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## Section 1: 10-Q (10-Q)

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-Q

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

For the quarterly period ended June 30, 2015

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 001-34735

# RYERSON HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

26-1251524  
(I.R.S. Employer  
Identification No.)

227 W. Monroe St., 27<sup>th</sup> Floor  
Chicago, Illinois 60606  
(Address of principal executive offices)

(312) 292-5000  
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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

### APPLICABLE ONLY TO CORPORATE ISSUERS:

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

As of August 5, 2015 there were 32,037,500 shares of Common Stock, par value \$0.01 per share, outstanding.

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RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**  
**Condensed Consolidated Statements of Comprehensive Income (Unaudited)**  
(In millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net sales	\$ 840.4	\$ 931.5	\$ 1,708.4	\$ 1,805.9
Cost of materials sold	674.6	777.1	1,392.6	1,503.8
Gross profit	165.8	154.4	315.8	302.1
Warehousing, delivery, selling, general and administrative	114.2	120.2	230.6	238.0
Impairment charges on fixed assets	1.4	—	1.4	—
Operating profit	50.2	34.2	83.8	64.1
Other income and (expense), net	(0.6)	(1.7)	(11.9)	0.3
Interest and other expense on debt	(23.8)	(27.5)	(49.1)	(54.9)
Income before income taxes	25.8	5.0	22.8	9.5
Provision for income taxes	10.2	2.5	10.0	5.6
Net income	15.6	2.5	12.8	3.9
Less: Net loss attributable to noncontrolling interest	(0.2)	(0.1)	(0.5)	(0.3)
Net income attributable to Ryerson Holding Corporation	\$ 15.8	\$ 2.6	\$ 13.3	\$ 4.2
Comprehensive income	\$ 20.1	\$ 5.9	\$ 11.0	\$ 0.3
Less: Comprehensive loss attributable to noncontrolling interest	(0.3)	(0.1)	(0.6)	(0.3)
Comprehensive income attributable to Ryerson Holding Corporation	\$ 20.4	\$ 6.0	\$ 11.6	\$ 0.6
Basic and diluted earnings per share	\$ 0.49	\$ 0.13	\$ 0.41	\$ 0.20

See Notes to Condensed Consolidated Financial Statements.

**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**  
**Condensed Consolidated Statements of Cash Flows (Unaudited)**  
(In millions)

	Six Months Ended June 30,	
	2015	2014
<b>Operating activities:</b>		
Net income	\$ 12.8	\$ 3.9
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	22.2	22.4
Deferred income taxes	10.8	6.4
Provision for allowances, claims and doubtful accounts	2.0	1.3
Loss on retirement of debt	0.7	—
Other-than-temporary impairment charge on available-for-sale investments	12.3	—
Impairment charges on fixed assets	1.4	—
Other items	(0.7)	0.1
<b>Change in operating assets and liabilities:</b>		
Receivables	4.8	(81.9)
Inventories	80.0	10.1
Other assets	3.1	6.8
Accounts payable	53.0	64.7
Accrued liabilities	(8.5)	7.2
Accrued taxes payable/receivable	(2.8)	(1.0)
Deferred employee benefit costs	(28.2)	(30.5)
<b>Net adjustments</b>	<b>150.1</b>	<b>5.6</b>
<b>Net cash provided by operating activities</b>	<b>162.9</b>	<b>9.5</b>
<b>Investing activities:</b>		
(Increase) decrease in restricted cash	0.3	(0.1)
Capital expenditures	(12.7)	(8.2)
Proceeds from sales of property, plant and equipment	2.4	1.2
<b>Net cash used in investing activities</b>	<b>(10.0)</b>	<b>(7.1)</b>
<b>Financing activities:</b>		
Repayment of debt	(45.8)	—
Net repayments of short term borrowings	(69.0)	(40.0)
Net increase (decrease) in book overdrafts	(29.5)	47.5
Principal payments on capital lease obligation	(0.7)	(0.5)
<b>Net cash provided by (used in) financing activities</b>	<b>(145.0)</b>	<b>7.0</b>
Net increase in cash and cash equivalents	7.9	9.4
Effect of exchange rate changes on cash and cash equivalents	(1.9)	(0.9)
<b>Net change in cash and cash equivalents</b>	<b>6.0</b>	<b>8.5</b>
Cash and cash equivalents—beginning of period	60.0	74.4
Cash and cash equivalents—end of period	\$ 66.0	\$ 82.9
<b>Supplemental disclosures:</b>		
Cash paid during the period for:		
Interest paid to third parties	\$ 45.9	\$ 50.9
Income taxes, net	2.0	1.1
<b>Noncash investing activities:</b>		
Asset additions under capital leases	\$ 1.8	\$ 3.4

See Notes to Condensed Consolidated Financial Statements.

**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**  
**Condensed Consolidated Balance Sheets**  
(In millions, except shares)

	<u>June 30,</u> <u>2015</u> <u>(unaudited)</u>	<u>December 31,</u> <u>2014</u>
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 66.0	\$ 60.0
Restricted cash	1.7	2.0
Receivables less provision for allowances, claims and doubtful accounts of \$6.5 in 2015 and \$5.3 in 2014	390.8	400.8
Inventories	655.1	738.9
Prepaid expenses and other current assets	40.0	39.7
<b>Total current assets</b>	<u>1,153.6</u>	<u>1,241.4</u>
Property, plant, and equipment, at cost	660.6	654.5
Less: Accumulated depreciation	245.2	228.7
Property, plant and equipment, net	415.4	425.8
Deferred income taxes	119.0	134.1
Other intangible assets	47.6	50.9
Goodwill	101.3	102.7
Deferred charges and other assets	18.5	22.0
<b>Total assets</b>	<u>\$ 1,855.4</u>	<u>\$ 1,976.9</u>
<b>Liabilities</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 243.6	\$ 220.8
Salaries, wages and commissions	33.0	45.1
Deferred income taxes	105.6	106.7
Other accrued liabilities	54.2	51.9
Short-term debt	25.0	66.6
Current portion of deferred employee benefits	11.0	11.1
<b>Total current liabilities</b>	<u>472.4</u>	<u>502.2</u>
Long-term debt	1,120.0	1,192.5
Deferred employee benefits	353.5	385.2
Taxes and other credits	24.4	22.9
<b>Total liabilities</b>	<u>1,970.3</u>	<u>2,102.8</u>
<b>Commitments and contingencies</b>		
<b>Redeemable noncontrolling interest</b>	0.7	1.0
<b>Equity</b>		
<b>Ryerson Holding Corporation stockholders' equity (deficit):</b>		
Preferred stock, \$0.01 par value; 7,000,000 shares authorized and no shares issued at 2015 and 2014	—	—
Common stock, \$0.01 par value; 100,000,000 shares authorized; 32,250,000 shares issued at 2015 and 2014	0.3	0.3
Capital in excess of par value	302.0	302.0
Accumulated deficit	(119.5)	(132.8)
Treasury stock at cost – Common stock of 212,500 shares in 2015 and 2014	(6.6)	(6.6)
Accumulated other comprehensive loss	(293.1)	(291.4)
<b>Total Ryerson Holding Corporation stockholders' equity (deficit)</b>	<u>(116.9)</u>	<u>(128.5)</u>
Noncontrolling interest	1.3	1.6
<b>Total equity (deficit)</b>	<u>(115.6)</u>	<u>(126.9)</u>
<b>Total liabilities and equity</b>	<u>\$ 1,855.4</u>	<u>\$ 1,976.9</u>

See Notes to Condensed Consolidated Financial Statements.

**RYERSON HOLDING CORPORATION AND SUBSIDIARY COMPANIES**  
**Notes to Condensed Consolidated Financial Statements (Unaudited)**

**NOTE 1: FINANCIAL STATEMENTS**

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

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

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

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

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

<u>Product Line</u>	<u>Three Months Ended</u> <u>June 30,</u>		<u>Six Months Ended</u> <u>June 30,</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Carbon Steel Flat	24%	27%	24%	27%
Carbon Steel Plate	11	11	11	11
Carbon Steel Long	15	15	16	16
Stainless Steel Flat	17	16	17	16
Stainless Steel Plate	4	4	4	4
Stainless Steel Long	3	3	3	3
Aluminum Flat	17	15	16	14
Aluminum Plate	3	3	3	3
Aluminum Long	4	4	4	4
Other	2	2	2	2
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

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

## NOTE 2: RECENT ACCOUNTING PRONOUNCEMENTS

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

In May 2014, the FASB issued ASU 2014-09 “*Revenue from Contracts with Customers*”, which creates Accounting Standards Codification (“ASC”) 606 “*Revenue from Contracts with Customers*” and supersedes the revenue recognition requirements in ASC 605 “*Revenue Recognition*”. The update outlines a comprehensive model for all entities to use in accounting for revenue arising from contracts with customers as well as required disclosures. Entities have the option of using either a full retrospective or modified approach to adopt the new guidance. The ASU is effective for annual reporting periods beginning after December 15, 2016 and interim periods within those annual periods. In July 2015, the FASB reached a decision to delay the adoption date of the new ASU until December 15, 2017. We are still assessing the impact of adoption on our consolidated financial statements.

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

In April 2015, the FASB issued ASU 2015-03, “*Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*.” The update requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. Debt disclosures will include the face amount of the debt liability and the effective interest rate. The update requires retrospective application and represents a change in accounting principle. The update is effective for fiscal years beginning after December 15, 2015. Early adoption is permitted for financial statements that have not been previously issued. If the Company adopted this guidance as of June 30, 2015, the impact of the ASU would result in the reclassification of approximately \$13.6 million of capitalized debt issuance costs from non-current deferred charges and other assets to long-term debt. We will adopt this guidance for our fiscal year beginning January 1, 2016.

In April 2015, the FASB issued ASU 2015-05, “*Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement*.” The amendments in this update provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the update specifies that the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. The update further specifies that the customer should account for a cloud computing arrangement as a service contract if the arrangement does not include a software license. ASU 2015-05 is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. We will adopt this guidance for our fiscal year beginning January 1, 2016. The adoption of this guidance is not expected to have an impact on our financial statements.

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

### NOTE 3: INVENTORIES

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

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

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
	(In millions)	
In process and finished products	\$ 655.1	\$ 738.9

If current cost had been used to value inventories, such inventories would have been \$74 million and \$25 million lower than reported at June 30, 2015 and December 31, 2014, respectively. Approximately 90% of inventories are accounted for under the LIFO method at June 30, 2015 and December 31, 2014. Non-LIFO inventories consist primarily of inventory at our foreign facilities using the weighted-average cost and the specific cost methods. Substantially all of our inventories consist of finished products.

The Company has consignment inventory at certain customer locations, which totaled \$10.8 million and \$10.0 million at June 30, 2015 and December 31, 2014, respectively.

### NOTE 4: GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill, which represents the excess of cost over the fair value of net assets acquired, amounted to \$101.3 million at June 30, 2015. Pursuant to ASC 350, “Intangibles – Goodwill and Other,” we review the recoverability of goodwill annually as of October 1 or whenever significant events or changes occur which might impair the recovery of recorded amounts. The most recently completed impairment test of goodwill was performed as of October 1, 2014 and it was determined that no impairment existed. Other intangible assets with finite useful lives continue to be amortized over their useful lives. We review the recoverability of our long-lived assets whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable.

### NOTE 5: ACQUISITIONS

#### Fay Industries

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



## NOTE 6: LONG-TERM DEBT

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

	June 30, 2015	December 31, 2014
	(In millions)	
Ryerson Secured Credit Facility	\$ 366.5	\$ 435.0
9% Senior Secured Notes due 2017	583.2	600.0
11 1/4% Senior Notes due 2018	172.2	200.5
Foreign debt	23.1	23.6
Total debt	1,145.0	1,259.1
Less:		
Short-term credit facility borrowings	1.9	43.0
Short-term foreign debt	23.1	23.6
Total long-term debt	\$ 1,120.0	\$ 1,192.5

### Ryerson Credit Facility

On April 3, 2013, Ryerson amended and restated its \$1.35 billion revolving credit facility agreement (as amended and restated, the "Ryerson Credit Facility"), to, among other things, extend the maturity date to the earlier of (a) April 3, 2018 or (b) August 16, 2017 (60 days prior to the scheduled maturity date of the 9% Senior Secured Notes due October 15, 2017 ("2017 Notes")), if the 2017 Notes are then outstanding. At June 30, 2015, the Company had \$366.5 million of outstanding borrowings, \$19 million of letters of credit issued and \$193 million available under the \$1.35 billion Ryerson Credit Facility compared to \$435.0 million of outstanding borrowings, \$20 million of letters of credit issued and \$245 million available at December 31, 2014. Total credit availability is limited by the amount of eligible accounts receivable and inventory pledged as collateral under the agreement insofar as the Company is subject to a borrowing base comprised of the aggregate of these two amounts, less applicable reserves. Eligible accounts receivable, at any date of determination, are comprised of the aggregate value of all accounts directly created by a borrower in the ordinary course of business arising out of the sale of goods or the rendition of services, each of which has been invoiced, with such receivables adjusted to exclude various ineligible accounts, including, among other things, those to which a borrower does not have sole and absolute title and accounts arising out of a sale to an employee, officer, director, or affiliate of a borrower. Eligible inventory, at any date of determination, is comprised of the aggregate value of all inventory owned by a borrower, with such inventory adjusted to exclude various ineligible inventory, including, among other things, any inventory that is classified as "supplies" or is unsaleable in the ordinary course of business and 50% of the value of any inventory that (i) has not been sold or processed within a 180 day period and (ii) which is calculated to have more than 365 days of supply based upon the immediately preceding 6 months consumption. The weighted average interest rate on the borrowings under the Ryerson Credit Facility was 2.3 percent and 2.0 percent at June 30, 2015 and December 31, 2014, respectively.

The total \$1.35 billion revolving credit facility has an allocation of \$1.215 billion to the Company's subsidiaries in the United States and an allocation of \$135 million to Ryerson Canada. Amounts outstanding under the U.S. facility bear interest at a rate determined by reference to the base rate (Bank of America's prime rate) or a LIBOR rate or, for the Canadian facility a rate determined by reference to the Canadian base rate (Bank of America-Canada Branch's "Base Rate" for loans in U.S. Dollars in Canada) or the BA rate (average annual rate applicable to Canadian Dollar bankers' acceptances) or a LIBOR rate and the Canadian prime rate (Bank of America-Canada Branch's "Prime Rate."). The spread over the base rate and Canadian prime rate is between 0.50% and 1.00% and the spread over the LIBOR and for the bankers' acceptances is between 1.50% and 2.00%, depending on the amount available to be borrowed. Overdue amounts and all amounts owed during the existence of a default bear interest at 2% above the rate otherwise applicable thereto. The Company also pays commitment fees on amounts not borrowed at a rate between 0.25% and 0.375% depending on the average borrowings as a percentage of the total \$1.35 billion agreement during a rolling three month period.

Borrowings under the Ryerson Credit Facility are secured by (i) in the case of the U.S. facility, first-priority liens on all of the inventory, accounts receivable, lockbox accounts (excluding any proceeds therein of collateral securing the 2017 Notes on a first priority lien basis) and related U.S. assets of JT Ryerson, the other U.S. subsidiary borrowers and certain other U.S. subsidiaries of the Company that act as guarantors, and (ii) in the case of the Canadian facility, the assets securing the U.S. facility and also first priority liens on all of the inventory, accounts receivable, lockbox accounts and related assets of Ryerson's Canadian subsidiary borrower and its Canadian subsidiaries that act as guarantors thereof.

The Ryerson Credit Facility contains covenants that, among other things, restrict the Company and its subsidiaries with respect to the incurrence of debt, the creation of liens, transactions with affiliates, mergers and consolidations, sales of assets and acquisitions. The Ryerson Credit Facility also requires that, if availability under such facility falls below a certain level, the Company maintain a minimum fixed charge coverage ratio as of the end of each calendar month.

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

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

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

## **2017 and 2018 Notes**

On October 10, 2012, JT Ryerson issued \$600 million in aggregate principal amount of the 2017 Notes and \$300 million in aggregate principal amount of the 2018 Notes (together with the 2017 Notes, the "2017 and 2018 Notes"). The 2017 Notes bear interest at a rate of 9% per annum. The 2018 Notes bear interest at a rate of 11.25% per annum. The 2017 Notes are fully and unconditionally guaranteed on a senior secured basis and the 2018 Notes are fully and unconditionally guaranteed on a senior unsecured basis by all of our existing and future domestic subsidiaries that are co-borrowers or that have guarantee obligations under the Ryerson Credit Facility.

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

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

As of June 30, 2015, \$583.2 million and \$172.2 million of the original outstanding principal amount of the 2017 and 2018 Notes remain outstanding, respectively. The Company has repurchased and in the future may repurchase 2017 and 2018 Notes in the open market. During the first six months of 2015, a principal amount of \$16.8 million of the 2017 Notes were repurchased for \$17.0 million and retired, resulting in the recognition of a \$0.2 million loss within other income and (expense), net on the consolidated statement of comprehensive income. During the first six months of 2015, a principal amount of \$28.3 million of the 2018 Notes were repurchased for \$28.8 million and retired, resulting in the recognition of a \$0.5 million loss within other income and (expense), net on the consolidated statement of comprehensive income.

## Foreign Debt

At June 30, 2015, Ryerson China's total foreign borrowings were \$23.0 million, which were owed to banks in Asia at a weighted average interest rate of 3.9% and secured by inventory and property, plant and equipment. At December 31, 2014, Ryerson China's total foreign borrowings were \$23.6 million, which were owed to banks in Asia at a weighted average interest rate of 4.4% and secured by inventory and property, plant and equipment. At June 30, 2015, Acofran's total foreign borrowings were \$0.1 million, which were owed to foreign banks at a weighted average interest rate of 3.8%. At December 31, 2014, Acofran had no foreign borrowings.

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

## NOTE 7: EMPLOYEE BENEFITS

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

	Three Months Ended June 30,			
	Pension Benefits		Other Benefits	
	2015	2014	2015	2014
	(In millions)			
<b>Components of net periodic benefit cost</b>				
Service cost	\$ —	\$ 1	\$ —	\$ —
Interest cost	10	9	1	1
Expected return on assets	(12)	(12)	—	—
Recognized actuarial net (gain) loss	4	2	(2)	(2)
Net periodic benefit cost (credit)	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ (1)</u>	<u>\$ (1)</u>

	Six Months Ended June 30,			
	Pension Benefits		Other Benefits	
	2015	2014	2015	2014
	(In millions)			
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 1	\$ 1	\$ —	\$ —
Interest cost	19	19	2	2
Expected return on assets	(24)	(24)	—	—
Prior service credit	—	—	(1)	—
Recognized actuarial net (gain) loss	7	5	(4)	(4)
Net periodic benefit cost (credit)	<u>\$ 3</u>	<u>\$ 1</u>	<u>\$ (3)</u>	<u>\$ (2)</u>

## Contributions

The Company has contributed \$23 million to the pension plan fund through the six months ended June 30, 2015 and anticipates that it will have a minimum required pension contribution funding of approximately \$20 million for the remaining six months of 2015.

## NOTE 8: COMMITMENTS AND CONTINGENCIES

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

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

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

#### NOTE 9: DERIVATIVES AND FAIR VALUE MEASUREMENTS

##### Derivatives

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

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

	Asset Derivatives				Liability Derivatives			
	June 30, 2015		December 31, 2014		June 30, 2015		December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
(In millions)								
<b>Derivatives not designated as hedging instruments under ASC 815</b>								
Foreign exchange contracts	Prepaid expenses and other current assets	\$ 0.1	Prepaid expenses and other current assets	—	Other accrued liabilities	—	Other accrued liabilities	—
Commodity contracts	Prepaid expenses and other current assets	—	Prepaid expenses and other current assets	\$ 0.1	Other accrued liabilities	\$ 5.4	Other accrued liabilities	\$ 1.3
<b>Total derivatives</b>		<u>\$ 0.1</u>		<u>\$ 0.1</u>		<u>\$ 5.4</u>		<u>\$ 1.3</u>

As of June 30, 2015 and December 31, 2014, the Company's foreign currency exchange contracts had a U.S. dollar notional amount of \$4.8 million and \$3.2 million, respectively. As of June 30, 2015 and December 31, 2014, the Company had 94 tons and 144 tons, respectively, of nickel futures or option contracts related to forecasted purchases. As of June 30, 2015 and December 31, 2014, the Company had net 19,680 tons and 14,700 tons, respectively, of hot roll steel coil option contracts related to forecasted purchases and sales. The Company has aluminum price swaps related to forecasted purchases, which had a notional amount of 17,604 tons and 6,366 tons as of June 30, 2015 and December 31, 2014, respectively. As of June 30, 2015 and December 31, 2014, the Company has 767,000 gallons and 624,000 gallons, respectively, of diesel fuel hedge contracts related to forecasted purchases.

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

Derivatives not designated as hedging instruments under ASC 815	Location of Gain/(Loss) Recognized in Income on Derivatives	Amount of Gain/(Loss) Recognized in Income on Derivatives			
		Three Months Ended June 30,		Six Months Ended June 30,	
		2015	2014	2015	2014
(In millions)					
Metal commodity contracts	Cost of materials sold	\$ (3.5)	\$ 0.2	\$ (7.4)	\$ 0.4
Diesel fuel hedges	Warehousing, delivery, selling, general and administrative	0.1	—	0.1	—
Foreign exchange contracts	Other income and (expense), net	(0.1)	—	—	—
<b>Total</b>		<u>\$ (3.5)</u>	<u>\$ 0.2</u>	<u>\$ (7.3)</u>	<u>\$ 0.4</u>

### Fair Value Measurements

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

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

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

	At June 30, 2015		
	Level 1	Level 2	Level 3
(In millions)			
<b>Assets</b>			
Cash equivalents:			
Commercial paper	\$ 16.7	\$ —	\$ —
Prepaid and other current assets:			
Common stock—available-for-sale investment	\$ 8.6	\$ —	\$ —
Mark-to-market derivatives:			
Foreign exchange contracts	\$ —	\$ 0.1	\$ —
<b>Liabilities</b>			
Mark-to-market derivatives:			
Commodity contracts	\$ —	\$ 5.4	\$ —

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

	<b>At December 31, 2014</b>		
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
	<b>(In millions)</b>		
<b>Assets</b>			
Prepaid and other current assets:			
Common stock – available-for-sale investment	\$ 11.2	\$ —	\$ —
Mark-to-market derivatives:			
Commodity contracts	\$ —	\$ 0.1	\$ —
<b>Liabilities</b>			
Mark-to-market derivatives:			
Commodity contracts	\$ —	\$ 1.3	\$ —

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

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

	<b>At June 30, 2015</b>		<b>At December 31, 2014</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>
	<b>(In millions)</b>			
Cash and cash equivalents	\$ 66.0	\$ 66.0	\$ 60.0	\$ 60.0
Restricted cash	1.7	1.7	2.0	2.0
Receivables less provision for allowances, claims and doubtful accounts	390.8	390.8	400.8	400.8
Accounts payable	243.6	243.6	220.8	220.8
Long-term debt, including current portion	1,145.0	1,145.2	1,259.1	1,288.7

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

#### Assets Held for Sale

The Company had \$2.8 million and \$2.5 million of assets held for sale, classified within "prepaid expenses and other current assets," as of June 30, 2015 and December 31, 2014, respectively. The Company recorded a net impairment charge of \$0.9 million and zero in the six months ended June 30, 2015 and 2014, respectively, related to certain assets held for sale in order to recognize the assets at their fair value less cost to sell in accordance with ASC 360-10-35-43, "*Property, Plant and Equipment – Other Presentation Matters.*" The fair values less costs to sell of long-lived assets held for sale are assessed each reporting period that they remain classified as held for sale. Any increase or decrease in the held for sale long-lived asset's fair value less cost to sell is reported as an adjustment to its carrying amount, except that the adjusted carrying amount cannot exceed the carrying amount of the long-lived asset at the time it was initially classified as held for sale. The fair values of each property were determined based on appraisals obtained from a third-party, pending sales contracts, or recent listing agreements with third-party brokerage firms.

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

	<b>June 30, 2015</b>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(In millions)		
<b>Assets</b>			
Prepaid expenses and other current assets – assets held for sale	\$ —	\$ 2.8	\$ —

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

	<b>At December 31, 2014</b>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(In millions)		
<b>Assets</b>			
Prepaid expenses and other current assets – assets held for sale	\$ —	\$ 2.5	\$ —

## Available-For-Sale Investments

The Company has classified investments made during 2010 and 2012 as available-for-sale at the time of their purchase. Investments classified as available-for-sale are recorded at fair value with the related unrealized gains and losses included in accumulated other comprehensive income. Management evaluates investments in an unrealized loss position on whether an other-than-temporary impairment has occurred on a periodic basis. Factors considered by management in assessing whether an other-than-temporary impairment has occurred include: the nature of the investment; whether the decline in fair value is attributable to specific adverse conditions affecting the investment; the financial condition of the investee; the severity and the duration of the impairment; and whether we intend to sell the investment or will be required to sell the investment before recovery of its amortized cost basis. When it is determined that an other-than-temporary impairment has occurred, the investment is written down to its market value at the end of the period in which it is determined that an other-than-temporary decline has occurred. The investment was in a gross unrealized loss position for twelve months as of March 31, 2015. Based on the duration and severity of our unrealized loss, management determined that an other-than-temporary impairment occurred and thus recognized a \$12.3 million impairment charge within other income and (expense), net in the first quarter of 2015. As of June 30, 2015, the investment is in an unrealized gain position from its adjusted cost basis. Realized gains and losses are recorded within the statement of operations upon sale of the security and are based on specific identification.

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

	At June 30, 2015			Fair Value
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	
Common stock	\$ 5.1	\$ 3.5	\$ —	\$ 8.6

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

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

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



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

The following table details changes in these accounts:

<b>Ryerson Holding Corporation Stockholders</b>															
		<b>Common Stock</b>		<b>Treasury Stock</b>		<b>Capital in Excess of Par Value</b>		<b>Accumulated Deficit</b>		<b>Accumulated Other Comprehensive Income (Loss)</b>			<b>Total Equity</b>		<b>Redeemable Noncontrolling Interest</b>
										<b>Foreign Currency Translation</b>	<b>Benefit Plan Liabilities</b>	<b>Changes in Available-For-Sale Investments</b>			
<b>Shares</b>	<b>Dollars</b>	<b>Shares</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	<b>Dollars</b>	
(In millions, except shares in thousands)															
Balance at January 1, 2015	32,250	\$ 0.3	213	\$ (6.6)	\$ 302.0	\$ (132.8)	\$ (32.8)	\$ (255.8)	\$ (2.8)	\$ 1.6	\$ (126.9)	\$ 13.0	\$ 1.0		
Net income (loss)	—	—	—	—	—	13.3	—	—	—	(0.3)	13.0	(0.2)	—		
Foreign currency translation	—	—	—	—	—	—	(5.2)	—	—	—	(5.2)	—	(0.1)		
Loss on intra-entity foreign currency transactions	—	—	—	—	—	—	(3.7)	—	—	—	(3.7)	—	—		
Changes in defined benefit pension and other post-retirement benefit plans, net of tax of \$0.6	—	—	—	—	—	—	—	1.3	—	—	1.3	—	—		
Unrealized loss on available-for-sale investment, net of tax of \$0.8	—	—	—	—	—	—	—	—	(1.7)	—	(1.7)	—	—		
Other-than-temporary impairment, net of tax of \$4.7	—	—	—	—	—	—	—	—	7.6	—	7.6	—	—		
Balance at June 30, 2015	<u>32,250</u>	<u>\$ 0.3</u>	<u>213</u>	<u>\$ (6.6)</u>	<u>\$ 302.0</u>	<u>\$ (119.5)</u>	<u>\$ (41.7)</u>	<u>\$ (254.5)</u>	<u>\$ 3.1</u>	<u>\$ 1.3</u>	<u>\$ (115.6)</u>	<u>\$ 0.7</u>	<u>\$ 0.7</u>		

The following table details the changes in accumulated other comprehensive income (loss) for the six months ended June 30, 2015:

	<b>Changes in Accumulated Other Comprehensive Income (Loss) by Component</b>		
	<b>Foreign Currency Translation</b>	<b>Benefit Plan Liabilities</b>	<b>Unrealized Gain on Available-For-Sale Investments</b>
(In millions)			
Balance at January 1, 2015	\$ (32.8)	\$ (255.8)	\$ (2.8)
Other comprehensive income (loss) before reclassifications	(8.9)	—	(1.7)
Amounts reclassified from accumulated other comprehensive income	—	1.3	7.6
Net current-period other comprehensive income (loss)	(8.9)	1.3	5.9
Balance at June 30, 2015	<u>\$ (41.7)</u>	<u>\$ (254.5)</u>	<u>\$ 3.1</u>

The following table details the reclassifications out of accumulated other comprehensive income (loss) for the three and six month periods ended June 30, 2015:

Details about Accumulated Other Comprehensive Income (Loss) Components	<u>Reclassifications Out of Accumulated Other Comprehensive Income (Loss)</u>		Affected line item in the Condensed Consolidated Statements of Comprehensive Income
	<u>Amount reclassified from Accumulated Other Comprehensive Income (Loss)</u>		
	<u>Three Months Ended</u>	<u>Six Months Ended</u>	
	<u>June 30, 2015</u>		
	(In millions)		
<b>Other-than-temporary impairment</b>			
Other-than-temporary impairment charge	\$ —	\$ 12.3	Other income and (expense) net
Tax benefit	—	(4.7)	
Net of tax	<u>\$ —</u>	<u>\$ 7.6</u>	
<b>Amortization of defined benefit pension and other post-retirement benefit plan items</b>			
Actuarial loss	\$ 1.6	\$ 3.1	Warehousing, delivery, selling, general and administrative
Prior service credits	(0.6)	(1.2)	Warehousing, delivery, selling, general and administrative
Total before tax	1.0	1.9	
Tax provision	0.3	0.6	
Net of tax	<u>\$ 0.7</u>	<u>\$ 1.3</u>	

The following table details the reclassifications out of accumulated other comprehensive income (loss) for the three and six month periods ended June 30, 2014:

Details about Accumulated Other Comprehensive Income (Loss) Components	<u>Reclassifications Out of Accumulated Other Comprehensive Income (Loss)</u>		Affected line item in the Condensed Consolidated Statements of Comprehensive Income
	<u>Amount reclassified from Accumulated Other Comprehensive Income (Loss)</u>		
	<u>Three Months Ended</u>	<u>Six Months Ended</u>	
	<u>June 30, 2014</u>		
	(In millions)		
<b>Amortization of defined benefit pension and other post-retirement benefit plan items</b>			
Actuarial loss	\$ 0.6	\$ 1.2	Warehousing, delivery, selling, general and administrative
Prior service credits	(0.3)	(0.7)	Warehousing, delivery, selling, general and administrative
Total before tax	0.3	0.5	
Tax provision	0.1	0.1	
Net of tax	<u>\$ 0.2</u>	<u>\$ 0.4</u>	

#### NOTE 11: RELATED PARTIES

JT Ryerson, one of our subsidiaries, was party to a corporate advisory services agreement with Platinum Advisors, an affiliate of Platinum, pursuant to which Platinum Advisors provided JT Ryerson certain business, management, administrative and financial advice. On July 23, 2014, JT Ryerson's Board of Directors approved the termination of this services agreement contingent on the closing of the initial public offering of Ryerson common stock, which occurred on August 13, 2014. As consideration for terminating the advisory fee services agreement, Platinum Advisors and its affiliates were paid \$15.0 million in August 2014, with an additional \$10.0 million that will be paid in August 2015. The total advisory fee, including the termination fee, recorded in the first six months of 2015 and 2014 was zero and \$2.5 million, respectively.

## NOTE 12: INCOME TAXES

For the three months ended June 30, 2015, the Company recorded income tax expense from operations of \$10.2 million compared to \$2.5 million in the prior year. The \$10.2 million tax expense in the second quarter of 2015 primarily represents taxes at local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses.

For the six months ended June 30, 2015, the Company recorded income tax expense of \$10.0 million compared to \$5.6 million in the prior year. The \$10.0 million tax expense in the first six months of 2015 primarily represents taxes at local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses, and the discrete tax effect of the other-than-temporary impairment charge recorded during the first three months of 2015.

In accordance with FASB ASC 740, "Income Taxes," the Company assesses the realizability of its deferred tax assets. The Company records a valuation allowance when, based upon the evaluation of all available evidence, it is more-likely-than-not that all or a portion of the deferred tax assets will not be realized. In making this determination, we analyze, among other things, our recent history of earnings, the nature and timing of reversing book-tax temporary differences, tax planning strategies and future income. The Company maintains a valuation allowance on certain foreign and U.S. federal and state deferred tax assets until such time as in management's judgment, considering all available positive and negative evidence, the Company determines that these deferred tax assets are more likely than not realizable. The valuation allowance is reviewed quarterly and will be maintained until sufficient positive evidence exists to support the reversal of some or all of the valuation allowance. The valuation allowance was \$22.5 million at June 30, 2015 and December 31, 2014.

## NOTE 13: EARNINGS PER SHARE

On July 16, 2007, Ryerson was capitalized with 21,250,000 shares of common stock by Platinum Equity, LLC. On August 13, 2014, Ryerson completed an initial public offering of 11 million shares of common stock at a price to the public of \$11.00 per share. All shares outstanding are common shares and have equal voting, liquidation and preference rights.

Basic earnings per share attributable to Ryerson's common stock is determined based on earnings for the period divided by the weighted average number of common shares outstanding during the period. Diluted EPS attributable to Ryerson's common stock considers the effect of potential common shares, unless inclusion of the potential common shares would have an antidilutive effect. Ryerson does not have any securities or other items that are convertible into common shares, therefore basic and fully diluted EPS are the same.

The following table sets forth the calculation of basic and diluted earnings per share:

<b>Basic and diluted earnings per share</b>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
	<b>(In millions, except per share data)</b>			
Net income available to common stockholders	\$ 15.8	\$ 2.6	\$ 13.3	\$ 4.2
Average shares of common stock outstanding	32.0	21.0	32.0	21.0
Basic and diluted earnings per share	\$ 0.49	\$ 0.13	\$ 0.41	\$ 0.20

## NOTE 14: CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS

On October 10, 2012, JT Ryerson issued the 2017 and 2018 Notes. The 2017 Notes are fully and unconditionally guaranteed on a senior secured basis and the 2018 Notes are fully and unconditionally guaranteed on a senior unsecured basis by all of our existing and future domestic subsidiaries that are co-borrowers or that have guarantee obligations under the Ryerson Credit Facility. On December 30, 2014, Ryerson entered into agreements with JT Ryerson, as issuer, Wells Fargo Bank, as trustee, and each of the guarantors of the 2017 and 2018 Notes, whereby Ryerson provided unconditional guarantees of the 2017 and 2018 Notes, jointly and severally with the other guarantors of the 2017 and 2018 Notes. Each guarantor of the 2017 and 2018 Notes is 100% owned by Ryerson and the guarantees are joint and several. JT Ryerson may only pay dividends to Ryerson to the extent of 50% of future net income, once prior losses are offset. Presented below is the condensed consolidating financial information of Ryerson and its subsidiaries as of June 30, 2015 and 2014 and for the three month and six month periods ended June 30, 2015 and 2014.

**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)**  
**THREE MONTHS ENDED JUNE 30, 2015**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net sales	\$ —	\$ 708.9	\$ 562.1	\$ 106.9	\$ (537.5)	\$ 840.4
Cost of materials sold	—	571.1	549.6	91.4	(537.5)	674.6
Gross profit	—	137.8	12.5	15.5	—	165.8
Warehousing, delivery, selling, general and administrative	0.1	89.6	8.0	16.5	—	114.2
Impairment charges on fixed assets	—	0.1	—	1.3	—	1.4
Operating profit (loss)	(0.1)	48.1	4.5	(2.3)	—	50.2
Other income and (expense), net	—	(0.1)	(0.1)	(0.4)	—	(0.6)
Interest and other expense on debt	—	(23.2)	—	(0.6)	—	(23.8)
Intercompany transactions:						
Interest expense on intercompany loans	—	(1.4)		(1.0)	2.4	—
Interest income on intercompany loans	—		2.4	—	(2.4)	—
Income (loss) before income taxes	(0.1)	23.4	6.8	(4.3)	—	25.8
Provision (benefit) for income taxes	(0.1)	2.7	7.9	(0.3)	—	10.2
Equity in (earnings) loss of subsidiaries	(15.8)	4.9	3.8	—	7.1	—
Net income (loss)	15.8	15.8	(4.9)	(4.0)	(7.1)	15.6
Less: Net loss attributable to noncontrolling interest	—	—	—	(0.2)	—	(0.2)
Net income (loss) attributable to Ryerson Holding Corporation	<u>\$ 15.8</u>	<u>\$ 15.8</u>	<u>\$ (4.9)</u>	<u>\$ (3.8)</u>	<u>\$ (7.1)</u>	<u>\$ 15.8</u>
Comprehensive income (loss)	\$ 20.4	\$ 20.5	\$ (2.7)	\$ (2.8)	\$ (15.3)	\$ 20.1
Less: Comprehensive loss attributable to noncontrolling interest	—	—	—	(0.3)	—	(0.3)
Comprehensive income (loss) attributable to Ryerson Holding Corporation	<u>\$ 20.4</u>	<u>\$ 20.5</u>	<u>\$ (2.7)</u>	<u>\$ (2.5)</u>	<u>\$ (15.3)</u>	<u>\$ 20.4</u>

**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)**  
**THREE MONTHS ENDED JUNE 30, 2014**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net sales	\$ —	\$ 793.0	\$ 669.8	\$ 116.8	\$ (648.1)	\$ 931.5
Cost of materials sold	—	670.3	656.8	98.1	(648.1)	777.1
Gross profit	—	122.7	13.0	18.7	—	154.4
Warehousing, delivery, selling, general and administrative	—	97.4	6.0	16.8	—	120.2
Operating profit	—	25.3	7.0	1.9	—	34.2
Other income and (expense), net	—	0.1	—	(1.8)	—	(1.7)
Interest and other expense on debt	—	(26.7)	—	(0.8)	—	(27.5)
Intercompany transactions:						
Interest expense on intercompany loans	—	(1.6)	—	—	1.6	—
Interest income on intercompany loans	—	—	1.6	—	(1.6)	—
Income (loss) before income taxes	—	(2.9)	8.6	(0.7)	—	5.0
Provision (benefit) for income taxes	0.4	(1.4)	3.2	0.3	—	2.5
Equity in (earnings) loss of subsidiaries	(3.0)	(4.5)	0.9	—	6.6	—
Net income (loss)	2.6	3.0	4.5	(1.0)	(6.6)	2.5
Less: Net loss attributable to noncontrolling interest	—	—	—	(0.1)	—	(0.1)
Net income (loss) attributable to Ryerson Holding Corporation	<u>\$ 2.6</u>	<u>\$ 3.0</u>	<u>\$ 4.5</u>	<u>\$ (0.9)</u>	<u>\$ (6.6)</u>	<u>\$ 2.6</u>
Comprehensive income	<u>\$ 6.0</u>	<u>\$ 6.5</u>	<u>\$ 1.3</u>	<u>\$ 5.8</u>	<u>\$ (13.7)</u>	<u>\$ 5.9</u>
Less: Comprehensive loss attributable to noncontrolling interest	—	—	—	(0.1)	—	(0.1)
Comprehensive income attributable to Ryerson Holding Corporation	<u>\$ 6.0</u>	<u>\$ 6.5</u>	<u>\$ 1.3</u>	<u>\$ 5.9</u>	<u>\$ (13.7)</u>	<u>\$ 6.0</u>

**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)**  
**SIX MONTHS ENDED JUNE 30, 2015**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net sales	\$ —	\$ 1,447.0	\$ 1,093.5	\$ 209.1	\$ (1,041.2)	\$ 1,708.4
Cost of materials sold	—	1,186.6	1,068.1	179.1	(1,041.2)	1,392.6
Gross profit	—	260.4	25.4	30.0	—	315.8
Warehousing, delivery, selling, general and administrative	0.2	183.4	15.7	31.3	—	230.6
Impairment charges on fixed assets	—	0.1	—	1.3	—	1.4
Operating profit (loss)	(0.2)	76.9	9.7	(2.6)	—	83.8
Other income and (expense), net	—	(0.6)	(12.4)	1.1	—	(11.9)
Interest and other expense on debt	—	(47.7)	—	(1.4)	—	(49.1)
Intercompany transactions:						
Interest expense on intercompany loans	—	(2.3)	—	(2.0)	4.3	—
Interest income on intercompany loans	—	—	4.3	—	(4.3)	—
Income (loss) before income taxes	(0.2)	26.3	1.6	(4.9)	—	22.8
Provision (benefit) for income taxes	(0.1)	4.9	4.8	0.4	—	10.0
Equity in (earnings) loss of subsidiaries	(13.4)	8.0	4.6	—	0.8	—
Net income (loss)	13.3	13.4	(7.8)	(5.3)	(0.8)	12.8
Less: Net loss attributable to noncontrolling interest	—	—	—	(0.5)	—	(0.5)
Net income (loss) attributable to Ryerson Holding Corporation	<u>\$ 13.3</u>	<u>\$ 13.4</u>	<u>\$ (7.8)</u>	<u>\$ (4.8)</u>	<u>\$ (0.8)</u>	<u>\$ 13.3</u>
Comprehensive income (loss)	\$ 11.6	\$ 11.7	\$ (1.8)	\$ (10.2)	\$ (0.3)	\$ 11.0
Less: Comprehensive loss attributable to noncontrolling interest	—	—	—	(0.6)	—	(0.6)
Comprehensive income (loss) attributable to Ryerson Holding Corporation	<u>\$ 11.6</u>	<u>\$ 11.7</u>	<u>\$ (1.8)</u>	<u>\$ (9.6)</u>	<u>\$ (0.3)</u>	<u>\$ 11.6</u>

**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)**  
**SIX MONTHS ENDED JUNE 30, 2014**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net sales	\$ —	\$ 1,535.8	\$ 1,238.4	\$ 228.7	\$ (1,197.0)	\$ 1,805.9
Cost of materials sold	—	1,295.1	1,213.5	192.2	(1,197.0)	1,503.8
Gross profit	—	240.7	24.9	36.5	—	302.1
Warehousing, delivery, selling, general and administrative	—	191.3	12.1	34.6	—	238.0
Operating profit	—	49.4	12.8	1.9	—	64.1
Other income and (expense), net	—	0.1	—	0.2	—	0.3
Interest and other expense on debt	—	(53.5)	—	(1.4)	—	(54.9)
Intercompany transactions:						
Interest expense on intercompany loans	—	(3.4)	—	—	3.4	—
Interest income on intercompany loans	—	—	3.4	—	(3.4)	—
Income (loss) before income taxes	—	(7.4)	16.2	0.7	—	9.5
Provision (benefit) for income taxes	—	(3.4)	7.2	1.8	—	5.6
Equity in (earnings) loss of subsidiaries	(4.2)	(8.2)	0.8	—	11.6	—
Net income (loss)	4.2	4.2	8.2	(1.1)	(11.6)	3.9
Less: Net loss attributable to noncontrolling interest	—	—	—	(0.3)	—	(0.3)
Net income (loss) attributable to Ryerson Holding Corporation	<u>\$ 4.2</u>	<u>\$ 4.2</u>	<u>\$ 8.2</u>	<u>\$ (0.8)</u>	<u>\$ (11.6)</u>	<u>\$ 4.2</u>
Comprehensive income (loss)	<u>\$ 0.6</u>	<u>\$ 0.6</u>	<u>\$ 4.9</u>	<u>\$ (1.3)</u>	<u>\$ (4.5)</u>	<u>\$ 0.3</u>
Less: Comprehensive loss attributable to noncontrolling interest	—	—	—	(0.3)	—	(0.3)
Comprehensive income (loss) attributable to Ryerson Holding Corporation	<u>\$ 0.6</u>	<u>\$ 0.6</u>	<u>\$ 4.9</u>	<u>\$ (1.0)</u>	<u>\$ (4.5)</u>	<u>\$ 0.6</u>

**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (UNAUDITED)**  
**SIX MONTHS ENDED JUNE 30, 2015**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>OPERATING ACTIVITIES:</b>						
Net income (loss)	\$ 13.3	\$ 13.4	\$ (7.8)	\$ (5.3)	\$ (0.8)	\$ 12.8
Non-cash expenses	(0.1)	24.7	19.1	5.0	—	48.7
Equity in (earnings) loss of subsidiaries	(13.4)	8.0	4.6	—	0.8	—
Changes in working capital	0.1	76.6	18.0	6.7	—	101.4
Net adjustments	(13.4)	109.3	41.7	11.7	0.8	150.1
Net cash provided by (used in) operating activities	(0.1)	122.7	33.9	6.4	—	162.9
<b>INVESTING ACTIVITIES:</b>						
Capital expenditures	—	(11.0)	(0.5)	(1.2)	—	(12.7)
Loan repayment from related companies	—	—	(6.2)	—	6.2	—
Other investing activities	—	2.5	(0.1)	—	0.3	2.7
Net cash used in investing activities	—	(8.5)	(6.8)	(1.2)	6.5	(10.0)
<b>FINANCING ACTIVITIES:</b>						
Long-term debt retired	—	(45.8)	—	—	—	(45.8)
Net proceeds of short-term borrowings	—	6.2	—	—	(6.2)	—
Repayment of intercompany borrowings	—	(68.6)	—	(0.4)	—	(69.0)
Net decrease in book overdrafts	—	(2.8)	(26.7)	—	—	(29.5)
Other financing activities	—	(0.7)	0.2	0.1	(0.3)	(0.7)
Net cash used in financing activities	—	(111.7)	(26.5)	(0.3)	(6.5)	(145.0)
Net increase (decrease) in cash and cash equivalents	(0.1)	2.5	0.6	4.9	—	7.9
Effect of exchange rates	—	—	0.1	(2.0)	—	(1.9)
Net change in cash and cash equivalents	(0.1)	2.5	0.7	2.9	—	6.0
Beginning cash and cash equivalents	11.1	4.6	0.7	43.6	—	60.0
Ending cash and cash equivalents	<u>\$ 11.0</u>	<u>\$ 7.1</u>	<u>\$ 1.4</u>	<u>\$ 46.5</u>	<u>\$ —</u>	<u>\$ 66.0</u>



**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (UNAUDITED)**  
**SIX MONTHS ENDED JUNE 30, 2014**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>OPERATING ACTIVITIES:</b>						
Net income (loss)	\$ 4.2	\$ 4.2	\$ 8.2	\$ (1.1)	\$ (11.6)	\$ 3.9
Non-cash expenses	(0.1)	17.3	8.7	2.8	1.5	30.2
Equity in (earnings) loss of subsidiaries	(4.2)	(8.2)	0.8	—	11.6	—
Changes in working capital	0.1	12.3	(22.3)	(13.2)	(1.5)	(24.6)
Net adjustments	(4.2)	21.4	(12.8)	(10.4)	11.6	5.6
Net cash provided by (used in) operating activities	<u>—</u>	<u>25.6</u>	<u>(4.6)</u>	<u>(11.5)</u>	<u>—</u>	<u>9.5</u>
<b>INVESTING ACTIVITIES:</b>						
Capital expenditures	—	(7.3)	(0.3)	(0.6)	—	(8.2)
Loan to related companies	—	—	(24.2)	—	24.2	—
Other investing activities	—	0.9	—	0.1	0.1	1.1
Net cash used in investing activities	<u>—</u>	<u>(6.4)</u>	<u>(24.5)</u>	<u>(0.5)</u>	<u>24.3</u>	<u>(7.1)</u>
<b>FINANCING ACTIVITIES:</b>						
Net proceeds/(repayments) of short-term borrowings	—	(44.1)	—	4.1	—	(40.0)
Proceeds from intercompany borrowings	—	24.2	—	—	(24.2)	—
Net increase in book overdrafts	—	2.4	45.1	—	—	47.5
Other financing activities	—	(0.5)	—	0.1	(0.1)	(0.5)
Net cash provided by (used in) financing activities	<u>—</u>	<u>(18.0)</u>	<u>45.1</u>	<u>4.2</u>	<u>(24.3)</u>	<u>7.0</u>
Net increase (decrease) in cash and cash equivalents	<u>—</u>	<u>1.2</u>	<u>16.0</u>	<u>(7.8)</u>	<u>—</u>	<u>9.4</u>
Effect of exchange rates	—	—	—	(0.9)	—	(0.9)
Net change in cash and cash equivalents	<u>—</u>	<u>1.2</u>	<u>16.0</u>	<u>(8.7)</u>	<u>—</u>	<u>8.5</u>
Beginning cash and cash equivalents	0.4	7.8	2.4	63.8	—	74.4
Ending cash and cash equivalents	<u>\$ 0.4</u>	<u>\$ 9.0</u>	<u>\$ 18.4</u>	<u>\$ 55.1</u>	<u>\$ —</u>	<u>\$ 82.9</u>

**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING BALANCE SHEET (UNAUDITED)**  
**JUNE 30, 2015**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>ASSETS</b>						
Cash and cash equivalents	\$ 11.0	\$ 7.1	\$ 1.4	\$ 46.5	\$ —	\$ 66.0
Receivables less provision for allowances, claims and doubtful accounts	—	297.1	12.5	81.2	—	390.8
Inventories	—	561.9	27.0	66.2	—	655.1
Intercompany receivable	11.2	—	190.4	—	(201.6)	—
Other current assets	0.2	18.4	13.1	14.9	(4.9)	41.7
<b>Total current assets</b>	<b>22.4</b>	<b>884.5</b>	<b>244.4</b>	<b>208.8</b>	<b>(206.5)</b>	<b>1,153.6</b>
Investments in subsidiaries	—	462.5	286.4	—	(748.9)	—
Intercompany notes receivable	—	—	227.5	—	(227.5)	—
Property, plant and equipment net of accumulated depreciation	—	368.4	8.3	38.7	—	415.4
Deferred income taxes	39.3	93.3	—	2.4	(16.0)	119.0
Other intangibles	—	7.1	39.8	0.7	—	47.6
Goodwill	—	66.8	34.9	—	(0.4)	101.3
Deferred charges and other assets	—	16.8	—	1.7	—	18.5
<b>Total assets</b>	<b>\$ 61.7</b>	<b>\$ 1,899.4</b>	<b>\$ 841.3</b>	<b>\$ 252.3</b>	<b>\$ (1,199.3)</b>	<b>\$ 1,855.4</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
Accounts payable	\$ 10.0	\$ 43.6	\$ 154.2	\$ 35.7	\$ 0.1	\$ 243.6
Intercompany payable	—	176.6	—	25.1	(201.7)	—
Deferred income taxes	—	109.1	—	—	(3.5)	105.6
Other current liabilities	0.5	88.0	2.1	33.0	(0.4)	123.2
<b>Total current liabilities</b>	<b>10.5</b>	<b>417.3</b>	<b>156.3</b>	<b>93.8</b>	<b>(205.5)</b>	<b>472.4</b>
Dividends in excess of investment in subsidiaries	168.2	—	—	—	(168.2)	—
Long-term debt	—	1,120.0	—	—	—	1,120.0
Long-term debt – intercompany	—	179.4	—	48.1	(227.5)	—
Deferred employee benefits	—	330.7	—	22.8	—	353.5
Other noncurrent liabilities	—	20.2	17.7	3.9	(17.4)	24.4
<b>Total liabilities</b>	<b>178.7</b>	<b>2,067.6</b>	<b>174.0</b>	<b>168.6</b>	<b>(618.6)</b>	<b>1,970.3</b>
Redeemable noncontrolling interest	—	—	—	0.7	—	0.7
Ryerson Holding Corporation stockholders' equity	(117.0)	(168.2)	667.3	81.7	(580.7)	(116.9)
Noncontrolling interest	—	—	—	1.3	—	1.3
<b>Total liabilities and equity</b>	<b>\$ 61.7</b>	<b>\$ 1,899.4</b>	<b>\$ 841.3</b>	<b>\$ 252.3</b>	<b>\$ (1,199.3)</b>	<b>\$ 1,855.4</b>

**RYERSON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
**DECEMBER 31, 2014**  
(In millions)

	<u>Parent</u>	<u>Joseph T. Ryerson</u>	<u>Guarantor</u>	<u>Non- guarantor</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>ASSETS</b>						
Cash and cash equivalents	\$ 11.1	\$ 4.6	\$ 0.7	\$ 43.6	\$ —	\$ 60.0
Receivables less provision for allowances, claims and doubtful accounts	—	303.3	14.0	83.5	—	400.8
Inventories	—	633.5	32.0	73.4	—	738.9
Intercompany receivable	11.4	—	157.3	—	(168.7)	—
Other current assets	0.2	12.5	14.4	17.4	(2.8)	41.7
<b>Total current assets</b>	<b>22.7</b>	<b>953.9</b>	<b>218.4</b>	<b>217.9</b>	<b>(171.5)</b>	<b>1,241.4</b>
Investments in subsidiaries	—	469.2	316.5	—	(785.7)	—
Intercompany notes receivable	—	—	221.3	—	(221.3)	—
Property, plant and equipment net of accumulated depreciation	—	373.2	8.1	44.5	—	425.8
Deferred income taxes	39.2	99.0	—	3.1	(7.2)	134.1
Other noncurrent assets	—	95.3	77.7	3.0	(0.4)	175.6
<b>Total assets</b>	<b>\$ 61.9</b>	<b>\$ 1,990.6</b>	<b>\$ 842.0</b>	<b>\$ 268.5</b>	<b>\$ (1,186.1)</b>	<b>\$ 1,976.9</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
Accounts payable	\$ 10.0	\$ 38.0	\$ 137.1	\$ 35.4	\$ 0.3	\$ 220.8
Intercompany payable	—	147.3	—	21.6	(168.9)	—
Deferred income taxes	—	109.1	—	—	(2.4)	106.7
Other current liabilities	0.5	135.6	1.9	36.2	0.5	174.7
<b>Total current liabilities</b>	<b>10.5</b>	<b>430.0</b>	<b>139.0</b>	<b>93.2</b>	<b>(170.5)</b>	<b>502.2</b>
Dividends in excess of investment in subsidiaries	179.9	—	—	—	(179.9)	—
Long-term debt	—	1,192.5	—	—	—	1,192.5
Long-term debt – intercompany	—	169.6	—	51.7	(221.3)	—
Deferred employee benefits	—	359.5	—	25.7	—	385.2
Other noncurrent liabilities	—	18.9	8.4	4.2	(8.6)	22.9
<b>Total liabilities</b>	<b>190.4</b>	<b>2,170.5</b>	<b>147.4</b>	<b>174.8</b>	<b>(580.3)</b>	<b>2,102.8</b>
Redeemable noncontrolling interest	—	—	—	1.0	—	1.0
Ryerson Holding Corporation stockholders' equity	(128.5)	(179.9)	694.6	91.1	(605.8)	(128.5)
Noncontrolling interest	—	—	—	1.6	—	1.6
<b>Total liabilities and equity</b>	<b>\$ 61.9</b>	<b>\$ 1,990.6</b>	<b>\$ 842.0</b>	<b>\$ 268.5</b>	<b>\$ (1,186.1)</b>	<b>\$ 1,976.9</b>

**NOTE 15 SUBSEQUENT EVENTS**

On July 24, 2015, the Company entered into a new credit agreement (the “New Credit Facility”) to replace the Ryerson Credit Facility. Among the changes in the credit agreement, the maturity date of the New Credit Facility is the earlier of (i) July 24, 2020 or (ii) 60 days prior to the stated maturity of any outstanding indebtedness with a principal amount of \$50,000,000 or more. Under the new agreement, the total facility size decreased from \$1.35 billion to \$1.0 billion, the interest rate on outstanding borrowings decreased by 50 basis points and commitment fees on amounts not borrowed were reduced by 12.5 basis points to a rate of 0.25%. As a result of the new agreement, the Company expects to record a charge of approximately \$2.9 million in the third quarter of 2015 to write-off issuance costs associated with the prior credit facility.

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

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

This Quarterly Report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "estimates," "will," "should," "plans" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and may involve significant risks and uncertainties, and that actual results may vary materially from those in the forward-looking statements as a result of various factors. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various factors, including those set forth under "Special Note Regarding Forward-Looking Statements" and "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 filed on March 16, 2015 and the caption "Industry and Operating Trends" included herein "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report. Moreover, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Quarterly Report or to reflect the occurrence of unanticipated events.

The following discussion should be read in conjunction with the Company's Condensed Consolidated Financial Statements and related Notes thereto in Item 1, "FINANCIAL STATEMENTS" in this Quarterly Report on Form 10-Q and the Company's Consolidated Financial Statements and related Notes thereto for the year ended December 31, 2014 in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 filed on March 16, 2015.

### Industry and Operating Trends

We purchase large quantities of metal products from primary producers and sell these materials in smaller quantities to a wide variety of metals-consuming industries. More than one-half of the metals products sold are processed by us by burning, sawing, slitting, blanking, cutting to length or other techniques. We sell our products and services to many industries, including industrial equipment manufacturing, industrial fabrication, electrical machinery production, transportation equipment manufacturing, heavy equipment manufacturing and oil and gas. Revenue is recognized upon delivery of product to customers. The timing of shipment is substantially the same as the timing of delivery to customers given the proximity of our distribution sites to our customers.

Sales, cost of materials sold, gross profit and operating expense control are the principal factors that impact our profitability:

*Net sales.* Our sales volume and pricing is driven by market demand, which is largely determined by overall industrial production and conditions in specific industries in which our customers operate. Sales prices are also primarily driven by market factors such as overall demand and availability of product. Our net sales include revenue from product sales, net of returns, allowances, customer discounts and incentives.

*Cost of materials sold.* Cost of materials sold includes metal purchase and in-bound freight costs, third-party processing costs and direct and indirect internal processing costs. The cost of materials sold fluctuates with our sales volume and our ability to purchase metals at competitive prices. Increases in sales volume generally enable us both to improve purchasing leverage with suppliers, as we buy larger quantities of metals inventories, and to reduce operating expenses per ton sold.

*Gross profit.* Gross profit is the difference between net sales and the cost of materials sold. Our sales prices to our customers are subject to market competition. Achieving acceptable levels of gross profit is dependent on our acquiring metals at competitive prices, our ability to manage the impact of changing prices and efficiently managing our internal and external processing costs.

*Operating expenses.* Optimizing business processes and asset utilization to lower fixed expenses such as employee, facility and truck fleet costs which cannot be rapidly reduced in times of declining volume, and maintaining a low fixed cost structure in times of increasing sales volume, have a significant impact on our profitability. Operating expenses include costs related to warehousing and distributing our products as well as selling, general and administrative expenses.

The metals service center industry is generally considered cyclical with periods of strong demand and higher prices followed by periods of weaker demand and lower prices due to the cyclical nature of the industries in which the largest consumers of metals operate. However, domestic metals prices are volatile and remain difficult to predict due to their commodity nature and the extent which prices are affected by interest rates, foreign exchange rates, energy prices, international supply/demand imbalances, surcharges and other factors.

## Results of Operations—Comparison of Second Quarter 2015 to Second Quarter 2014

	Three months ended June 30, 2015	% of Net Sales	Three months ended June 30, 2014	% of Net Sales
	(\$ in millions)			
Net sales	\$ 840.4	100.0%	\$ 931.5	100.0%
Cost of materials sold	674.6	80.3	777.1	83.4
Gross profit	165.8	19.7	154.4	16.6
Warehousing, delivery, selling, general and administrative expenses	114.2	13.6	120.2	12.9
Impairment charges on fixed assets	1.4	0.1	—	—
Operating profit	50.2	6.0	34.2	3.7
Other expenses	(24.4)	(2.9)	(29.2)	(3.2)
Income before income taxes	25.8	3.1	5.0	0.5
Provision for income taxes	10.2	1.2	2.5	0.2
Net income	15.6	1.9	2.5	0.3
Less: Net loss attributable to noncontrolling interest	(0.2)	—	(0.1)	—
Net income attributable to Ryerson Holding Corporation	\$ 15.8	1.9%	\$ 2.6	0.3%
Basic and diluted earnings per share	\$ 0.49		\$ 0.13	

The following table shows the Company's percentage of sales revenue by major product lines for the second quarter of 2015 and 2014:

Product Line	Three Months Ended June 30,	
	2015	2014
Carbon Steel Flat	24%	27%
Carbon Steel Plate	11	11
Carbon Steel Long	15	15
Stainless Steel Flat	17	16
Stainless Steel Plate	4	4
Stainless Steel Long	3	3
Aluminum Flat	17	15
Aluminum Plate	3	3
Aluminum Long	4	4
Other	2	2
Total	100%	100%

*Net sales.* Revenue for the second quarter of 2015 decreased 9.8% from the same period a year ago to \$840.4 million. Average selling price decreased 7.8% and tons sold decreased 2.2% in the second quarter of 2015 reflecting weaker economic conditions in the metals market. Our stainless plate, carbon flat and carbon long product lines had the largest decreases in average selling price partially offset by increases in the average selling price of our aluminum plate and aluminum long products. Tons sold decreased for our carbon long, stainless plate and carbon plate product lines in the second quarter of 2015 compared to the year-ago quarter partially offset by increases in shipments of aluminum plate and aluminum flat products.

*Cost of materials sold.* Cost of materials sold decreased 13.2% to \$674.6 million in the second quarter of 2015 compared to \$777.1 million in the second quarter of 2014. The decrease in cost of materials sold in the second quarter of 2015 compared to the same period a year ago is primarily due to the decrease in tons sold in the second quarter of 2015 compared to the year ago period and to a decrease in the average cost of materials sold per ton. The average cost of materials sold per ton decreased to \$1,382 in the second quarter of 2015 from \$1,469 in the second quarter of 2014. The average cost of materials sold for our carbon flat, carbon long and stainless plate product lines decreased more than our other products, in line with the change in average selling price per ton. During the second quarter of 2015, LIFO income was \$37.0 million compared to LIFO expense of \$13.7 million in the second quarter of 2014.

*Gross profit.* Gross profit increased by \$11.4 million to \$165.8 million in the second quarter of 2015. Gross profit as a percent of sales in the second quarter of 2015 increased to 19.7% from 16.6% in the second quarter of 2014. While our revenue per ton decreased in the second quarter of 2015 as compared to the second quarter of 2014, cost of materials sold per ton decreased at a faster pace resulting in higher gross margins.

*Operating expenses.* Total operating expenses decreased by \$4.6 million to \$115.6 million in the second quarter of 2015 from \$120.2 million in the second quarter of 2014. The decrease was primarily due to a decrease of \$4.6 million in incentive compensation expense in the second quarter of 2015 compared to the second quarter of 2014 in addition to lower delivery costs of \$1.9 million resulting from fewer tons shipped and lower facility costs of \$1.5 million primarily due to lower taxes and depreciation. Partially offsetting the expense reductions was an increase in reorganization costs of \$1.8 million in the second quarter of 2015 compared to the second quarter of 2014 and an impairment charge on fixed assets of \$1.4 million in the second quarter of 2015. On a per ton basis, second quarter of 2015 operating expenses increased to \$237 per ton from \$227 per ton in the second quarter of 2014.

*Operating profit.* For the second quarter of 2015, the Company reported an operating profit of \$50.2 million, or \$103 per ton, compared to \$34.2 million, or \$65 per ton, in the second quarter of 2014, as a result of the factors discussed above.

*Other expenses.* Interest and other expense on debt decreased to \$23.8 million in the second quarter of 2015 from \$27.5 million in the second quarter of 2014, primarily due to a lower principal amount outstanding of our 11.25% Senior Notes due 2018 (the “2018 Notes”) and our 9% Senior Notes due 2017 (the “2017 Notes”) and together with the 2018 Notes, the “2017 and 2018 Notes”) after the redemption of \$99.5 million of the 2018 Notes in September of 2014 and the redemption of \$28.3 million of the 2018 Notes in the first six months of 2015 along with the redemption of \$16.8 million of the 2017 Notes in March of 2015. Other income and (expense), net was a charge of \$0.6 million in the second quarter of 2015 as compared to a charge of \$1.7 million in the same period a year ago. The activity in both periods was primarily related to foreign currency losses.

*Provision for income taxes.* In the second quarter of 2015, the Company recorded income tax expense of \$10.2 million compared to \$2.5 million in the second quarter of 2014. The \$10.2 million income tax expense in the second quarter of 2015 primarily represents taxes at local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses. The \$2.5 million income tax expense in the second quarter of 2014 primarily represents taxes at local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses.

*Earnings per share.* Basic and diluted earnings per share was \$0.49 in the second quarter of 2015 compared to \$0.13 in the second quarter of 2014. The changes in earnings per share are due to the results of operations discussed above and an increase in average shares outstanding in the second quarter of 2015 compared to the second quarter of 2014 after the issuance of 11.0 million shares of common stock in an initial public offering on August 8, 2014.

#### Results of Operations—Comparison of First Six Months 2015 to First Six Months 2014

	Six months ended June 30, 2015	% of Net Sales	Six months ended June 30, 2014	% of Net Sales
	(\$ in millions)			
Net sales	\$ 1,708.4	100.0%	\$ 1,805.9	100.0%
Cost of materials sold	1,392.6	81.5	1,503.8	83.3
Gross profit	315.8	18.5	302.1	16.7
Warehousing, delivery, selling, general and administrative expenses	230.6	13.5	238.0	13.2
Impairment charges on fixed assets	1.4	0.1	—	—
Operating profit	83.8	4.9	64.1	3.5
Other expenses	(61.0)	(3.6)	(54.6)	(3.0)
Income before income taxes	22.8	1.3	9.5	0.5
Provision for income taxes	10.0	0.6	5.6	0.3
Net income	12.8	0.7	3.9	0.2
Less: Net loss attributable to noncontrolling interest	(0.5)	(0.1)	(0.3)	—
Net income attributable to Ryerson Holding Corporation	\$ 13.3	0.8%	\$ 4.2	0.2%
Basic and diluted earnings per share	\$ 0.41		\$ 0.20	

The following table shows the Company's percentage of sales revenue by major product lines for the first six months of 2015 and 2014:

<b>Product Line</b>	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
Carbon Steel Flat	24%	27%
Carbon Steel Plate	11	11
Carbon Steel Long	16	16
Stainless Steel Flat	17	16
Stainless Steel Plate	4	4
Stainless Steel Long	3	3
Aluminum Flat	16	14
Aluminum Plate	3	3
Aluminum Long	4	4
Other	2	2
<b>Total</b>	<b>100%</b>	<b>100%</b>

*Net sales.* Revenue for the first six months of 2015 decreased 5.4% from the first six months of 2014 to \$1,708.4 million. Tons sold decreased 6.9% reflecting weaker economic conditions in the metals market in the first six months of 2015 compared to the same period a year ago. Our stainless plate, carbon long and carbon flat product lines had the largest decreases in tons sold partially offset by increases in shipments of our aluminum plate and aluminum flat products. Average selling price in the first six months of 2015 increased 1.5% compared to the first six months of 2014 with increases in our aluminum plate, aluminum long and aluminum flat product lines offset by decreases in the average selling price of carbon flat and carbon long products.

*Cost of materials sold.* Cost of materials sold decreased 7.4% in the first six months of 2015 to \$1,392.6 million compared to \$1,503.8 million for the same period in 2014. The decrease in cost of materials sold in 2015 compared to 2014 is primarily due to the decrease in tons sold in the first six months of 2015 compared to the first six months of 2014. The average cost of materials sold per ton also decreased slightly to \$1,444 in the first six months of 2015 from \$1,453 in the first six months of 2014. The average cost of materials sold for our carbon flat and carbon long product lines decreased more than our other products, in line with the change in average selling price per ton. During the first six months of 2015, LIFO income was \$49.0 million compared to LIFO expense of \$22.9 million in the first six months of 2014.

*Gross profit.* Gross profit increased by \$13.7 million to \$315.8 million in the first six months of 2015. Gross profit per ton increased to \$328 per ton in the first six months of 2015 from \$292 per ton in the year-ago period due to the decrease in cost of materials sold. Gross profit as a percent of sales in the first six months of 2015 increased to 18.5% from 16.7% a year ago. The increase in average selling prices as well as the decrease in cost of materials sold per ton resulted in higher gross margins.

*Operating expenses.* Total operating expenses decreased by \$6.0 million to \$232.0 million in the first six months of 2015 from \$238.0 million in the first six months of 2014. The decrease was primarily due to lower incentive compensation expense of \$6.9 million and lower delivery costs of \$3.5 million in the first six months of 2015 compared to the first six months of 2014 and an advisory services fee of \$2.5 million paid to Platinum Advisors in the first six months of 2014. Partially offsetting the expense reductions was an increase in reorganization costs of \$2.3 million, an increase in salary and wages costs of \$1.9 million and a \$1.8 million increase in employee benefit expenses, primarily net periodic benefit expense for pensions, in the first six months of 2015 compared to the first six months of 2014 and an impairment charge on fixed assets of \$1.4 million in the first six months of 2015. On a per ton basis, the first six months of 2015 operating expenses increased to \$241 per ton from \$230 per ton in the first six months of 2014.

*Operating profit.* For the first six months of 2015, the Company reported an operating profit of \$83.8 million, or \$87 per ton, compared to \$64.1 million, or \$62 per ton, in the first six months of 2014, as a result of the factors discussed above.

*Other expenses.* Interest and other expense on debt decreased to \$49.1 million in the first six months of 2015 from \$54.9 million in the first six months of 2014, primarily due to a lower principal amount outstanding of our 2017 and 2018 Notes after the redemption of \$99.5 million of the 2018 Notes in September of 2014 and the redemption of \$28.3 million of the 2018 Notes in the first six months of 2015 along with the redemption of \$16.8 million of the 2017 Notes in March of 2015. Other income and (expense), net was expense of \$11.9 million in the first six months of 2015 as compared to income of \$0.3 million in the same period a year ago. The other expense in the first six months of 2015 is primarily related to a \$12.3 million charge due to an other-than-temporary impairment recognized on an available-for-sale investment. The other income in the first six months of 2014 was primarily related to foreign currency gains.

*Provision for income taxes.* In the first six months of 2015, the Company recorded income tax expense of \$10.0 million compared to \$5.6 million in the first six months of 2014. The \$10.0 million income tax expense in the first six months of 2015 primarily represents taxes at local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses, and also includes the discrete tax effect of the other-than-temporary impairment charge recorded during the first three months of 2015. The \$5.6 million income tax expense in the first six months of 2014 primarily represents taxes at local statutory rates where the Company operates, but generally excludes any tax benefit for losses in jurisdictions with historical losses.

*Earnings per share.* Basic and diluted earnings per share was \$0.41 in the first six months of 2015 compared to \$0.20 in the first six months of 2014. The changes in earnings per share are due to the results of operations discussed above and an increase in average shares outstanding in the first six months of 2015 compared to the first six months of 2014 after the issuance of 11.0 million shares of common stock in an initial public offering on August 8, 2014.

### Liquidity and Capital Resources

The Company's primary sources of liquidity are cash and cash equivalents, cash flows from operations and borrowing availability under the \$1.35 billion revolving credit facility agreement (as amended and restated the "Ryerson Credit Facility") that matures on the earlier of (a) April 3, 2018 or (b) August 16, 2017 (60 days prior to the scheduled maturity date of the 9% Senior Secured Notes due 2017 (the "2017 Notes")), if the 2017 Notes are then outstanding. Its principal source of operating cash is from the sale of metals and other materials. Its principal uses of cash are for payments associated with the procurement and processing of metals and other materials inventories, costs incurred for the warehousing and delivery of inventories and the selling and administrative costs of the business, capital expenditures, and for interest payments on debt.

The following table summarizes the Company's cash flows:

	Six Months Ended June 30,	
	2015	2014
	(In millions)	
Net cash provided by operating activities	\$ 162.9	\$ 9.5
Net cash used in investing activities	(10.0)	(7.1)
Net cash provided by (used in) financing activities	(145.0)	7.0
Effect of exchange rates on cash and cash equivalents	(1.9)	(0.9)
Net increase in cash and cash equivalents	<u>\$ 6.0</u>	<u>\$ 8.5</u>

The Company had cash and cash equivalents at June 30, 2015 of \$66.0 million, compared to \$60.0 million at December 31, 2014. The Company had \$1,145 million and \$1,259 million of total debt outstanding at June 30, 2015 and December 31, 2014, respectively, and a debt-to-capitalization ratio of 111% at both June 30, 2015 and December 31, 2014. The Company had total liquidity (defined as cash and cash equivalents, marketable securities and availability under the Ryerson Credit Facility and foreign debt facilities) of \$291 million at June 30, 2015 versus \$328 million at December 31, 2014. Total liquidity is not a U.S. generally accepted accounting principles ("GAAP") financial measure. We believe that total liquidity provides additional information for measuring our ability to fund our operations. Total liquidity does not represent, and should not be used as a substitute for, net income or cash flows from operations as determined in accordance with generally accepted accounting principles and total liquidity is not necessarily an indication of whether cash flow will be sufficient to fund our cash requirements.

Below is a reconciliation of cash and cash equivalents to total liquidity:

	June 30, 2015	December 31, 2014
	(In millions)	
Cash and cash equivalents	\$ 66	\$ 60
Marketable securities	9	11
Availability on Ryerson Credit Facility and foreign debt facilities	215	257
Total liquidity	<u>\$ 290</u>	<u>\$ 328</u>



Of the total cash and cash equivalents, as of June 30, 2015, \$46.3 million was held in subsidiaries outside the United States which is deemed to be permanently reinvested. Ryerson does not currently foresee a need to repatriate funds from its non-U.S. subsidiaries. Although Ryerson has historically satisfied needs for more capital in the U.S. through debt or equity issuances, Ryerson could elect to repatriate funds held in foreign jurisdictions, which could result in higher effective tax rates. The Company has not recorded a deferred tax liability for the effect of a possible repatriation of these assets as management intends to permanently reinvest these assets outside of the U.S. Specific plans for reinvestment include funding for future international acquisitions and funding of existing international operations.

Net cash provided by operating activities of \$162.9 million in the first six months of 2015 was primarily due to a decrease in inventory of \$80.0 million as we reduced inventory as metal prices weakened during the period. In addition, accounts payable increased \$53.0 million resulting from a higher level of material purchases at the end of the first six months of 2015 compared to year-end 2014, non-cash depreciation and amortization expense was \$22.2 million, net income was \$12.8 million and we recorded a non-cash charge of \$12.3 million due to an other-than-temporary impairment charge recognized on an available-for-sale investment. Partially offsetting the cash inflows were pension contributions of \$23.2 million. Net cash provided by operating activities of \$9.5 million in the first six months of 2014 was primarily due to an increase in accounts payable of \$64.7 million resulting from a higher level of material purchases at the end of the second quarter of 2014 compared to year-end 2013, non-cash depreciation and amortization expense of \$22.4 million, a decrease in inventory of \$10.1 million, an increase in accrued liabilities of \$7.2 million, a decrease in other assets of \$6.8 million and net income of \$3.9 million, partially offset by an increase in accounts receivable of \$81.9 million resulting from higher sales levels in the first six months of 2014 compared to year-end 2013 and pension contributions of \$24.4 million.

Capital expenditures during the first six months of 2015 totaled \$12.7 million compared to \$8.2 million in the first six months of 2014. The Company sold property, plant and equipment and assets held for sale generating cash proceeds of \$2.4 million and \$1.2 million during the first six months of 2015 and 2014, respectively.

Net cash used in financing activities in the first six months of 2015 was \$145.0 million compared to net cash provided by financing activities of \$7.0 million in the first six months of 2014. Net cash used in financing activities in the first six months of 2015 was primarily related to the early redemption of \$16.8 million principal amount of the 2017 Notes repurchased for \$17.0 million and the early redemption of \$28.3 million principal amount of the 2018 Notes repurchased for \$28.8 million, and \$69.0 million of repayments of credit facility borrowings with cash provided by operations discussed above and a decrease in book overdrafts of \$29.5 million. Net cash provided by financing activities in the first six months of 2014 was primarily related to an increase in book overdrafts of \$47.5 million, partially offset by repayments on credit facility borrowings of \$40.0 million. The Company was able to reduce credit facility borrowings in the first six months of 2014 as a result of the increase in book overdrafts and the net cash provided by operating activities discussed above, net of the capital expenditures.

We believe that cash flow from operations and proceeds from the Ryerson Credit Facility will provide sufficient funds to meet our contractual obligations and operating requirements in the normal course of business.

### **Total Debt**

As a result of net cash provided by operating activities, total debt in the Condensed Consolidated Balance Sheet decreased to \$1,145.0 million at June 30, 2015 from \$1,259.1 million at December 31, 2014.

Total debt outstanding as of June 30, 2015 consisted of the following amounts: \$366.5 million borrowing under the Ryerson Credit Facility, \$583.2 million under the 2017 Notes, \$172.2 million under the 2018 Notes, and \$23.1 million of foreign debt. Discussion of each of these borrowings follows.

## Ryerson Credit Facility

On April 3, 2013, the Company amended and restated the Ryerson Credit Facility, to, among other things, extend the maturity date to the earlier of (a) April 3, 2018 or (b) August 16, 2017 (60 days prior to the scheduled maturity date of the 2017 Notes), if the 2017 Notes are then outstanding. At June 30, 2015, the Company had \$366.5 million of outstanding borrowings, \$19 million of letters of credit issued and \$193 million available under the \$1.35 billion Ryerson Credit Facility compared to \$435.0 million of outstanding borrowings, \$20 million of letters of credit issued and \$245 million available at December 31, 2014. Total credit availability is limited by the amount of eligible accounts receivable and inventory pledged as collateral under the agreement insofar as the Company is subject to a borrowing base comprised of the aggregate of these two amounts, less applicable reserves. Eligible accounts receivable, at any date of determination, are comprised of the aggregate value of all accounts directly created by a borrower in the ordinary course of business arising out of the sale of goods or the rendition of services, each of which has been invoiced, with such receivables adjusted to exclude various ineligible accounts, including, among other things, those to which a borrower does not have sole and absolute title and accounts arising out of a sale to an employee, officer, director, or affiliate of a borrower. Eligible inventory, at any date of determination, is comprised of the aggregate value of all inventory owned by a borrower, with such inventory adjusted to exclude various ineligible inventory, including, among other things, any inventory that is classified as “supplies” or is unsaleable in the ordinary course of business and 50% of the value of any inventory that (i) has not been sold or processed within a 180 day period and (ii) which is calculated to have more than 365 days of supply based upon the immediately preceding 6 months consumption. The weighted average interest rate on the borrowings under the Ryerson Credit Facility was 2.3 percent and 2.0 percent at June 30, 2015 and December 31, 2014, respectively.

The total \$1.35 billion revolving credit facility has an allocation of \$1.215 billion to the Company’s subsidiaries in the United States and an allocation of \$135 million to Ryerson Canada. Amounts outstanding under the U.S. facility bear interest at a rate determined by reference to the base rate (Bank of America’s prime rate) or a LIBOR rate or, for the Canadian facility a rate determined by reference to the Canadian base rate (Bank of America-Canada Branch’s “Base Rate” for loans in U.S. Dollars in Canada) or the BA rate (average annual rate applicable to Canadian Dollar bankers’ acceptances) or a LIBOR rate and the Canadian prime rate (Bank of America-Canada Branch’s “Prime Rate.”). The spread over the base rate and Canadian prime rate is between 0.50% and 1.00% and the spread over the LIBOR and for the bankers’ acceptances is between 1.50% and 2.00%, depending on the amount available to be borrowed. Overdue amounts and all amounts owed during the existence of a default bear interest at 2% above the rate otherwise applicable thereto. The Company also pays commitment fees on amounts not borrowed at a rate between 0.25% and 0.375% depending on the average borrowings as a percentage of the total \$1.35 billion agreement during a rolling three month period.

Borrowings under the Ryerson Credit Facility are secured by (i) in the case of the U.S. facility, first-priority liens on all of the inventory, accounts receivable, lockbox accounts (excluding any proceeds therein of collateral securing the 2017 Notes on a first priority lien basis) and related U.S. assets of JT Ryerson, the other U.S. subsidiary borrowers and certain other U.S. subsidiaries of the Company that act as guarantors, and (ii) in the case of the Canadian facility, the assets securing the U.S. Facility and also first priority liens on all of the inventory, accounts receivable, lockbox accounts and related assets of Ryerson’s Canadian subsidiary borrower and its Canadian subsidiaries that act as guarantors thereof.

The Ryerson Credit Facility contains covenants that, among other things, restrict the Company and its subsidiaries with respect to the incurrence of debt, the creation of liens, transactions with affiliates, mergers and consolidations, sales of assets and acquisitions. The Ryerson Credit Facility also requires that, if availability under such facility falls below a certain level, the Company maintain a minimum fixed charge coverage ratio as of the end of each calendar month.

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

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

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

## 2017 and 2018 Notes

On October 10, 2012, JT Ryerson issued the 2017 and 2018 Notes. The 2017 Notes bear interest at a rate of 9% per annum. The 2018 Notes bear interest at a rate of 11.25% per annum. The 2017 Notes are fully and unconditionally guaranteed on a senior secured basis and the 2018 Notes are fully and unconditionally guaranteed on a senior unsecured basis by all of our existing and future domestic subsidiaries that are co-borrowers or that have guarantee obligations under the Ryerson Credit Facility.

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

The 2017 Notes became redeemable by the Company, in whole or in part on April 15, 2015 (the "2017 Redemption Date") and the 2018 Notes will become redeemable, in whole or in part, at any time on or after October 15, 2015 (the "2018 Redemption Date"), in each case at specified redemption prices. The 2018 Notes are redeemable prior to such date, as applicable, at a redemption price equal to 100% of the principal amount, together with accrued and unpaid interest, if any, to the redemption date, plus a make-whole premium. Additionally, we may redeem up to 35% of the 2018 Notes prior to the 2018 Redemption Date with net cash proceeds from certain equity offerings at a price equal to 111.250% of the principal amount thereof, plus any accrued and unpaid interest. On August 13, 2014, Ryerson completed an initial public offering of 11 million shares of common stock at a price to the public of \$11.00 per share. Net proceeds from the offering were used to redeem \$99.5 million in aggregate principal amount of the 2018 Notes and pay redemption premiums of \$11.2 million, which were recorded within other income and (expense), net. If a change of control occurs, JT Ryerson must offer to purchase the 2017 and 2018 Notes at 101% of their principal amount, plus accrued and unpaid interest.

As of June 30, 2015, \$583.2 million and \$172.2 million of the original outstanding principal amount of the 2017 and 2018 Notes remain outstanding, respectively. The Company has repurchased and in the future may repurchase 2017 and 2018 Notes in the open market. During the first six months of 2015, a principal amount of \$16.8 million of the 2017 Notes were repurchased for \$17.0 million and retired, resulting in the recognition of a \$0.2 million loss within other income and (expense), net on the consolidated statement of comprehensive income. During the first six months of 2015, a principal amount of \$28.3 million of the 2018 Notes were repurchased for \$28.8 million and retired, resulting in the recognition of a \$0.5 million loss within other income and (expense), net on the consolidated statement of comprehensive income.

## Foreign Debt

At June 30, 2015, Ryerson China's total foreign borrowings were \$23.0 million, which were owed to banks in Asia at a weighted average interest rate of 3.9% and secured by inventory and property, plant and equipment. At December 31, 2014, Ryerson China's total foreign borrowings were \$23.6 million, which were owed to banks in Asia at a weighted average interest rate of 4.4% and secured by inventory and property, plant and equipment. At June 30, 2015, Acofran's total foreign borrowings were \$0.1 million, which were owed to foreign banks at a weighted average interest rate of 3.8%. At December 31, 2014, Acofran had no foreign borrowings.

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

## Pension Funding

At December 31, 2014, pension liabilities exceeded plan assets by \$277 million. The Company anticipates that it will have a minimum required pension contribution of approximately \$43 million in 2015 under the Employee Retirement Income Security Act of 1974 ("ERISA") and Pension Protection Act in the U.S and the Ontario Pension Benefits Act in Canada. Through the six months ended June 30, 2015, the Company has made \$23 million in pension contributions, and anticipates an additional \$20 million of contributions in the remaining six months of 2015. Future contribution requirements depend on the investment returns on plan assets, the impact of discount rates on pension liabilities, and changes in regulatory requirements. The Company is unable to determine the amount or timing of any such contributions required by ERISA or whether any such contributions would have a material adverse effect on the Company's financial position or cash flows. The Company believes that cash flow from operations and the Ryerson Credit Facility described above will provide sufficient funds to make the minimum required contribution in 2015.

## Contractual Obligations

The following table presents contractual obligations at June 30, 2015:

<u>Contractual Obligations(1)(2)</u>	<u>Payments Due by Period</u>				
	<u>Total</u>	<u>Less than 1 year</u>	<u>1 – 3 years</u>	<u>4 – 5 years</u>	<u>After 5 years</u>
	(In millions)				
2017 Notes	\$ 583	\$ —	\$ 583	\$ —	\$ —
2018 Notes	172	—	—	172	—
Ryerson Credit Facility	367	—	367	—	—
Foreign Debt	23	23	—	—	—
Interest on 2017 Notes, 2018 Notes, Foreign Debt and Ryerson Credit Facility (3)	202	80	116	6	—
Purchase Obligations (4)	14	14	—	—	—
Operating Leases	109	26	39	22	22
Pension Withdrawal Liability	1	—	—	—	1
Capital Lease Obligations	6	1	3	2	—
Total	<u>\$ 1,477</u>	<u>\$ 144</u>	<u>\$ 1,108</u>	<u>\$ 202</u>	<u>\$ 23</u>

- (1) The contractual obligations disclosed above do not include the Company's potential future pension funding obligations (see discussion under "Pension Funding" caption).
- (2) Due to uncertainty regarding the completion of tax audits and possible outcomes, we do not know the timing of when our obligations related to unrecognized tax benefits will occur, if at all.
- (3) Interest payments related to the variable rate debt were estimated using the weighted average interest rate for the Ryerson Credit Facility.
- (4) The purchase obligations with suppliers are entered into when we receive firm sales commitments with certain of our customers.

## Income Taxes

The Company maintains a valuation allowance on certain foreign and U.S. federal and state deferred tax assets until such time as in management's judgment, considering all available positive and negative evidence and consistent with its past determinations, the Company determines that these deferred tax assets are more likely than not realizable.

The Company anticipates that certain statutes of limitation will close within the next twelve months resulting in the reduction of its reserve for uncertain tax benefits related to various intercompany transactions, with a corresponding income tax benefit of less than \$1 million.

Recent legislative proposals in the U.S. would repeal the use of the last-in-first-out method of accounting ("LIFO method") for inventory for U.S. tax purposes. If legislation repealing the use of the LIFO method for tax purposes becomes law, we would expect an increase in the cash taxes the Company will need to pay over a 10 year period.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

#### *Interest rate risk*

We are exposed to market risk related to our fixed-rate and variable-rate long-term debt. Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates. Changes in interest rates may affect the market value of our fixed-rate debt. The estimated fair value of our long-term debt and the current portions thereof using quoted market prices of Company debt securities recently traded and market-based prices of similar securities for those securities not recently traded was \$1,145 million at June 30, 2015 and \$1,289 million at December 31, 2014 as compared with the carrying value of \$1,145 million and \$1,259 million at June 30, 2015 and December 31, 2014, respectively.

A hypothetical 1% increase in interest rates on variable rate debt would have increased interest expense for the first six months of 2015 by approximately \$2.0 million.

### *Foreign exchange rate risk*

We are subject to exposure from fluctuations in foreign currencies. We use foreign currency exchange contracts to hedge our Canadian subsidiaries' variability in cash flows from the forecasted payment of currencies other than the functional currency. The Canadian subsidiaries' foreign currency contracts were principally used to purchase U.S. dollars. We had foreign currency contracts with a U.S. dollar notional amount of \$4.8 million outstanding at June 30, 2015 and an asset value of \$0.1 million. We do not currently account for these contracts as hedges but rather mark these contracts to market with a corresponding offset to current earnings. For the six months ended June 30, 2015, the Company recognized a loss less than \$0.1 million associated with its foreign currency contracts. A hypothetical strengthening or weakening of 10% in the foreign exchange rates underlying the foreign currency contracts from the market rate as of June 30, 2015 would increase or decrease the fair value of the foreign currency contracts by \$0.5 million.

The currency effects of translating the financial statements of our foreign subsidiaries are included in accumulated other comprehensive loss and will not be recognized in the statement of operations until there is a liquidation or sale of those foreign subsidiaries.

### *Commodity price risk*

Metal prices can fluctuate significantly due to several factors including changes in foreign and domestic production capacity, raw material availability, metals consumption and foreign currency rates. Declining metal prices could reduce our revenues, gross profit and net income. From time to time, we may enter into fixed price sales contracts with our customers for certain of our inventory components. We may enter into metal commodity futures and options contracts to reduce volatility in the price of these metals.

As of June 30, 2015, we had 94 tons of nickel futures or option contracts, 19,680 tons of hot roll coil swaps and 17,604 tons of aluminum price swaps outstanding with net liability values of \$0.3 million, \$0.9 million, and \$4.1 million, respectively. We do not currently account for these contracts as hedges, but rather mark these contracts to market with a corresponding offset to current earnings. For the six months ended June 30, 2015, the Company recognized a loss of \$7.4 million associated with its metal commodity derivatives.

As of June 30, 2015, we had diesel fuel price swaps with respect to the purchase of 767,000 gallons of diesel fuel in order to fix the prices at which we purchase that volume of fuel for our trucking fleet. We do not currently account for these contracts as hedges, but rather mark these contracts to market with a corresponding offset to current earnings. As of June 31, 2015, our diesel fuel hedges outstanding had a net liability value of \$0.1 million. For the six months ended June 31, 2015 the Company recognized a gain of \$0.1 million associated with the diesel fuel hedges.

A hypothetical strengthening or weakening of 10% in the commodity prices underlying the commodity derivative contracts from the market rate as of June 30, 2015 would increase or decrease the fair value of commodity derivative contracts by \$4.2 million.

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

### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Interim Chief Financial Officer, as appropriate, to allow for 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, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 15d-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Interim Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Interim Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2015.

## Changes in Internal Controls Over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting that has materially affected or is reasonably likely to materially affect the Company's controls over financial reporting during the quarter ended June 30, 2015.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

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

For additional information concerning legal proceedings, see Note 8, "Commitments and Contingencies" of the Notes to Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

### Item 1A. Risk Factors

There have been no material changes relating to this Item from those set forth in Item 1A on the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Items 2, 3, 4, and 5 are not applicable and have been omitted.

### Item 6. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter Agreement, dated May 7, 2015, by and between Ryerson Holding Corporation and Edward J. Lehner.(a)
10.2	Amendment No. 5, dated as of May 26, 2015, to the Credit Agreement, dated as of October 19, 2007, by and among Rhombus Merger Corporation and Joseph T. Ryerson & Son, Inc., as U.S. Borrowers, Bank of America Securities LLC, as sole lead arranger and book manager, Ryerson Canada, Inc., as Canadian borrower, Wells Fargo Foothill, LLC and Wachovia Capital Finance Corporation (Central), as co-documentation agents, ABN AMRO Bank N.V. and General Electric Capital Corporation, as co-syndication agents, Bank of America, N.A. (acting through its Canada branch), as Canadian agent, Bank of America, N.A., as administrative agent, and the lenders named therein.(b)
10.3	Confidentiality, Non-Competition and Non-Solicitation Agreement, dated June 1, 2015, by and between Ryerson Holding Corporation and Edward J. Lehner.(c)
10.4	Form of 2015 Restricted Stock Unit Agreement.
10.5	Form of 2015 Performance Unit Agreement.
31.1	Certificate of the Principal Executive Officer of the Company, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certificate of the Principal Financial Officer of the Company, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Written Statement of Edward J. Lehner, President and Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Written Statement of Erich S. Schnaufer, Interim Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

<b>Exhibit No.</b>	<b>Description</b>
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

- (a) Incorporated by reference to Ryerson Holding Corporation's Form 8-K filed on May 8, 2015 (File No. 001-34735).
- (b) Incorporated by reference to Ryerson Holding Corporation's Form 8-K filed on June 1, 2015 (File No. 001-34735).
- (c) Incorporated by reference to Ryerson Holding Corporation's Form 8-K filed on June 5, 2015 (File No. 001-34735).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**RYERSON HOLDING CORPORATION**

By: \_\_\_\_\_  
/s/ ERICH S. SCHNAUFER  
**Erich S. Schnauffer**  
**Interim Chief Financial Officer**  
**(duly authorized signatory and principal financial officer of the registrant)**

Date: August 12, 2015

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**Section 2: EX-10.4 (EX-10.4)**

**Exhibit 10.4**

**RYERSON HOLDING CORPORATION  
2014 OMNIBUS INCENTIVE PLAN  
2015 RESTRICTED STOCK UNIT AGREEMENT**

This Restricted Stock Unit Agreement (the "Agreement") is dated as of \_\_\_\_\_ (the "Grant Date") between Ryerson Holding Corporation, a Delaware corporation (the "Company"), and \_\_\_\_\_ (the "Participant"). Capitalized terms not defined herein shall have the meaning given such terms in the Ryerson Holding Corporation 2014 Omnibus Incentive Plan, as amended from time to time (the "Plan"), a copy of which has been provided to the Participant.

**WITNESSETH**

WHEREAS, the Company wishes to award to the Participant restricted stock units ("RSUs") that vest on a stated date subject to certain service requirements;

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth and for other good and valuable consideration, the legal sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereunder, agree as follows:

1. Grant. Subject to the terms and conditions of this Agreement and the Plan, the Company hereby grants to the Participant an award of \_\_\_\_\_ RSUs. Such number of RSUs shall be subject to adjustment as provided in Section 11 of the Plan. Each RSU covered by this Agreement represents the right to receive one share of Stock or, in the discretion of the Committee, a cash amount equal to the Fair Market Value of one share of Stock on the vesting date, subject to the vesting requirements set forth in Paragraph 2. [RSUs allocated to Participants are granted in respect of services rendered by the Participant in the calendar year of the award. In no event may RSUs be allocated to Participants for, or in respect of, services rendered in any period prior to the commencement of the calendar year in which the RSUs are granted.]

The Participant agrees to be bound by all of the terms, provisions, conditions and limitations of the Plan (which are incorporated herein by reference) and this Agreement. To the extent any conflict may exist between any term or provision of this Agreement and any term or provision of the Plan, the term or provision of the Plan shall control.

2. Vesting. The RSUs granted to the Participant under this Agreement shall become vested according to the following schedule if the Participant remains employed by or in the service of the Service Recipient through the applicable vesting date:





<b>Number of RSUs Becoming Vested</b>	<b>Vesting Date</b>
___ RSUs	Last day of month in which Grant Date occurs
___ RSUs	First Anniversary of Grant Date
___ RSUs	Second Anniversary of Grant Date
___ RSUs	Third Anniversary of Grant Date

3. Dividend Equivalent Rights. On each date that the Company pays an ordinary cash dividend to holders of Stock after the Grant Date and prior to the Delivery Date (defined in Paragraph 7), the Company shall credit to a bookkeeping account established for the Participant an additional number of RSUs equal to (i) the number of RSUs covered by this Agreement, multiplied by (ii) the dollar amount of the per share cash dividend, and divided by (iii) the Fair Market Value of a share of Stock on the dividend payment date. RSUs credited pursuant to this Paragraph 3 shall be subject to the same terms and conditions (including vesting, forfeiture and Delivery Date) as the RSUs to which such dividend equivalent rights relate.

4. Restrictions and Forfeiture. The Participant may not sell, assign, transfer, pledge or otherwise encumber or dispose of the RSUs covered by this Agreement, and any attempt to do so shall be void. Unvested RSUs covered by this Agreement shall be forfeited on the date of the Participant's Termination for any reason.

5. Rights as Shareholder. The Participant shall have no rights as a shareholder with respect to RSUs covered by this Agreement, unless and until shares of Stock are delivered pursuant to Paragraph 7.

6. Withholding of Taxes. The obligation to register shares of Stock or pay any amounts hereunder on the Delivery Date shall be subject to the Participant satisfying applicable federal, state and local tax withholding requirements. The Committee, in its discretion, may permit or require the Participant to satisfy the federal, state and/or local withholding tax, in whole or in part, by (i) electing to have the Company withhold shares of Stock, (ii) permitting the Participant to return previously acquired shares of Stock to the Company, or (iii) implementing such other arrangement (including "sell-to-cover") as are satisfactory to the Committee; provided, however, that the Company must limit the number of shares withheld to satisfy the tax withholding requirements with respect to the Award to the extent necessary to avoid adverse accounting consequences.

7. Delivery of Shares. For each RSU that becomes vested hereunder, one share of Stock shall be registered in the Participant's name or, if the Committee has determined pursuant to Paragraph 1 hereof to settle the RSUs in cash, an amount in cash equal to the Fair Market Value of one share of Stock on the vesting date shall be paid to the Participant, on the Delivery Date. The "Delivery Date" shall be a date specified by the Committee that is not later than 60 days following such vesting date, [but in any event shall be not later than December 31, of the 3<sup>rd</sup> calendar year following the calendar year in which the RSUs are granted]. Any fractional RSU becoming vested shall be payable in cash on the Delivery Date. In no event shall the Participant be permitted, directly or indirectly, to designate the Delivery Date.

8. Employment or Service of Participant. Nothing in this Agreement shall be construed as constituting an agreement or understanding of any kind or nature that the Service Recipient shall continue to employ or engage the Participant, nor shall this Agreement affect in any way the right of the Service Recipient to terminate the employment or service of the Participant at any time.

9. No Section 83(b) Election. The Participant may not make an election under section 83(b) of the Internal Revenue Code of 1986, as amended, with respect to RSUs.

10. Governing Law. This Agreement shall be governed by Delaware law (without reference to principles of conflicts of laws), to the extent not governed by Federal law.

[signatures on following page]

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first above written.

PARTICIPANT RYERSON HOLDING CORPORATION

By:

Participant's Signature

Date Date

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### Section 3: EX-10.5 (EX-10.5)

**Exhibit 10.5**

**RYERSON HOLDING CORPORATION  
2014 OMNIBUS INCENTIVE PLAN  
2015 PERFORMANCE UNIT AGREEMENT**

This Performance Unit Agreement (the "Agreement") is dated as of \_\_\_\_\_ (the "Grant Date") between Ryerson Holding Corporation, a Delaware corporation (the "Company"), and \_\_\_\_\_ (the "Participant"). Capitalized terms not defined herein shall have the meaning given such terms in the Ryerson Holding Corporation 2014 Omnibus Incentive Plan, as amended from time to time (the "Plan"), a copy of which has been provided to the Participant.

WITNESSETH

WHEREAS, the Company wishes to award to the Participant performance units ("PSUs"), based on performance during the period commencing January 1, 2015 and ending December 31, 2017 (the "Performance Period") and continued service through the applicable vesting date, as hereinafter provided;

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth and for other good and valuable consideration, the legal sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereunder, agree as follows:

1. Grant. Subject to the terms and conditions of this Agreement and the Plan, the Company hereby grants to the Participant an award for a target number of \_\_\_\_\_ PSUs. Such number of PSUs shall be subject to adjustment as provided in Section 11 of the Plan. Each PSU covered by this Agreement represents the right to receive one share of Stock, or, in the discretion of the Committee, a cash amount equal to the Fair Market Value of one share of Stock on the vesting date, subject to the vesting requirements set forth in Paragraph 3. The number of PSUs that the Participant actually earns for the Performance Period (up to a maximum of \_\_\_\_\_) will be determined by the level of achievement of the Performance Objectives in accordance with Exhibit A attached hereto.

The Participant agrees to be bound by all of the terms, provisions, conditions and limitations of the Plan (which are incorporated herein by reference) and this Agreement. To the extent any conflict may exist between any term or provision of this Agreement and any term or provision of the Plan, the term or provision of the Plan shall control.

2. Performance Objectives.

(a) The number of PSUs earned by the Participant for the Performance Period will be determined after the end of the Performance Period based on the level of achievement of the Performance Objectives in accordance with Exhibit A. All determinations of whether Performance Objectives have been achieved, the number of PSUs earned by the Participant, and all other matters related to this Paragraph 2 shall be made by the Committee in its sole discretion.

(b) Following completion of the Performance Period and the availability of the information used to calculate attainment of the Performance Objectives, (and if such information is available, no later than June 30, 2018), the Committee will review and certify in writing (a)

whether, and to what extent, the Performance Objectives for the Performance Period have been achieved, and (b) the number of PSUs that the Grantee shall earn, if any, subject to satisfaction of the vesting requirements of Paragraph 3. Such certification shall be final, conclusive and binding on the Participant, and on all other persons, to the maximum extent permitted by law.

3. Vesting. The PSUs are subject to forfeiture until they vest. Except as otherwise provided herein, the PSUs will vest and become nonforfeitable on the date (the "vesting date") that is the later of (i) the third anniversary of the Grant Date, and (ii) the date the Committee certifies the achievement of the Performance Objectives in accordance with Paragraph 2 (b), in either case subject to (a) the achievement of the minimum threshold Performance Objective for payout set forth in Exhibit A attached hereto, and (b) the Participant's continuous employment or service with the Service Recipient from the Grant Date through the vesting date. The number of PSUs that vest and become payable under this Agreement, if any, shall be determined by the Committee based on the level of achievement of the Performance Objectives set forth in Exhibit A.

4. Restrictions and Forfeiture. The Participant may not sell, assign, transfer, pledge or otherwise encumber or dispose of the PSUs covered by this Agreement, and any attempt to do so shall be void. If the Participant experiences a Termination for any reason at any time before all of his or her PSUs have vested, the Participant's unvested PSUs shall be automatically forfeited upon such Termination and neither the Company nor any Affiliate shall have any further obligations to the Participant under this Agreement.

5. Rights as Shareholder. The Participant shall have no rights as a shareholder with respect to PSUs covered by this Agreement, including, but not limited to, voting rights and the right to receive or accrue dividends or dividend equivalents, unless and until shares of Stock are delivered pursuant to Paragraph 7.

6. Withholding of Taxes. The obligation to register shares of Stock or pay any amounts hereunder on the Delivery Date shall be subject to the Participant satisfying applicable federal, state and local tax withholding requirements. The Committee, in its discretion, may permit or require the Participant to satisfy the federal, state and/or local withholding tax, in whole or in part, by (i) electing to have the Company withhold shares of Stock, (ii) by permitting the Participant to return previously acquired shares of Stock to the Company, or (iii) implementing such other arrangements (including "sell-to-cover") as are satisfactory to the Committee; provided, however, that the Company must limit the number of shares withheld to satisfy the tax withholding requirements with respect to the Award to the extent necessary to avoid adverse accounting consequences.

7. Delivery of Shares. For each PSU that becomes earned and vested hereunder, one share of Stock shall be registered in the Participant's name or, if the Committee has determined pursuant to Paragraph 1 hereof to settle the PSUs in cash, an amount in cash equal to the Fair Market Value of one share of Stock on the vesting date shall be paid to the Participant, on the Delivery Date. The "Delivery Date" shall be a date specified by the Committee that is not later than 60 days following such vesting date[, but in any event shall be not later than December 31 of the 3<sup>rd</sup> calendar year following the calendar year in which the PSUs are granted]. Any fractional PSU becoming vested shall be payable in cash on the Delivery Date. In no event shall the Participant be permitted, directly or indirectly, to designate the Delivery Date.

8. Employment or Service of Participant. Nothing in this Agreement shall be construed as constituting an agreement or understanding of any kind or nature that the Service Recipient shall continue to employ or engage the Participant, nor shall this Agreement affect in any way the right of the Service Recipient to terminate the employment or service of the Participant at any time.

9. Clawback or Recoupment Policy. PSUs awarded under this agreement, shares of Stock delivered in payment of such PSUs, and any gains or profits on the sale of such shares of Stock shall be subject to any “clawback” or recoupment policy adopted by the Company.

10. No Section 83(b) Election. The Participant may not make an election under section 83(b) of the Internal Revenue Code of 1986, as amended, with respect to PSUs.

11. Governing Law. This Agreement shall be governed by Delaware law (without reference to principles of conflicts of laws), to the extent not governed by Federal law.

12. Code Section 162(m). All payments under this Agreement are intended to constitute “qualified performance-based compensation” within the meaning of Section 162(m) of the Code. This Award shall be construed and administered in a manner consistent with such intent.

[signatures on following page]





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## Section 5: EX-31.2 (EX-31.2)

Exhibit 31.2

### CERTIFICATE OF THE PRINCIPAL FINANCIAL OFFICER

I, Erich S. Schnauffer, as Interim Chief Financial Officer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ryerson Holding Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2015

Signature:                   /s/ Erich S. Schnauffer                    
**Erich S. Schnauffer**  
**Interim Chief Financial Officer**  
**(Principal Financial Officer)**

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## Section 6: EX-32.1 (EX-32.1)

Exhibit 32.1

### Written Statement of the Chief Executive Officer

In connection with the Quarterly Report of Ryerson Holding Corporation, (the "Company") on Form 10-Q for the period ended June 30,

2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

*/s/ Edward J. Lehner*

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**Edward J. Lehner**  
**President & Chief Executive Officer**  
**(Principal Executive Officer)**

August 12, 2015

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## **Section 7: EX-32.2 (EX-32.2)**

**Exhibit 32.2**

### **Written Statement of the Chief Financial Officer**

In connection with the Quarterly Report of Ryerson Holding Corporation, (the "Company") on Form 10-Q for the period ended June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

*/s/ Erich S. Schnauffer*

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**Erich S. Schnauffer**  
**Interim Chief Financial Officer**  
**(Principal Financial Officer)**

August 12, 2015

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