties, such as statements regarding our plans, objectives, expectations and intentions. Our future results and financial condition may differ materially from those we currently anticipate as a result of the factors we describe under "Cautionary Statement Concerning Forward-Looking Statements."

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is based on financial data derived from the financial statements prepared in accordance with the United States ("U.S.") generally accepted accounting principles ("GAAP") and certain other financial data that is prepared using non-GAAP measures. For a reconciliation of these non-GAAP measures to the most comparable GAAP components, see "Non-GAAP Financial Measures" at the end of this Item and Note 15 to our consolidated financial statements. Our MD&A is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition and cash flow.

#### Overview

SunCoke Energy, Inc. ("SunCoke Energy," "SunCoke," "Company," "we," "our" and "us") is the largest independent producer of high-quality coke in the Americas, as measured by tons of coke produced each year, and has approximately 55 years of coke production experience. Coke is a principal raw material in the blast furnace steelmaking process and is produced by heating metallurgical coal in a refractory oven, which releases certain volatile components from the coal, thus transforming the coal into coke. Additionally, we own and operate a logistics business, which primarily provides handling and/or mixing services of coal and other aggregates to third-party customers as well as to our own coke-making facilities.

Our consolidated financial statements include SunCoke Energy Partners, L.P. (the "Partnership"), a publicly-traded partnership. As of September 30, 2018, we owned the general partner of the Partnership, which consists of a 2.0 percent ownership interest and incentive distribution rights, and owned a 60.4 percent limited partner interest in the Partnership. As of September 30, 2018, the remaining 37.6 percent interest in the Partnership was held by public unitholders.

#### Cokemaking

We have designed, developed, built, own and operate five cokemaking facilities in the United States ("U.S."), which consist of our Haverhill Coke Company LLC ("Haverhill"), Middletown Coke Company, LLC ("Middletown"), Gateway Energy and Coke Company, LLC ("Granite City"), Jewell Coke Company, L.P. ("Jewell") and Indiana Harbor Coke Company ("Indiana Harbor") cokemaking facilities. These five cokemaking facilities have collective nameplate capacity to produce approximately 4.2 million tons of coke per year. Additionally, we have designed and operate one cokemaking facility in Brazil under licensing and operating agreements on behalf of ArcelorMittal Brasil S.A. ("ArcelorMittal Brazil"), which has approximately 1.7 million tons of annual cokemaking capacity. Also, during the second quarter of 2018 we sold our 49 percent ownership in VISA SunCoke Limited. See further discussion in "Recent Developments and Items Impacting Comparability" later in this section.

Our U.S. coke sales are made pursuant to long-term, take-or-pay agreements. These coke sales agreements have an average remaining term of approximately six years and contain pass-through provisions for costs we incur in the cokemaking process, including coal costs (subject to meeting contractual coal-to-coke yields), operating and maintenance expenses, costs related to the transportation of coke to our customers, taxes (other than income taxes) and costs associated with changes in regulation. To date, our coke customers have satisfied their obligations under these agreements. The coke sales agreement and energy sales agreement with AK Steel Holding Corporation ("AK Steel") at our Haverhill facility are subject to early termination by AK Steel only if AK Steel meets both of the following two criteria: (1) AK Steel permanently shuts down operation of the iron producing portion of its Ashland Plant and (2) AK Steel has not acquired or begun construction of a new blast furnace in the U.S. to replace, in whole or in part, the Ashland Plant iron production capacity. AK Steel must give at least two years prior notice of its intention to terminate the agreement. Neither of the criteria have been met. No other coke sales contract has an early termination clause.

Our core business model is predicated on providing steelmakers an alternative to investing capital in their own captive coke production facilities. We direct our marketing efforts principally towards steelmaking customers that require coke for use in their blast furnaces. While our steelmaking customers continue to operate in an environment that is challenged by global overcapacity, they have recently benefited from improved steel pricing, favorable trade policies, including U.S. steel tariffs signed into order during the first half of 2018, and solid end market demand. In response to the improving macro environment, United States Steel Corporation (“U.S. Steel”) restarted both of the blast furnaces at its Granite City Works facility during 2018. Despite the improving market trends, AK Steel has kept portions of its Ashland Kentucky Works facility idled.

Table of Contents

Our Granite City facility and the first phase of our Haverhill facility, or Haverhill I, have steam generation facilities, which use hot flue gas from the cokemaking process to produce steam for sale to customers, pursuant to steam supply and purchase agreements. Granite City sells steam to U.S. Steel and Haverhill I provides steam, at minimal cost, to Altivia Petrochemicals, LLC. Our Middletown facility and the second phase of our Haverhill facility, or Haverhill II, have cogeneration plants that use the hot flue gas created by the cokemaking process to generate electricity, which either is sold into the regional power market or to AK Steel pursuant to energy sales agreements.

The following table sets forth information about our cokemaking facilities and our coke and energy sales agreements as of September 30, 2018:

Facility Location	Customer	Year of Start Up	Contract Expiration	Number of Coke Ovens	Annual Cokemaking Nameplate Capacity (thousands of tons)	Use of Waste Heat
<b>Owned and Operated:</b>						
Jewell Vansant, Virginia	AM USA	1962	December 2020	142	720	Partially used for thermal coal drying
Indiana Harbor East Chicago, Indiana	AM USA	1998	October 2023	268	1,220	Heat for power generation
Haverhill Phase I Franklin Furnace, Ohio	AM USA	2005	December 2020	100	550	Process steam
Haverhill Phase II Franklin Furnace, Ohio	AK Steel	2008	December 2021	100	550	Power generation
Granite City Granite City, Illinois	U.S. Steel	2009	December 2025	120	650	Steam for power generation
Middletown <sup>(1)</sup> Middletown, Ohio	AK Steel	2011	December 2032	100	550	Power generation
				830	4,240	
<b>Operated:</b>						
Vitória Vitória, Brazil	ArcelorMittal Brazil	2007	January 2023	320	1,700	Steam for power generation
				1,150	5,940	

Cokemaking nameplate capacity represents stated capacity for production of blast furnace coke. The Middletown (1) coke sales agreement provides for coke sales on a "run of oven" basis, which includes both blast furnace coke and small coke. Middletown nameplate capacity on a "run of oven" basis is 578 thousand tons per year.

**Logistics**

Our logistics business consists of Convent Marine Terminal ("CMT"), Kanawha River Terminals, LLC ("KRT") and SunCoke Lake Terminal, LLC ("Lake Terminal") and Dismal River Terminal LLC ("DRT"). CMT is one of the largest export terminals on the U.S. Gulf Coast. CMT provides strategic access to seaborne markets for coal and other industrial materials. Supporting low-cost Illinois Basin coal producers, the terminal provides loading and unloading services and has direct rail access and the current capability to transload 15 million tons annually. The facility is supported by long-term contracts with volume commitments covering 10 million tons of its current capacity as well as 350 thousand liquid tons. In 2017, we secured barge unloading capabilities to efficiently unload coal, petroleum coke and other materials from barges at CMT's dock. The addition of barge unloading capabilities complements CMT's existing rail and truck offerings and provides the terminal with the ability to transload and mix a significantly broader variety of materials. KRT is a leading metallurgical and thermal coal mixing and handling terminal service provider with collective capacity to mix and transload 25 million tons annually through its two operations in West Virginia. Lake Terminal and DRT provide coal handling and mixing services to SunCoke's Indiana Harbor and Jewell



cokemaking operations, respectively.

Our logistics business has the collective capacity to mix and/or transload more than 40 million tons of coal and other aggregates annually and has storage capacity of approximately 3 million tons. Our services are provided to steel, coke (including some of our domestic cokemaking facilities), electric utility, coal producing and other manufacturing based customers. Services provided to our domestic cokemaking facilities are provided under contracts with terms equivalent to those of an arm's-length transactions. Materials are transported in numerous ways, including rail, truck, barge or ship. We do not take possession of materials handled, but rather act as intermediaries between our customers and end users, deriving our revenues from services provided on a per ton basis. Billings to CMT customers for take-or-pay volume shortfalls based on pro-rata volume commitments under take-or-pay contracts that are in excess of billings earned for services provided are recorded as contract liabilities and characterized as deferred revenue on the Consolidated Balance Sheets. Deferred revenue

35

---

Table of Contents

will be recognized at the earliest of i) when the performance obligation is satisfied; ii) when the performance obligation has expired, based on the terms of the contract; or iii) when the likelihood that the customer would exercise its right to the performance obligation becomes remote.

The financial performance of our logistics business is substantially dependent upon a limited number of customers. Our CMT customers are impacted by seaborne export market dynamics. Fluctuations in the benchmark price for coal delivery into northwest Europe, as referenced in the Argus/McCloskey's Coal Price Index report ("API2 index price"), as well as Newcastle index coal prices, as referenced in the Argus/McCloskey's Coal Price Index report ("API5 index price"), which reflect high-ash coal prices shipped from Australia, contribute to our customers' decisions to place tons into the export market and thus impact transloading volumes through CMT. Our KRT terminals serve two primary domestic markets: metallurgical coal trade and thermal coal trade. Metallurgical markets are primarily impacted by steel prices and blast furnace operating levels, whereas thermal markets are impacted by natural gas prices and electricity demand.

Strong API2 and API5 index prices continue to provide attractive economics for Illinois Basin and Northern Appalachian coal producers, which supported continued strong volumes at CMT. Late in the first quarter of 2018, near-historic water levels on the Mississippi River adversely impacted our barge unloading activities and temporarily limited larger vessel loading activity at CMT. River conditions returned to normal during the middle of the second quarter of 2018. At KRT, metallurgical market conditions and volumes were favorable in 2018 compared to 2017 and we also saw improved demand from utility customers in the southeast region. However, KRT volumes were suppressed by rail availability due to strong demand for bulk products in the export market and barge availability due to high water on the Ohio River during the third quarter of 2018.

**Third Quarter Key Financial Results**

Our consolidated results of operations were as follows:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	Increase (Decrease)	2018	2017	Increase (Decrease)
	(Dollars in millions)					
Net income (loss)	\$17.1	\$18.8	\$ (1.7 )	\$41.5	\$(70.4)	\$ 111.9
Net cash provided by operating activities	\$85.3	\$73.9	\$ 11.4	\$170.6	\$128.3	\$ 42.3
Adjusted EBITDA	\$66.0	\$62.1	\$ 3.9	\$197.3	\$165.2	\$ 32.1

In the third quarter of 2018, strong operating performance at our Indiana Harbor facility and higher sales volumes at CMT were offset by the impact of an outage at our Granite City facility. See detailed analysis of the quarter's results throughout the MD&A. See Note 15 to our consolidated financial statements for the definition and reconciliation of Adjusted EBITDA.

Table of Contents

Recent Developments and Items Impacting Comparability

2018 Guidance Update. The Company now anticipates that its full year 2018 Adjusted EBITDA results will be at the top end of its \$240 million to \$255 million guidance range driven by improved performance at our Indiana Harbor facility. Full year guidance also includes the impact of a planned outage at our Granite City facility, which began during the third quarter of 2018 and materially increased in scope and duration from our original expectations as our analysis revealed additional improvements would benefit the facility. This outage is expected to be completed in late November of 2018 and will result in a full year reduction to Adjusted EBITDA of approximately \$6.5 million beyond the originally planned estimate as well as additional capital expenditures of approximately \$5 million.

Granite City Fire. In July 2018, our Granite City facility experienced a fire on a piece of machinery resulting in lost production, unanticipated repair costs and lower energy revenues. This event negatively impacted Adjusted EBITDA by \$2.6 million in the third quarter of 2018.

India Equity Method Investment. On June 27, 2018, we sold our 49 percent investment in VISA SunCoke Limited ("VISA SunCoke") for cash consideration of \$4.0 million. Consequently, we recognized \$9.0 million of accumulated currency translation losses and incurred \$0.4 million of transaction costs, resulting in a net \$5.4 million loss from equity method investment during the nine months ended September 30, 2018 on the Consolidated Statements of Operations. Our investment in VISA SunCoke was previously accounted for as an equity method investment and was fully impaired in 2015.

•Tax Rulings.

Tax Legislation. On December 22, 2017, the Tax Cuts and Jobs Act ("Tax Legislation") was enacted. The Tax Legislation significantly revises the U.S. corporate income tax structure, including lowering corporate income tax rates. For the three and nine months ended September 30, 2018, the Company's effective tax rate was (16.0) percent and 3.7 percent, respectively, approximately 38.0 percent and 17.7 percent lower than it would have been had the new Tax Legislation not been enacted.

During the third quarter of 2018, based on an updated analysis of the foreign tax credit rules relating to the new Tax Legislation, the Company revised its estimate of the realizability of its foreign tax credits, resulting in a net \$4.8 million benefit during the third quarter of 2018. See Note 4 to our consolidated financial statements.

IRS Final Regulations on Qualifying Income. In January 2017, the Internal Revenue Service ("IRS") announced its decision to exclude cokemaking as a qualifying income generating activity in its final regulations (the "Final Regulations") issued under section 7704(d)(1)(E) of the Internal Revenue Code relating to the qualifying income exception for publicly traded partnerships. Subsequent to the 10-year transition period, certain cokemaking entities in the Partnership will become taxable as corporations. As a result, the Partnership recorded deferred income tax expense of \$148.6 million to set up its initial deferred income tax liability during the first quarter of 2017, primarily related to differences in the book and tax basis of fixed assets, which are expected to exist at the end of the 10-year transition period when the cokemaking operations become taxable. However, the Company had previously recorded \$84.4 million of the deferred income tax liability in its financial statements related to the Company's share of the deferred tax liability for the book and tax differences in its investment in the Partnership. As such, the Company's 2017 financial statements reflect the \$64.2 million incremental impact from the Final Regulations solely attributable to the Partnership's public unitholders, which was also recorded as an equal reduction to noncontrolling interest. As a result, the Final Regulations have no impact to net income attributable to the Company.

Indiana Harbor 2019 Oven Rebuilds. We continue to see increased volumes on improved performance from the rebuilt ovens at our Indiana Harbor facility. In 2019, we will execute the final phase of our multi-year rebuild initiative and expect to rebuild the remaining 57 ovens. The total cost of the 2019 rebuilds is expected to be between \$50 million and \$60 million, which includes approximately \$10 million to \$12 million of operating and maintenance costs.

Table of Contents

## Results of Operations

The following table sets forth amounts from the Consolidated Statements of Operations for the three and nine months ended September 30, 2018 and 2017, respectively:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	Increase (Decrease)	2018	2017	Increase (Decrease)
(Dollars in millions)						
Revenues						
Sales and other operating revenue	\$364.5	\$339.0	\$ 25.5	\$1,082.0	\$971.9	\$ 110.1
Costs and operating expenses						
Cost of products sold and operating expenses	283.3	257.1	26.2	836.6	748.3	88.3
Selling, general and administrative expenses	15.7	17.4	(1.7 )	49.2	61.0	(11.8 )
Depreciation and amortization expense	35.4	30.6	4.8	100.3	97.2	3.1
Total costs and operating expenses	334.4	305.1	29.3	986.1	906.5	79.6
Operating income	30.1	33.9	(3.8 )	95.9	65.4	30.5
Interest expense, net	15.4	16.5	(1.1 )	46.9	46.0	0.9
Loss on extinguishment of debt	—	0.1	(0.1 )	0.3	20.4	(20.1 )
Income (loss) before income tax (benefit) expense	14.7	17.3	(2.6 )	48.7	(1.0 )	49.7
Income tax (benefit) expense	(2.4 )	(1.5 )	(0.9 )	1.8	69.4	(67.6 )
Loss from equity method investment	—	—	—	5.4	—	5.4
Net income (loss)	17.1	18.8	(1.7 )	41.5	(70.4 )	111.9
Less: Net income (loss) attributable to noncontrolling interests	5.6	7.2	(1.6 )	17.1	(58.8 )	75.9
Net income (loss) attributable to SunCoke Energy, Inc.	\$11.5	\$11.6	\$ (0.1 )	\$24.4	\$(11.6)	\$ 36.0

Sales and Other Operating Revenue and Costs of Products Sold and Operating Expenses. Sales and other operating revenue and costs of products sold and operating expenses increased for the three and nine months ended September 30, 2018 compared to the same prior year period, primarily due to the pass-through of higher coal prices and higher volumes in our Domestic Coke segment. Higher sales volumes in our Logistics segment also increased revenue as compared to the prior year periods.

Selling, General and Administrative Expenses. Selling, general and administrative expenses during the three and nine months ended September 30, 2018 decreased compared to the same prior year period due to lower legal and employee related costs. Additionally, the nine months ended September 30, 2017 included the write-off of \$5.3 million associated with the termination of our project for a potential new cokemaking facility and \$1.5 million of transaction costs associated with the termination of the proposal to acquire all of the Partnership's common units not already owned by the Company.

Depreciation and Amortization Expense. The increase in depreciation and amortization expense was driven by revisions in 2018 to the estimated useful lives of certain assets in our Domestic Coke segment, primarily as a result of plans to replace major components of certain heat recovery steam generators with upgraded materials and design. The revisions resulted in additional depreciation of \$2.7 million, or \$0.04 per common share from operations, during both the three and nine months ended September 30, 2018.

Interest Expense, Net. Interest expense, net benefited from higher capitalized interest on the environmental remediation project during both the three and nine months ended September 30, 2018. This benefit was more than offset by higher interest rates during the nine months ended September 30, 2018 as a result of our May 2017 debt restructuring.

Loss on Extinguishment of Debt. The loss on extinguishment of debt during the nine months ended September 30, 2017 was recorded in connection with the Partnership's debt restructuring.



Table of Contents

Income Taxes. In addition to the impacts of the Tax Legislation and Final Regulations previously discussed in "Recent Developments and Items Impacting Comparability," the Company's effective tax rate for all periods presented was favorably impacted by earnings attributable to noncontrolling interest in partnerships.

Noncontrolling Interest. Net income (loss) attributable to noncontrolling interest represents the common public unitholders' interest in the Partnership as well as a 14.8 percent third-party interest in our Indiana Harbor cokemaking facility.

The following table provides details into net income (loss) attributable to noncontrolling interest:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	Increase (Decrease)	2018	2017	Increase (Decrease)
Net income (loss) attributable to the Partnership's common public unitholders <sup>(1)</sup>	\$5.8	\$8.6	\$ (2.8 )	\$17.5	\$(55.2)	\$ 72.7
Net loss attributable to third-party interest in our Indiana Harbor cokemaking facility <sup>(2)</sup>	(0.2 )	(1.4 )	1.2	(0.4 )	(3.6 )	3.2
Net income (loss) attributable to noncontrolling interest	\$5.6	\$7.2	\$ (1.6 )	\$17.1	\$(58.8)	\$ 75.9

(1) The nine months ended September 30, 2017 included the \$64.2 million impact of the IRS Final Regulations, previously described in "Recent Developments and Items Impacting Comparability."

(2) The increase during the three and nine months ended September 30, 2018 as compared to the same prior year periods was primarily driven by higher volumes and favorable operating and maintenance reimbursement.

#### Results of Reportable Business Segments

We report our business results through three segments:

Domestic Coke consists of our Jewell, Indiana Harbor, Haverhill, Granite City and Middletown cokemaking and heat recovery operations located in Vansant, Virginia; East Chicago, Indiana; Franklin Furnace, Ohio; Granite City, Illinois; and Middletown, Ohio, respectively.

Brazil Coke consists of our operations in Vitória, Brazil, where we operate a cokemaking facility for ArcelorMittal Brazil.

Logistics consists of CMT, KRT, Lake Terminal, and DRT providing handling and/or mixing services in Convent, Louisiana; Ceredo and Belle, West Virginia; East Chicago, Indiana; and Vansant, Virginia, respectively. Lake Terminal and DRT are located adjacent to our Indiana Harbor and Jewell cokemaking facilities, respectively.

The operations of each of our segments are described at the beginning of the MD&A.

Corporate expenses that can be identified with a segment have been included in determining segment results. The remainder is included in Corporate and Other, including activity from our legacy coal mining business, which was disposed of in April 2016.

Management believes Adjusted EBITDA is an important measure of operating performance and liquidity, which is used as the primary basis for the chief operating decision maker to evaluate the performance of each of our reportable segments. Adjusted EBITDA should not be considered a substitute for the reported results prepared in accordance with GAAP. See Note 15 to our consolidated financial statements.

Table of Contents

## Segment Financial and Operating Data

The following tables set forth financial and operating data for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,			Nine Months Ended September 30,			
	2018	2017	Increase (Decrease)	2018	2017	Increase (Decrease)	
(Dollars in millions)							
Sales and other operating revenues:							
Domestic Coke	\$326.8	\$309.7	\$ 17.1	\$973.6	\$884.9	\$ 88.7	
Brazil Coke	9.7	10.9	(1.2 )	30.0	32.2	(2.2 )	
Logistics	28.0	18.4	9.6	78.4	54.8	23.6	
Logistics intersegment sales	5.7	4.8	0.9	16.6	15.0	1.6	
Elimination of intersegment sales	(5.7 )	(4.8 )	(0.9 )	(16.6 )	(15.0 )	(1.6 )	
Total sales and other operating revenues	\$364.5	\$339.0	\$ 25.5	\$1,082.0	\$971.9	\$ 110.1	
Adjusted EBITDA <sup>(1)</sup> :							
Domestic Coke	\$49.1	\$55.6	\$ (6.5 )	\$156.3	\$149.3	\$ 7.0	
Brazil Coke	4.5	4.6	(0.1 )	14.0	13.5	0.5	
Logistics	21.0	12.6	8.4	54.3	35.7	18.6	
Corporate and Other <sup>(2)</sup>	(8.6 )	(10.7 )	2.1	(27.3 )	(33.3 )	6.0	
Total Adjusted EBITDA	\$66.0	\$62.1	\$ 3.9	\$197.3	\$165.2	\$ 32.1	
Coke Operating Data:							
Domestic Coke capacity utilization	95	% 92	% 3	% 94	% 91	% 3	%
Domestic Coke production volumes (thousands of tons)	1,011	981	30	2,972	2,879	93	
Domestic Coke sales volumes (thousands of tons)	1,012	975	37	2,993	2,874	119	
Domestic Coke Adjusted EBITDA per ton <sup>(3)</sup>	\$48.52	\$57.03	\$ (8.51 )	\$52.22	\$51.95	\$ 0.27	
Brazilian Coke production—operated facility (thousands of tons)	454	444	10	1,326	1,316	10	
Logistics Operating Data:							
Tons handled (thousands of tons) <sup>(4)</sup>	6,943	5,134	1,809	19,744	16,026	3,718	
CMT take-or-pay shortfall tons (thousands of tons) <sup>(5)</sup>	42	1,005	(963 )	147	2,505	(2,358 )	

See Note 15 in our consolidated financial statements for both the definition of Adjusted EBITDA and the

(1) reconciliations from GAAP to the non-GAAP measurement for the three and nine months ended September 30, 2018 and 2017.

Corporate and Other includes the activity from our legacy coal mining business, which contributed Adjusted EBITDA losses of \$2.9 million and \$7.6 million during the three and nine months ended September 30, 2018, (2) respectively, and \$2.0 million and \$8.2 million for the three and nine months ended September 30, 2017, respectively.

(3) Reflects Domestic Coke Adjusted EBITDA divided by Domestic Coke sales volumes.

(4) Reflects inbound tons handled during the period.

Table of Contents

(5) Reflects tons billed under take-or-pay contracts where services have not yet been performed. Our two largest coal export customers did not have any shortfall tons as of September 30, 2018.

## Analysis of Segment Results

## Domestic Coke

The following table explains year-over-year changes in the Domestic Coke segment's sales and other operating revenues and Adjusted EBITDA results:

	Three months ended September 30, 2018 vs. 2017		Nine months ended September 30, 2018 vs. 2017	
	Sales and other operating revenue	Adjusted EBITDA	Sales and other operating revenue	Adjusted EBITDA
	(Dollars in millions)			
Prior year period	\$309.7	\$ 55.6	\$884.9	\$ 149.3
Volumes <sup>(1)</sup>	9.4	0.2	30.4	4.2
Coal cost recovery and yields <sup>(2)</sup>	8.1	0.4	49.0	8.1
Operating and maintenance costs <sup>(3)</sup>	3.5	(4.5 )	11.7	(5.2 )
Energy and other <sup>(4)</sup>	(3.9 )	(2.6 )	(2.4 )	(0.1 )
Current year period	\$326.8	\$ 49.1	\$973.6	\$ 156.3

(1) The increase in volumes was driven by improved performance from rebuilt ovens at our Indiana Harbor facility.

The increase in coal cost recovery and yields was driven by higher coal prices across the fleet and improved operational coal-to-coke yields primarily at our Indiana Harbor facility. Additionally, revenue and Adjusted

(2) EBITDA benefited in the current year periods from the absence of \$0.2 million and \$3.0 million of under-recovered coal costs from unfulfilled coal supply commitments during the three and nine months ended September 30, 2017, respectively.

(3) In 2018, the operating cost component of the contract at our Indiana Harbor facility reverted from fixed recovery per ton back to an annually negotiated budget, which drove favorable operating and maintenance cost recovery of \$3.0 million and \$8.1 million during the three and nine months ended September 30, 2018, respectively, compared to the prior year periods. These improvements were offset by the timing and scope of outage work at our other facilities, which negatively impacted Adjusted EBITDA by approximately \$5.6 million and \$5.1 million in the three and nine months ended September 30, 2018, respectively, as compared to the same prior year periods.

(4) The decrease in energy was primarily driven by our extended Granite City outage and a machinery fire in the three months ended September 30, 2018.

## Logistics

The following table explains year-over-year changes in the Logistics segment's sales and other operating revenues and Adjusted EBITDA results:

	Three months ended September 30, 2018 vs. 2017		Nine months ended September 30, 2018 vs. 2017	
	Sales and other operating revenue, inclusive of intersegment	Adjusted EBITDA	Sales and other operating revenue, inclusive of intersegment	Adjusted EBITDA



Edgar Filing: SunCoke Energy, Inc. - Form 10-Q

	sales		sales	
	(Dollars in millions)			
Prior year period	\$23.2	\$ 12.6	\$69.8	\$ 35.7
Transloading volumes <sup>(1)</sup>	10.7	8.9	25.2	20.4
Price/margin impact of mix in transloading services	0.4	0.4	1.1	1.1
Operating and maintenance costs and other <sup>(2)</sup>	(0.6 )	(0.9 )	(1.1 )	(2.9 )
Current year period	\$33.7	\$ 21.0	\$95.0	\$ 54.3

(1) The increase in volumes was driven by significantly higher throughput volumes at CMT in the current year periods.

(2) Near-historic water levels in early 2018 resulted in higher operating costs at CMT, which negatively impacted Adjusted EBITDA during the first half of 2018 compared to the same prior year period.

## Table of Contents

### Brazil

Revenues were \$9.7 million and \$30.0 million and Adjusted EBITDA was \$4.5 million and \$14.0 million during the three and nine months ended September 30, 2018, respectively, which were comparable to results in the prior year periods.

### Corporate and Other

Corporate and Other Adjusted EBITDA was a loss of \$8.6 million and \$27.3 million for the three and nine months ended September 30, 2018, respectively, an improvement of \$2.1 million and \$6.0 million, respectively, compared to the same prior year periods. The improvements reflect lower legal and employee related costs. The year to date improvements also reflect the absence of \$1.5 million of transaction costs incurred in the prior year period in connection with the termination of the Company's proposal to acquire the outstanding units of the Partnership.

### Liquidity and Capital Resources

Our primary liquidity needs are to fund working capital, fund investments, service our debt, maintain cash reserves and replace partially or fully depreciated assets and other capital expenditures. Our sources of liquidity include cash generated from operations, borrowings under our revolving credit facility and, from time to time, debt and equity offerings. We believe our current resources are sufficient to meet our working capital requirements for our current business for the foreseeable future. As of September 30, 2018, together with the Partnership, we had \$168.4 million of cash and cash equivalents and \$254.2 million of borrowing availability under our credit facilities.

### Debt Refinancing

On January 11, 2018, the Company redeemed all of its outstanding 2019 Notes for \$46.1 million, which included accrued and unpaid interest of \$1.5 million. As a result of the debt extinguishment, the Company recorded a loss on extinguishment of debt on the Consolidated Statement of Operations of \$0.3 million, representing a write-off of unamortized debt issuance costs. The Company funded the redemption with a Term Loan in aggregate principal amount of \$45.0 million, resulting in additional debt issuance costs of \$0.3 million. The Term Loan will mature on May 24, 2022. Borrowings under the Term Loan will bear interest, at the Company's option, at either (i) a base rate plus an applicable margin or (ii) LIBOR plus an applicable margin. The applicable margin is based on the Company's consolidated leverage ratio, as defined in the credit agreement.

### Covenants

As of September 30, 2018, the Company and the Partnership were in compliance with all applicable debt covenants. We do not anticipate a violation of these covenants nor do we anticipate that any of these covenants will restrict our operations or our ability to obtain additional financing. See Note 6 to the consolidated financial statements for details on debt covenants.

### Credit Rating

In February 2018, S&P Global Ratings ("S&P Global") reaffirmed the Company and the Partnership's corporate credit rating of BB- (stable). Additionally, in May 2018, Moody's Investors Service ("Moody's") reaffirmed the Company's corporate family rating of B1 (stable).

### Distribution

On October 16, 2018, the Partnership's Board of Directors declared a quarterly cash distribution of \$0.40 per unit. This distribution will be paid on December 3, 2018 to unitholders of record on November 15, 2018. In the first quarter of 2018, the Partnership announced a reduction in its distribution, which is expected to strengthen the Partnership's balance sheet with repayment of debt and increasing cash balance. This distribution policy will enable the Partnership to achieve its stated leverage target of 3.50:1.00 or lower by the end of 2019, and it will provide the desired cushion when the Partnership's maximum leverage covenant steps down from the current 4.50:1.00 to 4.00:1.00 in June of 2020.

### Partnership Common Unit Purchase Program

In 2017, the Company's Board of Directors authorized a program for the Company to purchase outstanding Partnership common units at any time and from time to time in the open market, through privately negotiated transactions, block transactions, or otherwise for a total aggregate cost to the Company not to exceed \$100.0 million. During the nine months ended September 30, 2018 the Company purchased 231,171 of outstanding Partnership

common units in the open market for total cash payments of \$4.2 million, leaving \$47.1 million available under the Company's authorized program.

Cash Flow Summary

42

---

Table of Contents

The following table sets forth a summary of the net cash provided by (used in) operating, investing and financing activities for the nine months ended September 30, 2018 and 2017:

	Nine Months Ended September 30, 2018    2017	
	(Dollars in millions)	
Net cash provided by operating activities	\$170.6	\$128.3
Net cash used in investing activities	(66.4 )	(29.1 )
Net cash used in financing activities	(56.0 )	(84.6 )
Net increase in cash, cash equivalents and restricted cash	\$48.2	\$14.6

**Cash Flows from Operating Activities**

Net cash provided by operating activities increased by \$42.3 million to \$170.6 million for the nine months ended September 30, 2018 as compared to the corresponding prior year period. The increase reflects improved operations as compared to the same prior year period. Additionally, there was a favorable year-over-year change of approximately \$22 million in primary working capital, which is comprised of accounts receivable, inventories and accounts payable, which was primarily driven by rebuilding coal inventory to a normalized level in the prior year period. Additionally, the current year period benefited from \$7.1 million of lower interest payments as a result of the Partnership's debt restructuring in the second quarter of 2017, which impacted the timing of when interest payments are made.

**Cash Flows from Investing Activities**

Net cash used in investing activities increased by \$37.3 million to \$66.4 million for the nine months ended September 30, 2018 as compared to the corresponding prior year period. The current year period included higher capital spending of \$21.1 million as compared to the same prior year period, primarily on the environmental remediation project at our Granite City facility. The change also reflects \$4.0 million of cash received for the sale of an equity method investment in the current year period as well as the absence of the \$20.5 million return of the Brazilian investment collected during the first quarter of 2017.

**Cash Flows from Financing Activities**

Net cash used in financing activities decreased by \$28.6 million to \$56.0 million for the nine months ended September 30, 2018 as compared to the corresponding prior year period. The Company's purchases of outstanding Partnership common units under the previously discussed program were \$29.4 million lower in 2018 as compared to the same prior year period. Additionally, the Partnership paid \$11.2 million less in distributions to its public unitholders as compared to the same prior year period as a result of the new distribution policy, which contributed to the Partnership's repayment of \$25.0 million on its revolving credit facility during the third quarter of 2018. In August 2017, the Partnership utilized \$100.0 million of its borrowings under the Partnership Revolver and \$12.6 million of cash to repay the remaining outstanding balance of \$112.6 million on the Partnership's Promissory Note. Both the January 2018 and May 2017 debt restructurings had a minimal net impact to financing cash flows.

**Capital Requirements and Expenditures**

Our operations are capital intensive, requiring significant investment to upgrade or enhance existing operations and to meet environmental and operational regulations. The level of future capital expenditures will depend on various factors, including market conditions and customer requirements, and may differ from current or anticipated levels. Material changes in capital expenditure levels may impact financial results, including but not limited to the amount of depreciation, interest expense and repair and maintenance expense.

Our capital requirements have consisted, and are expected to consist, primarily of:

• Ongoing capital expenditures required to maintain equipment reliability, the integrity and safety of our coke ovens and steam generators and to comply with environmental regulations. Ongoing capital expenditures are made to replace partially or fully depreciated assets in order to maintain the existing operating capacity of the assets and/or to extend their useful lives and also include new equipment that improves the efficiency, reliability or effectiveness of

existing assets. Ongoing capital expenditures do not include normal repairs and maintenance expenses, which are expensed as incurred;

• Environmental remediation project expenditures required to implement design changes to ensure that our existing facilities operate in accordance with existing environmental permits; and

Table of Contents

Expansion capital expenditures to acquire and/or construct complementary assets to grow our business and to expand existing facilities as well as capital expenditures made to enable the renewal of a coke sales agreement and/or logistics service agreement and on which we expect to earn a reasonable return.

The following table summarizes ongoing, environmental remediation projects and expansion capital expenditures:

	Nine	
	Months	
	Ended	
	September	
	30,	
	2018	2017
	(Dollars in	
	millions)	
Ongoing capital <sup>(1)</sup>	\$47.5	\$38.1
Environmental remediation projects <sup>(2)</sup>	22.4	11.0
Expansion capital	0.8	0.5
Total capital expenditures	\$70.7	\$49.6

(1) Includes \$21.7 million and \$20.9 million of capital expenditures in connection with our current oven rebuild initiative at our Indiana Harbor facility, during the nine months ended September 30, 2018 and 2017, respectively.

(2) Includes \$2.2 million and \$0.7 million of capitalized interest in connection with the environmental remediation projects during the nine months ended September 30, 2018 and 2017, respectively.

In 2018, we now expect our capital expenditures to be approximately \$100 million, which is comprised of the following:

Total ongoing capital expenditures are now expected be approximately \$69 million, of which approximately \$30 million will be spent at the Partnership, which has increased \$5 million from our previous guidance due to the expanded scope of the Granite City outage. Approximately \$30 million to \$35 million will be spent on the Indiana Harbor oven rebuild project, reflecting approximately \$5 million of additional oven work for the 2018 rebuild campaign;

Total capital expenditures on environmental remediation projects are now expected to be approximately \$30 million and reflect a shift of \$5 million of estimated capital expenditures from 2018 to 2019, with no impact on our total estimated spend on the project. These capital expenditures will all be spent at the Partnership, including the cash payments for certain work performed in 2017; and

Total expansion capital of approximately \$1 million in our Logistics segment.

We anticipate spending approximately \$150 million related to these environmental remediation projects, of which we have spent \$132 million to date, including \$7 million spent by the Company prior to the formation of the Partnership.

The remaining capital is expected to be spent through the first half of 2019. The updated 2018 capital expenditure guidance above reflects a shift of \$5 million of estimated capital expenditures from 2018 to 2019, with no impact on our total estimated spend on the project. A portion of the proceeds from the Partnership's initial public offering and subsequent dropdowns were used to fund \$119 million of these environmental remediation projects. Pursuant to the omnibus agreement, the Company made a capital contribution to the Partnership of \$10 million during the first quarter of 2018 for these known environmental remediation projects. The Company expects to make additional capital contributions to the Partnership of approximately \$10 million in the fourth quarter of 2018 and approximately \$5 million in the first half of 2019 for the estimated future spending related to these environmental remediation projects.

#### Off-Balance Sheet Arrangements

We have letters of credit, operating leases and outstanding surety bonds to secure reclamation and other performance commitments. There have been no significant changes to these arrangements during the nine months ended September 30, 2018. Please refer to our Annual Report on Form 10-K filed on February 15, 2018 for further disclosure of these arrangements. Other than these arrangements, the Company has not entered into any transactions, agreements or other contractual arrangements that would result in material off-balance sheet liabilities.

Critical Accounting Policies

There have been no significant changes to our accounting policies during the nine months ended September 30, 2018. Please refer to our Annual Report on Form 10-K filed on February 15, 2018 for a summary of these policies.

Recent Accounting Standards

See Note 1 to our consolidated financial statements.

Table of Contents

## Non-GAAP Financial Measures

In addition to the GAAP results provided in this Quarterly Report on Form 10-Q, we have provided a non-GAAP financial measure, Adjusted EBITDA. Our management, as well as certain investors, use this non-GAAP measure to analyze our current and expected future financial performance and liquidity. This measure is not in accordance with, or a substitute for, GAAP and may be different from, or inconsistent with, non-GAAP financial measures used by other companies. See Note 15 in our consolidated financial statements for both the definition of Adjusted EBITDA and reconciliations from GAAP to the non-GAAP measurement for the three and nine months ended September 30, 2018 and 2017, respectively.

Below is a reconciliation of 2018 Adjusted EBITDA guidance from its closest GAAP measures:

	2018	
	Low	High
Net cash provided by operating activities	\$150	\$165
Subtract:		
Depreciation and amortization expense <sup>(1)</sup>	146	138
Changes in working capital and other	(27 )	(19 )
Loss from equity method investment	5	5
Net income	\$26	\$41
Add:		
Loss from equity method investment	5	5
Depreciation and amortization expense	146	138
Interest expense, net	63	63
Income tax expense <sup>(2)</sup>	—	8
Adjusted EBITDA	\$240	\$255
Subtract: Adjusted EBITDA attributable to noncontrolling interests <sup>(3)</sup>	80	84
Adjusted EBITDA attributable to SunCoke Energy, Inc.	\$160	\$171

(1) Reflects revisions in estimated useful lives of certain assets in our Domestic Coke segment made in the third quarter.

(2) Reflects revision in estimated realizability of foreign tax credits made in third quarter.

(3) Reflects non-controlling interest in Indiana Harbor and the portion of the Partnership owned by public unitholders.



Table of Contents

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this Quarterly Report on Form 10-Q, including, among others, in the sections entitled “Business,” “Risk Factors,” “Quantitative and Qualitative Disclosures About Market Risk” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Such forward-looking statements are based on management’s beliefs and assumptions and on information currently available.

Forward-looking statements include the information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance, the effects of competition and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and may be identified by the use of forward-looking terminology such as the words “believe,” “expect,” “plan,” “intend,” “anticipate,” “estimate,” “predict,” “potential,” “continue,” “will,” “should” or the negative of these terms or similar expressions. In particular, statements in this Quarterly Report on Form 10-Q concerning future dividend declarations are subject to approval by our Board of Directors and will be based upon circumstances then existing.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not put undue reliance on any forward-looking statements. We do not have any intention or obligation to update any forward-looking statement (or its associated cautionary language), whether as a result of new information or future events, after the date of this Quarterly Report on Form 10-Q, except as required by applicable law.

The risk factors discussed in “Risk Factors” could cause our results to differ materially from those expressed in the forward-looking statements made in this Quarterly Report on Form 10-Q. There also may be other risks that we are unable to predict at this time. Such risks and uncertainties include, without limitation:

- changes in levels of production, production capacity, pricing and/or margins for steel, coal and coke;
- variation in availability, quality and supply of metallurgical coal used in the cokemaking process, including as a result of non-performance by our suppliers;
- changes in the marketplace that may affect our logistics business, including the supply and demand for thermal and metallurgical coal;
- changes in the marketplace that may affect our cokemaking business, including the supply and demand for our coke products, as well as increased imports of coke from foreign producers;
- competition from alternative steelmaking and other technologies that have the potential to reduce or eliminate the use of coke;
- our dependence on, relationships with, and other conditions affecting our customers and/or suppliers;
- severe financial hardship or bankruptcy of one or more of our major customers, or the occurrence of a customer default or other event affecting our ability to collect payments from our customers;
- volatility and cyclical downturns in the steel industry and in other industries in which our customers and/or suppliers operate;
- volatility, cyclical downturns and other changes in the business climate and market for coal, affecting customers or potential customers for the Partnership's logistics business;
- our significant equity interest in the Partnership;
- our ability to repair aging coke ovens to maintain operational performance;
- our ability to enter into new, or renew existing, long-term agreements upon favorable terms for the sale of coke, steam, or electric power, or for handling services of coal and other aggregates (including transportation, storage and mixing);
- the Partnership's ability to enter into new, or renew existing, agreements upon favorable terms for logistics services;
- our ability to identify acquisitions, execute them under favorable terms, and integrate them into our existing business operations;
- our ability to consummate investments under favorable terms, including with respect to existing cokemaking facilities, which may utilize by-product technology, and integrate them into our existing businesses and have them perform at anticipated levels;



Table of Contents

our ability to develop, design, permit, construct, start up, or operate new cokemaking facilities in the U.S. or in foreign countries;

our ability to successfully implement domestic and/or our international growth strategies;

our ability to realize expected benefits from investments and acquisitions;

age of, and changes in the reliability, efficiency and capacity of the various equipment and operating facilities used in our cokemaking operations, and in the operations of our subsidiaries, major customers, business partners, and/or suppliers;

changes in the expected operating levels of our assets;

our ability to meet minimum volume requirements, coal-to-coke yield standards and coke quality standards in our coke sales agreements;

- changes in the level of capital expenditures or operating expenses, including any changes in the level of environmental capital, operating or remediation expenditures;

our ability to service our outstanding indebtedness;

our ability to comply with the restrictions imposed by our financing arrangements;

our ability to comply with applicable federal, state or local laws and regulations, including, but not limited to, those relating to environmental matters;

nonperformance or force majeure by, or disputes with, or changes in contract terms with, major customers, suppliers, dealers, distributors or other business partners;

availability of skilled employees for our cokemaking and/or logistics operations, and other workplace factors;

effects of railroad, barge, truck and other transportation performance and costs, including any transportation disruptions;

effects of adverse events relating to the operation of our facilities and to the transportation and storage of hazardous materials or regulated media (including equipment malfunction, explosions, fires, spills, impoundment failure and the effects of severe weather conditions);

effects of adverse events relating to the business or commercial operations of our customers and/or suppliers;

disruption in our information technology infrastructure and/or loss of our ability to securely store, maintain, or transmit data due to security breach by hackers, employee error or malfeasance, terrorist attack, power loss, telecommunications failure or other events;

our ability to enter into joint ventures and other similar arrangements under favorable terms;

our ability to consummate asset sales, other divestitures and strategic restructuring in a timely manner upon favorable terms, and/or realize the anticipated benefits from such actions;

changes in the availability and cost of equity and debt financing;

impacts on our liquidity and ability to raise capital as a result of changes in the credit ratings assigned to our indebtedness;

changes in credit terms required by our suppliers;

risks related to labor relations and workplace safety affecting our commercial operations and those of our customers and suppliers;

proposed or final changes in existing, or new, statutes, regulations, rules, governmental policies, or their interpretations, including those relating to environmental matters and taxes;

the existence of hazardous substances or other environmental contamination on property owned or used by us;

the availability of future permits authorizing the disposition of certain mining waste and the management of reclamation areas;

- risks related to obligations under mineral leases retained by us in connection with the divestment of our legacy coal mining business;

risks related to environmental compliance;

Table of Contents

risks related to the ability of the assignee(s) to perform in compliance with applicable requirements under mineral leases assigned in connection with the divestment of our legacy coal mining business;

- claims of noncompliance with any statutory or regulatory requirements;
- proposed or final changes in accounting and/or tax methodologies, laws, regulations, rules, or policies, or their interpretations, including those affecting inventories, leases, post-employment benefits, income or other matters;
- historical consolidated financial data may not be reliable indicators of future results;
- public company costs;
- our indebtedness and certain covenants in our debt documents;
- our ability to secure new coal supply agreements or to renew existing coal supply agreements;
- required permits and other regulatory approvals and compliance with contractual obligations and/or bonding requirements in connection with our cokemaking, logistics operations, and/or former coal mining activities;
- changes in product specifications for the coke that we produce or the coals we mix, store and transport;
- changes in insurance markets impacting cost, level and/or types of coverage available, and the financial ability of our insurers to meet their obligations;
- changes in tax laws or their interpretations, including regulations governing the federal income tax treatment of the Partnership;
- volatility in foreign currency exchange rates affecting the markets and geographic regions in which we conduct business;
- the accuracy of our estimates of reclamation and other mine closure obligations;
- inadequate protection of our intellectual property rights; and
- effects of geologic conditions, weather, natural disasters and other inherent risks beyond our control.

The factors identified above are believed to be important factors, but not necessarily all of the important factors, that could cause actual results to differ materially from those expressed in any forward-looking statement made by us. Other factors not discussed herein also could have material adverse effects on us. All forward-looking statements included in this Quarterly Report on Form 10-Q are expressly qualified in their entirety by the foregoing cautionary statements.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to the Company's exposure to market risk disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

Item 4. Controls and Procedures

Management's Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures, (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934), as amended (the "Exchange Act") that are designed to ensure that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

The Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

During the first quarter of 2018, we implemented a new enterprise resource planning ("ERP") system. Accordingly, we modified the design and documentation of certain internal control processes and procedures relating to the new ERP system at that time. Other than the ERP and related systems implementation, there have been no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings**

The information presented in Note 8 to our consolidated financial statements within this Quarterly Report on Form 10-Q is incorporated herein by reference.

Many legal and administrative proceedings are pending or may be brought against us arising out of our current and past operations, including matters related to commercial and tax disputes, product liability, employment claims, personal injury claims, premises-liability claims, allegations of exposures to toxic substances and general environmental claims. Although the ultimate outcome of these proceedings cannot be ascertained at this time, it is reasonably possible that some of them could be resolved unfavorably to us. Our management believes that any liabilities that may arise from such matters would not be material in relation to our business or our consolidated financial position, results of operations or cash flows at September 30, 2018.

**Item 1A. Risk Factors**

There have been no material changes with respect to risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

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

There has been no activity with respect to the Company's program to repurchase outstanding shares and the Partnership's program to repurchase outstanding units during the nine months ended September 30, 2018. Please refer to our Annual Report on Form 10-K filed on February 15, 2018 for further information on the programs.

**Item 4. Mine Safety Disclosures**

While the Company divested substantially all of its remaining coal mining assets in April 2016, certain retained coal mining assets remain subject to Mine Safety and Health Administration ("MSHA") regulatory purview and the Company continues to own certain logistics assets that are also regulated by MSHA. The information concerning mine safety violations and other regulatory matters that we are required to report in accordance with Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.014) is included in Exhibit 95.1 to this Quarterly Report on Form 10-Q.

Table of Contents

Item 6. Exhibits

The following exhibits are filed as part of, or incorporated by reference into, this Form 10-Q.

Exhibit Number	Description
-------------------	-------------

- |              |   |
|--------------|---|
| <u>31.1*</u> | <u>Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  |
| <u>31.2*</u> | <u>Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>  |
| <u>32.1*</u> | <u>Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| <u>32.2*</u> | <u>Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| <u>95.1*</u> | <u>Mine Safety Disclosures</u>  |

101*	<p>The following financial statements from SunCoke Energy, Inc.'s Quarterly Report on Form 10-Q for the nine months ended September 30, 2018, filed with the Securities and Exchange Commission on October 25, 2018, formatted in XBRL (eXtensible Business Reporting Language is attached to this report): (i) the Consolidated Statements of Operations; (ii) the Consolidated Balance Sheets; (iii) the Consolidated Statements of Cash Flows; and, (iv) the Notes to Consolidated Financial Statements. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.</p>
------	--

\* Filed herewith.

\*\*\*\*\*

We are pleased to furnish this Form 10-Q to shareholders who request it by writing to:

SunCoke Energy, Inc.  
 Investor Relations  
 1011 Warrenville Road  
 Suite 600  
 Lisle, Illinois 60532

Table of Contents

SIGNATURE

Pursuant to the requirements 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.

SunCoke Energy, Inc.

Dated: October 25, 2018    By: /s/ Fay West  
Fay West  
Senior Vice President and Chief Financial Officer  
(As Principal Financial Officer and  
Duly Authorized Officer of SunCoke Energy, Inc.)