

Andersons, Inc.  
Form 10-Q  
August 07, 2017  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2017

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 000-20557

THE ANDERSONS, INC.  
(Exact name of the registrant as specified in its charter)

OHIO 34-1562374  
(State of incorporation (I.R.S. Employer or organization) Identification No.)  
1947 Briarfield Boulevard, Maumee, Ohio 43537  
(Address of principal executive offices) (Zip Code)  
(419) 893-5050  
(Telephone Number)

(Former name, former address and former fiscal year, if changed since last report.)

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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated Filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

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

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

The registrant had approximately 28.4 million common shares outstanding, no par value, at July 28, 2017.

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## Part I. Financial Information

## Item 1. Financial Statements

## The Andersons, Inc.

## Condensed Consolidated Balance Sheets

(Unaudited)(In thousands)

|   | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|---|------------------|----------------------|------------------|
| Assets  |                  |                      |                  |
| Current assets:                                   |                  |                      |                  |
| Cash and cash equivalents                         | \$ 18,934        | \$ 62,630            | \$ 31,383        |
| Restricted cash                                   | 1,033            | 471                  | 987              |
| Accounts receivable, net                          | 186,331          | 194,698              | 212,588          |
| Inventories (Note 2)                              | 463,205          | 682,747              | 486,236          |
| Commodity derivative assets – current (Note 5)    | 11,619           | 45,447               | 115,924          |
| Other current assets                              | 59,873           | 72,133               | 48,754           |
| Assets held for sale (Note 16)                    | 10,028           | —                    | —                |
| Total current assets                              | 751,023          | 1,058,126            | 895,872          |
| Other assets:                                     |                  |                      |                  |
| Commodity derivative assets – noncurrent (Note 5) | 1,191            | 100                  | 1,934            |
| Goodwill (Note 17)                                | 23,105           | 63,934               | 63,934           |
| Other intangible assets, net                      | 113,492          | 106,100              | 113,245          |
| Other assets, net                                 | 8,686            | 10,411               | 6,549            |
| Equity method investments                         | 215,794          | 216,931              | 238,478          |
|   | 362,268          | 397,476              | 424,140          |
| Rail Group assets leased to others, net (Note 3)  | 375,092          | 327,195              | 340,136          |
| Property, plant and equipment, net (Note 3)       | 423,042          | 450,052              | 447,267          |
| Total assets                                      | \$ 1,911,425     | \$ 2,232,849         | \$ 2,107,415     |

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The Andersons, Inc.

Condensed Consolidated Balance Sheets (continued)

(Unaudited)(In thousands)

|  | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|--|------------------|----------------------|------------------|
| Liabilities and equity   |                  |                      |                  |
| Current liabilities:   |                  |                      |                  |
| Short-term debt (Note 4)   | \$ 124,000       | \$ 29,000            | \$ 179,404       |
| Trade and other payables   | 267,194          | 581,826              | 302,413          |
| Customer prepayments and deferred revenue  | 15,113           | 48,590               | 18,252           |
| Commodity derivative liabilities – current (Note 5)  | 18,104           | 23,167               | 43,183           |
| Accrued expenses and other current liabilities   | 69,256           | 69,648               | 71,169           |
| Current maturities of long-term debt (Note 4)  | 62,482           | 47,545               | 53,720           |
| Total current liabilities  | 556,149          | 799,776              | 668,141          |
| Other long-term liabilities  | 34,441           | 27,833               | 30,430           |
| Commodity derivative liabilities – noncurrent (Note 5)   | 334              | 339                  | 2,182            |
| Employee benefit plan obligations  | 36,837           | 35,026               | 44,902           |
| Long-term debt, less current maturities (Note 4)   | 354,066          | 397,065              | 398,746          |
| Deferred income taxes  | 181,806          | 182,113              | 179,911          |
| Total liabilities  | 1,163,633        | 1,442,152            | 1,324,312        |
| Commitments and contingencies (Note 13)  |                  |                      |                  |
| Shareholders' equity:  |                  |                      |                  |
| Common shares, without par value (63,000 shares authorized; 29,430 shares issued at 6/30/2017, 12/31/16 and 6/30/2016) | 96               | 96                   | 96               |
| Preferred shares, without par value (1,000 shares authorized; none issued)   | —                | —                    | —                |
| Additional paid-in-capital   | 222,261          | 222,910              | 219,489          |
| Treasury shares, at cost (1,080, 1,201 and 1,190 shares at 6/30/2017, 12/31/16 and 6/30/2016, respectively)            | (40,945 )        | (45,383 )            | (44,970 )        |
| Accumulated other comprehensive loss   | (11,993 )        | (12,468 )            | (17,094 )        |
| Retained earnings  | 570,406          | 609,206              | 606,177          |
| Total shareholders' equity of The Andersons, Inc.  | 739,825          | 774,361              | 763,698          |
| Noncontrolling interests   | 7,967            | 16,336               | 19,405           |
| Total equity   | 747,792          | 790,697              | 783,103          |
| Total liabilities and equity   | \$ 1,911,425     | \$ 2,232,849         | \$ 2,107,415     |

See Notes to Condensed Consolidated Financial Statements

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The Andersons, Inc.  
Condensed Consolidated Statements of Operations  
(Unaudited)(In thousands, except per share data)

|   | Three months ended |             | Six months ended June |             |
|---|--------------------|-------------|-----------------------|-------------|
|   | June 30,           |             | 30,                   |             |
|   | 2017               | 2016        | 2017                  | 2016        |
| Sales and merchandising revenues  | \$993,662          | \$1,064,244 | \$1,845,678           | \$1,952,123 |
| Cost of sales and merchandising revenues  | 905,828            | 967,202     | 1,681,386             | 1,787,326   |
| Gross profit  | 87,834             | 97,042      | 164,292               | 164,797     |
| Operating, administrative and general expenses                                  | 69,928             | 75,405      | 151,875               | 155,286     |
| Goodwill impairment   | 42,000             | —           | 42,000                | —           |
| Interest expense  | 5,988              | 6,554       | 12,088                | 13,605      |
| Other income (loss):  |                    |             |                       |             |
| Equity in earnings (losses) of affiliates, net                                  | 6,385              | 2,344       | 4,507                 | (4,633 )    |
| Other income, net   | 4,632              | 5,682       | 12,529                | 8,928       |
| Income (loss) before income taxes   | (19,065 )          | 23,109      | (24,635 )             | 201         |
| Income tax provision (benefit)  | 7,652              | 7,668       | 5,117                 | 382         |
| Net income (loss)   | (26,717 )          | 15,441      | (29,752 )             | (181 )      |
| Net income (loss) attributable to the noncontrolling interests                  | (64 )              | 1,018       | (10 )                 | 92          |
| Net income (loss) attributable to The Andersons, Inc.                           | \$(26,653 )        | \$14,423    | \$(29,742 )           | \$(273 )    |
| Per common share:   |                    |             |                       |             |
| Basic earnings (loss) attributable to The Andersons, Inc. common shareholders   | \$(0.94 )          | \$0.51      | \$(1.05 )             | \$(0.01 )   |
| Diluted earnings (loss) attributable to The Andersons, Inc. common shareholders | \$(0.94 )          | \$0.51      | \$(1.05 )             | \$(0.01 )   |
| Dividends declared  | \$0.160            | \$0.155     | \$0.320               | \$0.310     |
| See Notes to Condensed Consolidated Financial Statements                        |                    |             |                       |             |

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The Andersons, Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(Unaudited)(In thousands)

|  | Three months<br>ended June 30, |          | Six months ended<br>June 30, |          |
|--|--------------------------------|----------|------------------------------|----------|
|  | 2017                           | 2016     | 2017                         | 2016     |
| Net income (loss)  | \$(26,717)                     | \$15,441 | \$(29,752)                   | \$(181 ) |
| Other comprehensive income (loss), net of tax:   |                                |          |                              |          |
| Change in fair value of debt securities (net of income tax of \$0, \$0, \$0 and \$74)  | —                              | —        | —                            | (126 )   |
| Change in unrecognized actuarial loss and prior service cost (net of income tax of \$(628), \$653, \$(635) and \$663 - Note 8) | (988 )                         | 1,121    | (998 )                       | 1,294    |
| Foreign currency translation adjustments (net of income tax of \$0, \$0, \$0 and \$0)  | 959                            | 52       | 1,473                        | 2,557    |
| Cash flow hedge activity (net of income tax of \$0, \$36, \$0, and \$72)   | —                              | 60       | —                            | 120      |
| Other comprehensive income (loss)  | (29 )                          | 1,233    | 475                          | 3,845    |
| Comprehensive income (loss)  | (26,746 )                      | 16,674   | (29,277 )                    | 3,664    |
| Comprehensive income (loss) attributable to the noncontrolling interests   | (64 )                          | 1,018    | (10 )                        | 92       |
| Comprehensive income (loss) attributable to The Andersons, Inc.  | \$(26,682)                     | \$15,656 | \$(29,267)                   | \$3,572  |
| See Notes to Condensed Consolidated Financial Statements   |                                |          |                              |          |

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The Andersons, Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited)(In thousands)

|  | Six months ended |           |
|--|------------------|-----------|
|  | June 30,         |           |
|  | 2017             | 2016      |
| Operating Activities   |                  |           |
| Net income (loss)  | \$(29,752)       | \$(181 )  |
| Adjustments to reconcile net income (loss) to cash used in operating activities: |                  |           |
| Depreciation and amortization  | 42,878           | 41,379    |
| Bad debt expense   | 839              | 491       |
| Equity in (earnings) losses of affiliates, net of dividends                      | (3,793 )         | 7,181     |
| Gains on sale of facilities and investments in affiliates                        | (4,701 )         | (685 )    |
| Gains on sale of Rail Group assets and related leases                            | (4,984 )         | (4,725 )  |
| Deferred income taxes  | (628 )           | (1,601 )  |
| Stock-based compensation expense   | 2,935            | 3,696     |
| Goodwill impairment expense  | 42,000           | —         |
| Other  | (2,339 )         | 234       |
| Changes in operating assets and liabilities:                                     |                  |           |
| Accounts receivable  | 13,086           | (43,650 ) |
| Inventories  | 213,064          | 224,368   |
| Commodity derivatives  | 27,670           | (60,443 ) |
| Other assets   | 10,629           | 35,612    |
| Payables and other accrued expenses  | (352,133 )       | (396,037) |
| Net cash provided by (used in) operating activities                              | (45,229 )        | (194,361) |
| Investing Activities   |                  |           |
| Acquisition of business, net of cash acquired                                    | (3,507 )         | —         |
| Purchases of Rail Group assets   | (66,506 )        | (27,504 ) |
| Proceeds from sale of Rail Group assets  | 9,390            | 10,397    |
| Purchases of property, plant and equipment and capitalized software              | (15,976 )        | (34,443 ) |
| Proceeds from sale of property, plant and equipment                              | 646              | 173       |
| Proceeds from returns of investments in affiliates                               | —                | 15,013    |
| Proceeds from sale of facilities and investments                                 | 13,788           | 54,330    |
| Purchase of investments  | (2,429 )         | (2,523 )  |
| Other  | 437              | (538 )    |
| Net cash provided by (used in) investing activities                              | (64,157 )        | 14,905    |
| Financing Activities   |                  |           |
| Net change in short-term borrowings  | 93,941           | 164,000   |
| Proceeds from issuance of long-term debt   | 15,175           | 77,564    |
| Proceeds from long-term financing arrangement                                    | 10,396           | —         |
| Payments of long-term debt   | (42,849 )        | (85,177 ) |
| Proceeds from sale of treasury shares to employees and directors                 | 473              | 1,282     |
| Payments of debt issuance costs  | (2,024 )         | (309 )    |
| Dividends paid   | (8,984 )         | (8,679 )  |
| Other  | (438 )           | (1,592 )  |
| Net cash provided by (used in) financing activities                              | 65,690           | 147,089   |
| Decrease in cash and cash equivalents  | (43,696 )        | (32,367 ) |
| Cash and cash equivalents at beginning of period                                 | 62,630           | 63,750    |
| Cash and cash equivalents at end of period                                       | \$18,934         | \$31,383  |



See Notes to Condensed Consolidated Financial Statements

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The Andersons, Inc.

Condensed Consolidated Statements of Equity

(Unaudited)(In thousands, except per share data)

|   | Common<br>Shares | Additional<br>Paid-in<br>Capital | Treasury<br>Shares | Accumulated<br>Other<br>Comprehensive<br>Loss | Retained<br>Earnings | Noncontrolling<br>Interests | Total     |
|---|------------------|----------------------------------|--------------------|---|----------------------|-----------------------------|-----------|
| Balance at December 31, 2015  | \$ 96            | \$222,848                        | \$(52,902)         | \$(20,939 )                                   | \$615,151            | \$ 19,485                   | \$783,739 |
| Net income (loss)   |                  |                                  |                    |   | (273 )               | 92                          | (181 )    |
| Other comprehensive income<br>(loss)  |                  |                                  |                    | 3,845   |                      |                             | 3,845     |
| Other change in noncontrolling<br>interest  |                  |                                  |                    |   |                      | (172 )                      | (172 )    |
| Stock awards, stock option<br>exercises and other shares issued to<br>employees and directors, net of<br>income tax of \$424 (207 shares)   |                  | (3,379 )                         | 7,932              |   |                      |                             | 4,553     |
| Dividends declared (\$0.31 per<br>common share)   |                  |                                  |                    |   | (8,681 )             |                             | (8,681 )  |
| Restricted share award dividend<br>equivalents  |                  | 20                               |                    |   | (20 )                |                             | —         |
| Balance at June 30, 2016  | \$ 96            | \$219,489                        | \$(44,970)         | \$(17,094 )                                   | \$606,177            | \$ 19,405                   | \$783,103 |
| Balance at December 31, 2016  | \$ 96            | \$222,910                        | \$(45,383)         | \$(12,468 )                                   | \$609,206            | \$ 16,336                   | \$790,697 |
| Net income (loss)   |                  |                                  |                    |   | (29,742 )            | (10 )                       | (29,752 ) |
| Other comprehensive income<br>(loss)  |                  |                                  |                    | 475   |                      |                             | 475       |
| Other change in noncontrolling<br>interest  |                  |                                  |                    |   |                      | (8,359 )                    | (8,359 )  |
| Stock awards, stock option<br>exercises and other shares issued to<br>employees and directors, net of<br>income tax of \$(323) (122 shares) |                  | (654 )                           | 4,386              |   |                      |                             | 3,732     |
| Dividends declared (\$0.32 per<br>common share)   |                  |                                  |                    |   | (9,001 )             |                             | (9,001 )  |
| Restricted share award dividend<br>equivalents  |                  | 5                                | 52                 |   | (57 )                |                             | —         |
| Balance at June 30, 2017  | \$ 96            | \$222,261                        | \$(40,945)         | \$(11,993 )                                   | \$570,406            | \$ 7,967                    | \$747,792 |

See Notes to Condensed Consolidated Financial Statements

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The Andersons, Inc.

Notes to Condensed Consolidated Financial Statements  
(unaudited)

1. Basis of Presentation and Consolidation

These Condensed Consolidated Financial Statements include the accounts of The Andersons, Inc. and its wholly owned and controlled subsidiaries (the "Company"). All intercompany accounts and transactions are eliminated in consolidation.

Investments in unconsolidated entities in which the Company has significant influence, but not control, are accounted for using the equity method of accounting.

In the opinion of management, all adjustments consisting of normal and recurring items considered necessary for the fair presentation of the results of operations, financial position, and cash flows for the periods indicated have been made. The results in these Condensed Consolidated Financial Statements are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2017. An unaudited Condensed Consolidated Balance Sheet as of June 30, 2016 has been included as the Company operates in several seasonal industries.

The Condensed Consolidated Balance Sheet data at December 31, 2016 was derived from the audited Consolidated Financial Statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. The accompanying unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in The Andersons, Inc. Annual Report on Form 10-K for the year ended December 31, 2016 (the "2016 Form 10-K").

New Accounting Standards

Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue From Contracts With Customers. The FASB issued subsequent amendments to the initial guidance in August 2015, March 2016, April 2016, May 2016, and December 2016 within ASU 2015-14, ASU 2016-08, ASU 2016-10 ASU 2016-12 and ASU 2016-20, respectively. The core principle of the new revenue model is that an entity recognizes revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. These standards are effective for annual and interim periods beginning after December 15, 2017 and early adoption is permitted. The Company plans on using the modified retrospective method of adoption and does not plan to early adopt.

While we are still continuing to evaluate the potential future impact of these standards on our financial statements, we believe the following items may be impacted upon adoption:

- Methodology for recognizing certain fee-based arrangements within our Grain and Ethanol segments;
- Determination of whether we are the principal or agent for certain revenue streams within several of our segments;
- Methodology for recognizing gains on certain sale transactions within our Rail segment.

Our evaluation of these standards, which includes reviewing representative samples of customer contracts, considers the amount and timing of revenues recognized, financial statement presentation, and required disclosures.

Leasing

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). ASU 2016-02 supersedes the current accounting for leases. The new standard, while retaining two distinct types of leases, finance and operating, (i) requires lessees to record a right of use asset and a related liability for the rights and obligations associated with a lease, regardless of lease classification, and recognize lease expense in a manner similar to current accounting, (ii) eliminates current real estate specific lease provisions, (iii) modifies the lease classification criteria and (iv) aligns many of the underlying lessor model principles with those in the new revenue standard. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, and interim periods within. Early adoption is permitted, however the Company does not plan to early adopt. Entities are required to use a modified retrospective approach when transitioning to ASU 2016-02 for leases that exist as of or are entered into after the beginning of the earliest comparative period presented in the financial statements.

The Company expects this standard to have the effect of bringing substantially all of the off balance-sheet rail assets currently in nonrecourse financing deals noted in Item 2 of Form 10-Q onto the balance sheet along with a corresponding liability for the

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associated obligations. Additionally, we have other arrangements currently classified as operating leases which will be recorded as a right of use asset and corresponding liability on the balance sheet. The magnitude of these items is substantially less than the rail assets that will be recorded on the balance sheet. We expect any impact to the statement of operations to be minimal post adoption.

Other applicable standards

In May 2017, the FASB issued Accounting Standards Update No. 2017-09 Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting. This standard states that if the vesting conditions, fair value, and classification of the awards are the same immediately before and after the modification an entity would not apply modification accounting. The ASU is effective for annual periods beginning after December 15, 2017. Early adoption is permitted, however the Company has not chosen to do so at this time. The Company does not expect the impact from adoption of this standard to be material.

In March 2017, the FASB issued Accounting Standards Update No. 2017-07 Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. This standard requires that the service cost component be reported in the same line item as other compensation costs arising from services rendered by the employees during the period. The other components of net benefit costs should be presented in the income statement separately from the service cost component and outside of income from operations if that subtotal is presented. The ASU is effective for annual periods beginning after December 15, 2017. The Company is currently evaluating the impact this standard will have on its Consolidated Financial Statements and disclosures.

In January 2017, the FASB issued ASU No. 2017-04 Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. This update removes the requirement to compare the implied fair value of goodwill with its carrying amount as part of step 2 of the goodwill impairment test. The ASU is effective prospectively for fiscal years beginning after December 15, 2019. Early adoption is permitted, and the Company elected to implement this standard in the current quarter.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. This standard clarifies how companies present and classify certain cash receipts and payments in the statement of cash flows. The standard is effective for annual and interim periods beginning after December 15, 2017. At adoption, the Company will elect to continue classifying distributions from equity method investments using the cumulative earnings approach which is consistent with current practice.

In June 2016, the FASB issued ASU No. 2016-13, Measurement of Credit Losses on Financial Instruments. This update changes the accounting for credit losses on loans and held-to-maturity debt securities and requires a current expected credit loss (CECL) approach to determine the allowance for credit losses. This includes allowances for trade receivables. The Company has not historically incurred significant credit losses and does not currently anticipate circumstances that would lead to a CECL approach differing from the Company's existing allowance estimates in a material way. The guidance is effective for fiscal years beginning after December 15, 2019 with a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption. Early adoption is permitted, however the Company does not plan to do so.

In January, 2016, the FASB issued Accounting Standards Update No. 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. This standard provides guidance for the recognition, measurement, presentation, and disclosure of financial instruments. This guidance is effective for annual and interim periods beginning after December 15, 2017, and early adoption is not permitted. The Company does not expect the impact from adoption of this standard to be material to currently held financial assets and liabilities.

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## 2. Inventories

Major classes of inventories are as follows:

| (in thousands)                   | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|----------------------------------|------------------|----------------------|------------------|
| Grain                            | \$373,863        | \$ 495,139           | \$348,757        |
| Ethanol and co-products          | 14,041           | 10,887               | 15,298           |
| Plant nutrients and cob products | 69,365           | 150,259              | 91,227           |
| Retail merchandise               | 906              | 20,678               | 25,161           |
| Railcar repair parts             | 5,030            | 5,784                | 5,793            |
|                                  | \$463,205        | \$ 682,747           | \$486,236        |

Inventories on the Condensed Consolidated Balance Sheets at June 30, 2017, December 31, 2016 and June 30, 2016 do not include 0.8 million, 0.9 million and 4.0 million bushels of grain, respectively, held in storage for others. The Company does not have title to the grain and is only liable for any deficiencies in grade or shortage of quantity that may arise during the storage period. Management has not experienced historical losses on any deficiencies and does not anticipate material losses in the future.

## 3. Property, Plant and Equipment

The components of Property, plant and equipment, net are as follows:

| (in thousands)                               | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|--|------------------|----------------------|------------------|
| Land   | \$23,566         | \$ 30,672            | \$28,472         |
| Land improvements and leasehold improvements | 71,236           | 79,631               | 77,849           |
| Buildings and storage facilities             | 298,077          | 322,856              | 290,528          |
| Machinery and equipment                      | 382,321          | 392,418              | 374,107          |
| Construction in progress                     | 7,372            | 12,784               | 51,672           |
|  | 782,572          | 838,361              | 822,628          |
| Less: accumulated depreciation               | 359,530          | 388,309              | 375,361          |
|  | \$423,042        | \$ 450,052           | \$447,267        |

Depreciation expense on property, plant and equipment was \$24.1 million and \$23.8 million for the six months ended June 30, 2017 and 2016, respectively. Additionally, depreciation expense on property, plant and equipment was \$12.0 million and \$11.6 million for the three months ended June 30, 2017 and 2016, respectively.

In December 2016, the Company recorded charges totaling \$6.0 million for impairment of property, plant and equipment in the Retail business. This does not include \$0.5 million of impairment charges related to software. The Company wrote down the value of these assets to the extent their carrying amounts exceeded fair value. The Company classified the significant assumptions used to determine fair value of the impaired assets as Level 3 inputs in the fair value hierarchy.

In December 2016, the Company also recorded charges totaling \$2.3 million for impairment of property, plant and equipment in the Plant Nutrient segment due to the closing of a cob facility.

## Rail Group Assets

The components of Rail Group assets leased to others are as follows:

| (in thousands)                     | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|------------------------------------|------------------|----------------------|------------------|
| Rail Group assets leased to others | \$482,524        | \$ 431,571           | \$442,239        |
| Less: accumulated depreciation     | 107,432          | 104,376              | 102,103          |
|                                    | \$375,092        | \$ 327,195           | \$340,136        |

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Depreciation expense on Rail Group assets leased to others amounted to \$9.7 million and \$9.3 million for the six months ended June 30, 2017 and 2016, respectively. Additionally, depreciation expense on Rail Group assets leased to others amounted to \$5.0 million and \$4.7 million for the three months ended June 30, 2017 and 2016, respectively.

## 4. Debt

On April 13, 2017, the Company amended its line of credit agreement with a syndicate of banks. The amended agreement provides for a credit facility in the amount of \$800 million. Total borrowing capacity for the Company under all lines of credit is currently at \$820.0 million, including \$20.0 million of debt of The Andersons Denison Ethanol LLC ("TADE"), which is non-recourse to the Company. At June 30, 2017, the Company had a total of \$633.5 million available for borrowing under its lines of credit. The Company's borrowing capacity is reduced by a combination of outstanding borrowings and letters of credit. The Company was in compliance with all financial covenants as of June 30, 2017.

The Company's short-term and long-term debt at June 30, 2017, December 31, 2016 and June 30, 2016 consisted of the following:

| (in thousands)  | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|---|------------------|----------------------|------------------|
| Short-term Debt – Non-Recourse                          | \$—              | \$ —                 | \$—              |
| Short-term Debt - Recourse                              | \$ 124,000       | \$ 29,000            | \$ 179,404       |
| Total Short-term Debt                                   | 124,000          | 29,000               | 179,404          |
| Current Maturities of Long-term Debt – Non-Recourse     | —                | —                    | —                |
| Current Maturities of Long-term Debt – Recourse         | 62,482           | 47,545               | 53,720           |
| Total Current Maturities of Long-term Debt              | 62,482           | 47,545               | 53,720           |
| Long-term Debt, Less: Current Maturities – Non-Recourse | —                | —                    | —                |
| Long-term Debt, Less: Current Maturities – Recourse     | 354,066          | 397,065              | 398,746          |
| Total Long-term Debt, Less: Current Maturities          | \$354,066        | \$ 397,065           | \$ 398,746       |

## 5. Derivatives

The Company's operating results are affected by changes to commodity prices. The Grain and Ethanol businesses have established "unhedged" position limits (the amount of a commodity, either owned or contracted for, that does not have an offsetting derivative contract to lock in the price). To reduce the exposure to market price risk on commodities owned and forward grain and ethanol purchase and sale contracts, the Company enters into exchange traded commodity futures and options contracts and over-the-counter forward and option contracts with various counterparties. These contracts are primarily traded via the regulated Chicago Mercantile Exchange ("CME"). The Company's forward purchase and sales contracts are for physical delivery of the commodity in a future period. Contracts to purchase commodities from producers generally relate to the current or future crop years for delivery periods quoted by regulated commodity exchanges. Contracts for the sale of commodities to processors or other commercial consumers generally do not extend beyond one year.

All of these contracts meet the definition of derivatives. While the Company considers its commodity contracts to be effective economic hedges, the Company does not designate or account for its commodity contracts as hedges as defined under current accounting standards. The Company accounts for its commodity derivatives at estimated fair value. The estimated fair value of the commodity derivative contracts that require the receipt or posting of cash collateral is recorded on a net basis (offset against cash collateral posted or received, also known as margin deposits) within commodity derivative assets or liabilities. Management determines fair value based on exchange-quoted prices and in the case of its forward purchase and sale contracts, estimated fair value is adjusted for differences in local markets and non-performance risk. For contracts for which physical delivery occurs, balance sheet classification is based on estimated delivery date. For futures, options and over-the-counter contracts in which physical delivery is not

expected to occur but, rather, the contract is expected to be net settled, the Company classifies these contracts as current or noncurrent assets or liabilities, as appropriate, based on the Company's expectations as to when such contracts will be settled.

Realized and unrealized gains and losses in the value of commodity contracts (whether due to changes in commodity prices, changes in performance or credit risk, or due to sale, maturity or extinguishment of the commodity contract) and grain inventories are included in cost of sales and merchandising revenues.



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Generally accepted accounting principles permit a party to a master netting arrangement to offset fair value amounts recognized for derivative instruments against the right to reclaim cash collateral or obligation to return cash collateral under the same master netting arrangement. The Company has master netting arrangements for its exchange traded futures and options contracts and certain over-the-counter contracts. When the Company enters into a futures, option or an over-the-counter contract, an initial margin deposit may be required by the counterparty. The amount of the margin deposit varies by commodity. If the market price of a futures, option or an over-the-counter contract moves in a direction that is adverse to the Company's position, an additional margin deposit, called a maintenance margin, is required. The margin deposit assets and liabilities are included in short-term commodity derivative assets or liabilities, as appropriate, in the Condensed Consolidated Balance Sheets.

The following table presents at June 30, 2017, December 31, 2016 and June 30, 2016, a summary of the estimated fair value of the Company's commodity derivative instruments that require cash collateral and the associated cash posted/received as collateral. The net asset or liability positions of these derivatives (net of their cash collateral) are determined on a counterparty-by-counterparty basis and are included within current or noncurrent commodity derivative assets (or liabilities) on the Condensed Consolidated Balance Sheets:

|                            | June 30, 2017                          |  | December 31, 2016                      |  | June 30, 2016                          |  |
|----------------------------|--|--|--|--|--|--|
| (in thousands)             | Net<br>derivative<br>asset<br>position | Net<br>derivative<br>liability<br>position | Net<br>derivative<br>asset<br>position | Net<br>derivative<br>liability<br>position | Net<br>derivative<br>asset<br>position | Net<br>derivative<br>liability<br>position |
| Collateral paid (received) | \$15,452                               | \$ —                                       | —\$28,273                              | \$ —                                       | —\$38,252                              | \$ (480 )                                  |
| Fair value of derivatives  | (12,835 )                              | —  | 1,599                                  | —  | 13,491                                 | 1,480                                      |
| Balance at end of period   | \$2,617                                | \$ —                                       | —\$29,872                              | \$ —                                       | —\$51,743                              | \$ 1,000                                   |

The following table presents, on a gross basis, current and noncurrent commodity derivative assets and liabilities:

|                                  | June 30, 2017                                  |   |   |  | Total      |
|----------------------------------|--|---|---|--|------------|
| (in thousands)                   | Commodity<br>Derivative<br>Assets -<br>Current | Commodity<br>Derivative<br>Assets -<br>Noncurrent | Commodity<br>Derivative<br>Liabilities -<br>Current | Commodity<br>Derivative<br>Liabilities -<br>Noncurrent |            |
| Commodity derivative assets      | \$26,101                                       | \$ 1,201  | \$ 4,404  | \$ 2   | \$31,708   |
| Commodity derivative liabilities | (29,934 )                                      | (10 )   | (22,508 )   | (336 )   | (52,788 )  |
| Cash collateral                  | 15,452   | —   | —   | —  | 15,452     |
| Balance sheet line item totals   | \$11,619                                       | \$ 1,191  | \$(18,104 )   | \$ (334 )  | \$(5,628 ) |
|                                  | December 31, 2016                              |   |   |  | Total      |
| (in thousands)                   | Commodity<br>Derivative<br>Assets -<br>Current | Commodity<br>Derivative<br>Assets -<br>Noncurrent | Commodity<br>Derivative<br>Liabilities -<br>Current | Commodity<br>Derivative<br>Liabilities -<br>Noncurrent |            |
| Commodity derivative assets      | \$36,146                                       | \$ 140  | \$ 1,447  | \$ 6   | \$37,739   |
| Commodity derivative liabilities | (18,972 )                                      | (40 )   | (24,614 )   | (345 )   | (43,971 )  |
| Cash collateral                  | 28,273   | —   | —   | —  | 28,273     |
| Balance sheet line item totals   | \$45,447                                       | \$ 100  | \$(23,167 )   | \$ (339 )  | \$22,041   |
|                                  | June 30, 2016                                  |   |   |  | Total      |
| (in thousands)                   | Commodity<br>Derivative<br>Assets -<br>Current | Commodity<br>Derivative<br>Assets -<br>Noncurrent | Commodity<br>Derivative<br>Liabilities -<br>Current | Commodity<br>Derivative<br>Liabilities -<br>Noncurrent |            |
| Commodity derivative assets      | \$134,504                                      | \$ 2,095  | \$ 5,925  | \$ 84  | \$142,608  |
| Commodity derivative liabilities | (56,832 )                                      | (161 )  | (48,628 )   | (2,266 )   | (107,887 ) |

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|                                |           |          |           |   |          |            |
|--------------------------------|-----------|----------|-----------|---|----------|------------|
| Cash collateral                | 38,252    | —        | (480      | ) | —        | 37,772     |
| Balance sheet line item totals | \$115,924 | \$ 1,934 | \$(43,183 | ) | \$(2,182 | ) \$72,493 |

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The gains and losses included in the Company's Condensed Consolidated Statements of Operations and the line items in which they are located are as follows:

| (in thousands)   | Three months ended June 30, |          | Six months ended June 30, |          |
|--|-----------------------------|----------|---------------------------|----------|
|  | 2017                        | 2016     | 2017                      | 2016     |
| Gains (losses) on commodity derivatives included in cost of sales and merchandising revenues | \$(41,873)                  | \$34,800 | \$(14,848)                | \$25,941 |

The Company had the following volume of commodity derivative contracts outstanding (on a gross basis) at June 30, 2017, December 31, 2016 and June 30, 2016:

| Commodity (in thousands) | June 30, 2017     |                   | Number of Gallons | Number of Pounds | Number of Tons |
|--------------------------|-------------------|-------------------|-------------------|------------------|----------------|
|                          | Number of Bushels | Number of Bushels |                   |                  |                |
| Non-exchange traded:     |                   |                   |                   |                  |                |
| Corn                     | 184,197           | —                 | —                 | —                | —              |
| Soybeans                 | 31,532            | —                 | —                 | —                | —              |
| Wheat                    | 7,340             | —                 | —                 | —                | —              |
| Oats                     | 41,526            | —                 | —                 | —                | —              |
| Ethanol                  | —                 | 256,518           | —                 | —                | —              |
| Corn oil                 | —                 | —                 | 4,658             | —                | —              |
| Other                    | 90                | 500               | —                 | 100              | —              |
| Subtotal                 | 264,685           | 257,018           | 4,658             | 100              | —              |
| Exchange traded:         |                   |                   |                   |                  |                |
| Corn                     | 94,895            | —                 | —                 | —                | —              |
| Soybeans                 | 27,470            | —                 | —                 | —                | —              |
| Wheat                    | 43,925            | —                 | —                 | —                | —              |
| Oats                     | 2,290             | —                 | —                 | —                | —              |
| Ethanol                  | —                 | 3,990             | —                 | —                | —              |
| Other                    | —                 | 840               | —                 | 60               | —              |
| Subtotal                 | 168,580           | 4,830             | —                 | 60               | —              |
| Total                    | 433,265           | 261,848           | 4,658             | 160              | —              |

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| December 31, 2016        |                   |         |                  |                |
|--------------------------|-------------------|---------|------------------|----------------|
| Commodity (in thousands) | Number of Bushels | Gallons | Number of Pounds | Number of Tons |
| Non-exchange traded:     |                   |         |                  |                |
| Corn                     | 175,549           | —       | —                | —              |
| Soybeans                 | 20,592            | —       | —                | —              |
| Wheat                    | 7,177             | —       | —                | —              |
| Oats                     | 36,025            | —       | —                | —              |
| Ethanol                  | —                 | 215,081 | —                | —              |
| Corn oil                 | —                 | —       | 9,358            | —              |
| Other                    | 108               | 1,144   | —                | 110            |
| Subtotal                 | 239,451           | 216,225 | 9,358            | 110            |
| Exchange traded:         |                   |         |                  |                |
| Corn                     | 63,225            | —       | —                | —              |
| Soybeans                 | 39,005            | —       | —                | —              |
| Wheat                    | 45,360            | —       | —                | —              |
| Oats                     | 4,120             | —       | —                | —              |
| Ethanol                  | —                 | 78,120  | —                | —              |
| Subtotal                 | 151,710           | 78,120  | —                | —              |
| Total                    | 391,161           | 294,345 | 9,358            | 110            |
| June 30, 2016            |                   |         |                  |                |
| Commodity (in thousands) | Number of Bushels | Gallons | Number of Pounds | Number of Tons |
| Non-exchange traded:     |                   |         |                  |                |
| Corn                     | 242,269           | —       | —                | —              |
| Soybeans                 | 52,599            | —       | —                | —              |
| Wheat                    | 13,100            | —       | —                | —              |
| Oats                     | 30,722            | —       | —                | —              |
| Ethanol                  | —                 | 130,464 | —                | —              |
| Corn oil                 | —                 | —       | 13,800           | —              |
| Other                    | 17                | —       | —                | 128            |
| Subtotal                 | 338,707           | 130,464 | 13,800           | 128            |
| Exchange traded:         |                   |         |                  |                |
| Corn                     | 148,665           | —       | —                | —              |
| Soybeans                 | 46,570            | —       | —                | —              |
| Wheat                    | 22,790            | —       | —                | —              |
| Oats                     | 2,820             | —       | —                | —              |
| Ethanol                  | —                 | 36,540  | —                | —              |
| Subtotal                 | 220,845           | 36,540  | —                | —              |
| Total                    | 559,552           | 167,004 | 13,800           | 128            |

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At June 30, 2017, December 31, 2016 and June 30, 2016, the Company had recorded the following amounts for the fair value of the Company's interest rate derivatives:

| (in thousands)  | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|---|------------------|----------------------|------------------|
| Derivatives not designated as hedging instruments                                   |                  |                      |                  |
| Interest rate contracts included in other long-term liabilities                     | \$(2,158)        | \$(2,530)            | \$(5,422)        |
| Total fair value of interest rate derivatives not designated as hedging instruments | \$(2,158)        | \$(2,530)            | \$(5,422)        |

The gains and losses included in the Company's Consolidated Statements of Operations and the line item in which they are located for interest rate derivatives not designated as hedging instruments are as follows:

| (in thousands)            | Three months<br>ended June<br>30,<br>2017 | 2016    | Six months<br>ended June 30,<br>2017 | 2016      |
|---------------------------|---|---------|--------------------------------------|-----------|
| Interest income (expense) | \$(17)                                    | \$(694) | \$372                                | \$(2,294) |

The Company also has foreign currency derivatives which are considered effective economic hedges of specified economic risks but which are not designated as accounting hedges. At June 30, 2017, December 31, 2016 and June 30, 2016, the Company had recorded the following amounts for the fair value of the Company's foreign currency derivatives:

| (in thousands)  | June 30,<br>2017 | December 31,<br>2016 | June 30,<br>2016 |
|---|------------------|----------------------|------------------|
| Derivatives not designated as hedging instruments   |                  |                      |                  |
| Foreign currency contracts included in short-term assets (liabilities)                          | \$ 654           | \$(112)              | \$1,391          |
| Total fair value of foreign currency contract derivatives not designated as hedging instruments | \$ 654           | \$(112)              | \$1,391          |

The gains and losses included in the Company's Consolidated Statements of Operations and the line item in which they are located for foreign currency contract derivatives not designated as hedging instruments are as follows:

| (in thousands)  | Three<br>months<br>ended June<br>30,<br>2017 | 2016   | Six months<br>ended June<br>30,<br>2017 | 2016    |
|---|--|--------|---|---------|
| Foreign currency derivative gains included in Other income, net | \$669  | \$(87) | \$767                                   | \$1,391 |

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## 6. Employee Benefit Plans

The following are components of the net periodic benefit cost for the pension and postretirement benefit plans maintained by the Company for the three and six months ended June 30, 2017 and 2016:

| (in thousands)                | Pension Benefits            |      |                           |       |
|-------------------------------|-----------------------------|------|---------------------------|-------|
|                               | Three months ended June 30, |      | Six months ended June 30, |       |
|                               | 2017                        | 2016 | 2017                      | 2016  |
| Service cost                  | \$—                         | \$—  | \$—                       | \$—   |
| Interest cost                 | 39                          | 48   | 78                        | 97    |
| Recognized net actuarial loss | 63                          | 37   | 126                       | 73    |
| Benefit cost                  | \$102                       | \$85 | \$204                     | \$170 |

  

| (in thousands)                     | Postretirement Benefits     |       |                           |         |
|------------------------------------|-----------------------------|-------|---------------------------|---------|
|                                    | Three months ended June 30, |       | Six months ended June 30, |         |
|                                    | 2017                        | 2016  | 2017                      | 2016    |
| Service cost                       | \$106                       | \$167 | \$229                     | \$380   |
| Interest cost                      | 282                         | 370   | 582                       | 775     |
| Amortization of prior service cost | —                           | (89 ) | —                         | (177 )  |
| Recognized net actuarial loss      | —                           | 149   | —                         | 384     |
| Benefit cost                       | \$388                       | \$597 | \$811                     | \$1,362 |

## 7. Income Taxes

On a quarterly basis, the Company estimates the effective tax rate expected to be applicable for the full year and makes changes if necessary based on new information or events. The estimated annual effective tax rate is forecast based on actual historical information and forward-looking estimates and is used to provide for income taxes in interim reporting periods. The Company also recognizes the tax impact of certain unusual or infrequently occurring items, such as the effects of changes in tax laws or rates and impacts from settlements with tax authorities, discretely in the quarter in which they occur. Additionally, the annual effective tax rate differs from the statutory U.S. Federal tax rate of 35% primarily due to the impact of state income taxes, the tax benefit related to railroad track maintenance credit transactions, and to benefits or costs related to various permanent book to tax differences and tax credits.

For the three months ended June 30, 2017, the Company recorded income tax expense of \$7.7 million at an effective tax rate of (40.1)%, which varied from the U.S. Federal tax rate of 35% primarily due to the recording of a \$42.0 million goodwill impairment charge which did not provide a corresponding tax benefit. For the three months ended June 30, 2016, the Company recorded an income tax expense of \$7.7 million at an effective tax rate of 33.2%.

For the six months ended June 30, 2017, the Company recorded income tax expense of \$5.1 million at an effective tax rate of (20.8)%, which varied from the U.S. Federal tax rate of 35% primarily due to the recording of the \$42.0 million goodwill impairment charge noted above. For the six months ended June 30, 2016, the Company recorded income tax expense of \$0.4 million at an effective tax rate of 189.6% which varied from the U.S. Federal tax rate of 35% primarily due to a 174.7% discrete tax charge related to state income taxes.

During the three months ended June 30, 2017, the company agreed to a state income tax assessment that had been under appeal. The related \$0.3 million reserve for unrecognized tax benefits has been reclassified as currently payable state income tax.

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## 8. Accumulated Other Comprehensive Loss

The following tables summarize the after-tax components of accumulated other comprehensive income (loss) attributable to the Company for the three and six months ended June 30, 2017 and 2016:

| (in thousands)   | Changes in Accumulated Other Comprehensive Income (Loss) by Component (a) |                            |            |   |                            |            |
|--|---|----------------------------|------------|---|----------------------------|------------|
|  | Three months ended June 30, 2017  |                            |            | Six months ended June 30, 2017          |                            |            |
|  | Foreign Currency Translation Adjustment                                   | Defined Benefit Plan Items | Total      | Foreign Currency Translation Adjustment | Defined Benefit Plan Items | Total      |
| Beginning Balance  | \$(10,488)  | \$(1,476)                  | \$(11,964) | \$(11,002)                              | \$(1,466)                  | \$(12,468) |
| Other comprehensive income (loss) before reclassifications | 959   | (988)                      | (29)       | 1,473                                   | (998)                      | 475        |
| Net current-period other comprehensive income (loss)       | 959   | (988)                      | (29)       | 1,473                                   | (998)                      | 475        |
| Ending balance   | \$(9,529)   | \$(2,464)                  | \$(11,993) | \$(9,529)                               | \$(2,464)                  | \$(11,993) |

| (in thousands)   | Changes in Accumulated Other Comprehensive Income (Loss) by Component (a) |   |                            |            |                                |   |                               |                            |            |
|--|---|---|----------------------------|------------|--------------------------------|---|-------------------------------|----------------------------|------------|
|  | Three months ended June 30, 2016  |   |                            |            | Six months ended June 30, 2016 |   |                               |                            |            |
|  | Losses on Cash Flow Hedges  | Foreign Currency Translation Adjustment | Defined Benefit Plan Items | Total      | Losses on Cash Flow Hedges     | Foreign Currency Translation Adjustment | Investment in Debt Securities | Defined Benefit Plan Items | Total      |
| Beginning Balance  | \$(51)  | \$(9,536)                               | \$(8,740)                  | \$(18,327) | \$(111)                        | \$(12,041)                              | \$ 126                        | \$(8,913)                  | \$(20,939) |
| Other comprehensive income (loss) before reclassifications     | 60  | 52                                      | 1,177                      | 1,289      | 120                            | 2,557                                   | —                             | 1,406                      | 4,083      |
| Amounts reclassified from accumulated other comprehensive loss | —   | —                                       | (56)                       | (56)       | —                              | —                                       | (126)                         | (112)                      | (238)      |
| Net current-period other comprehensive income (loss)           | 60  | 52                                      | 1,121                      | 1,233      | 120                            | 2,557                                   | (126)                         | 1,294                      | 3,845      |
| Ending balance   | \$9   | \$(9,484)                               | \$(7,619)                  | \$(17,094) | \$9                            | \$(9,484)                               | \$ —                          | \$(7,619)                  | \$(17,094) |

(a) All amounts are net of tax. Amounts in parentheses indicate debits

There were no reclassification adjustments from accumulated other comprehensive loss to net income for the three and six months ended June 30, 2017.



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The following table shows the reclassification adjustments from accumulated other comprehensive loss to net income for the three and six months ended June 30, 2016:

| (in thousands)   | Reclassifications Out of Accumulated Other Comprehensive Income (Loss) (a) |   |
|--|--|---|
|  | Three months ended June 30, 2016   | Six months ended June 30, 2016                                    |
|  | Amount   | Amount  |
|  | Reclassified   | Reclassified  |
| Details about Accumulated Other Comprehensive Income (Loss) Components | from Accumulated Other Comprehensive Income (Loss)                         | from Accumulated Other Comprehensive Income (Loss)                |
|  | Affected Line Item in the Statement Where Net Income Is Presented          | Affected Line Item in the Statement Where Net Income Is Presented |
| Defined Benefit Plan Items   |  |   |
| Amortization of prior-service cost                                     | \$ (89) (b)  | \$ (177) (b)  |
|  | (89 ) Total before tax   | (177 ) Total before tax   |
|  | 33 Income tax provision  | 65 Income tax provision   |
|  | \$ (56) Net of tax   | \$ (112) Net of tax   |
| Other items  |  |   |
| Recognition of gain on sale of investment                              | —  | (200 )  |
|  | — Total before tax   | (200 ) Total before tax   |
|  | — Income tax provision   | 74 Income tax provision   |
|  | — Net of tax   | (126 ) Net of tax   |
| Total reclassifications for the period                                 | \$ (56) Net of tax   | (238 ) Net of tax   |

(a) Amounts in parentheses indicate credits to profit/loss

(b) This accumulated other comprehensive loss component is included in the computation of net periodic benefit cost (see Note 6).

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## 9. Earnings Per Share

The Company's non-vested restricted stock that was granted prior to March 2015 is considered a participating security since the share-based awards contain a non-forfeitable right to dividends irrespective of whether the awards ultimately vest. Unvested share-based payment awards that contain non-forfeitable rights to dividends are participating securities and are included in the computation of earnings per share pursuant to the two-class method. The two-class method of computing earnings per share is an earnings allocation formula that determines earnings per share for common stock and any participating securities according to dividends declared (whether paid or unpaid) and participation rights in undistributed earnings.

| (in thousands, except per common share data)   | Three months<br>ended June 30, |          | Six months ended<br>June 30, |          |
|--|--------------------------------|----------|------------------------------|----------|
|  | 2017                           | 2016     | 2017                         | 2016     |
| Net income (loss) attributable to The Andersons, Inc.                                | \$(26,653)                     | \$14,423 | \$(29,742)                   | \$(273)  |
| Less: Distributed and undistributed earnings allocated to nonvested restricted stock | —                              | 8        | —                            | 5        |
| Earnings (losses) available to common shareholders                                   | \$(26,653)                     | \$14,415 | \$(29,742)                   | \$(278)  |
| Earnings per share – basic:  |                                |          |                              |          |
| Weighted average shares outstanding – basic  | 28,350                         | 28,227   | 28,316                       | 28,164   |
| Earnings (losses) per common share – basic   | \$(0.94)                       | \$0.51   | \$(1.05)                     | \$(0.01) |
| Earnings per share – diluted:  |                                |          |                              |          |
| Weighted average shares outstanding – basic  | 28,350                         | 28,227   | 28,316                       | 28,164   |
| Effect of dilutive awards  | —                              | 86       | —                            | —        |
| Weighted average shares outstanding – diluted  | 28,350                         | 28,313   | 28,316                       | 28,164   |
| Earnings (losses) per common share – diluted   | \$(0.94)                       | \$0.51   | \$(1.05)                     | \$(0.01) |

All outstanding share awards were antidilutive for the six and three months ended June 30, 2017 and for the six months ended June 30, 2016 as the Company experienced a net loss. There were no antidilutive stock-based awards outstanding for the three months ended June 30, 2016.

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## 10. Fair Value Measurements

The following table presents the Company's assets and liabilities measured at fair value on a recurring basis at June 30, 2017, December 31, 2016 and June 30, 2016:

| (in thousands)                       | June 30, 2017     |            |         |             |
|--------------------------------------|-------------------|------------|---------|-------------|
| Assets (liabilities)                 | Level 1           | Level 2    | Level 3 | Total       |
| Restricted cash                      | \$ 1,033          | \$—        | \$—     | \$ 1,033    |
| Commodity derivatives, net (a)       | 2,817             | (8,445 )   | —       | (5,628 )    |
| Provisionally priced contracts (b)   | (87,958 )         | (30,779 )  | —       | (118,737 )  |
| Convertible preferred securities (c) | —                 | —          | 3,294   | 3,294       |
| Other assets and liabilities (d)     | 10,155            | (2,158 )   | —       | 7,997       |
| Total                                | \$(73,953)        | \$(41,382) | \$3,294 | \$(112,041) |
| (in thousands)                       | December 31, 2016 |            |         |             |
| Assets (liabilities)                 | Level 1           | Level 2    | Level 3 | Total       |
| Restricted cash                      | \$471             | \$—        | \$—     | \$471       |
| Commodity derivatives, net (a)       | 29,872            | (7,831 )   | —       | 22,041      |
| Provisionally priced contracts (b)   | (105,321)         | (64,876 )  | —       | (170,197 )  |
| Convertible preferred securities (c) | —                 | —          | 3,294   | 3,294       |
| Other assets and liabilities (d)     | 9,391             | (2,530 )   | —       | 6,861       |
| Total                                | \$(65,587)        | \$(75,237) | \$3,294 | \$(137,530) |
| (in thousands)                       | June 30, 2016     |            |         |             |
| Assets (liabilities)                 | Level 1           | Level 2    | Level 3 | Total       |
| Cash equivalents                     | \$ 11,578         | \$—        | \$—     | \$ 11,578   |
| Restricted cash                      | 987               | —          | —       | 987         |
| Commodity derivatives, net (a)       | 48,412            | 24,083     | —       | 72,495      |
| Provisionally priced contracts (b)   | (42,213 )         | (18,495 )  | —       | (60,708 )   |
| Convertible preferred securities (c) | —                 | —          | 3,294   | 3,294       |
| Other assets and liabilities (d)     | 6,080             | (5,426)    | —       | 654         |
| Total                                | \$24,844          | \$ 162     | \$3,294 | \$28,300    |

(a) Includes associated cash posted/received as collateral

(b) Included in "Provisionally priced contracts" are those instruments based only on underlying futures values (Level 1) and delayed price contracts (Level 2)

(c) Recorded in "Other noncurrent assets" on the Company's Condensed Consolidated Balance Sheets

(d) Included in other assets and liabilities are deferred compensation assets, ethanol risk management contracts, and foreign exchange derivative contracts (Level 1), and interest rate derivatives (Level 2).

Level 1 commodity derivatives reflect the fair value of the exchange-traded futures and options contracts that the Company holds, net of the cash collateral that the Company has in its margin account.

The majority of the Company's assets and liabilities measured at fair value are based on the market approach valuation technique. With the market approach, fair value is derived using prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

The Company's net commodity derivatives primarily consist of futures or options contracts via regulated exchanges and contracts with producers or customers under which the future settlement date and bushels (or gallons in the case of ethanol contracts) of commodities to be delivered (primarily wheat, corn, soybeans and ethanol) are fixed and under

which the price may or may not be fixed. Depending on the specifics of the individual contracts, the fair value is derived from the futures or options prices on the CME or the New York Mercantile Exchange for similar commodities and delivery dates as well as observable quotes for local basis adjustments (the difference, which is attributable to local market conditions, between the quoted futures price and the local cash price). Because basis for a particular commodity and location typically has multiple quoted prices from other agribusinesses in the same geographical vicinity and is used as a common pricing mechanism in the

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Agribusiness industry, we have concluded that basis is a Level 2 fair value input for purposes of the fair value disclosure requirements related to our commodity derivatives. Although nonperformance risk, both of the Company and the counterparty, is present in each of these commodity contracts and is a component of the estimated fair values, based on the Company's historical experience with its producers and customers and the Company's knowledge of their businesses, the Company does not view nonperformance risk to be a material input to fair value for these commodity contracts.

These fair value disclosures exclude physical grain inventories measured at net realizable value. The net realizable value used to measure the Company's agricultural commodity inventories is the fair value (spot price of the commodity in an exchange), less cost of disposal and transportation based on the local market. This valuation would generally be considered Level 2. The amount is disclosed in Note 2. Changes in the net realizable value of commodity inventories are recognized as a component of cost of sales and merchandising revenues.

Provisionally priced contract liabilities are those for which the Company has taken ownership and possession of grain but the final purchase price has not been established. In the case of payables where the unpriced portion of the contract is limited to the futures price of the underlying commodity or the Company has delivered provisionally priced grain and a subsequent payable or receivable is set up for any futures changes in the grain price, quoted CBOT prices are used and the liability is deemed to be Level 1 in the fair value hierarchy. For all other unpriced contracts which include variable futures and basis components, the amounts recorded for delayed price contracts are determined on the basis of local grain market prices at the balance sheet date and, as such, are deemed to be Level 2 in the fair value hierarchy.

The risk management contract liability allows related ethanol customers to effectively unprice the futures component of their inventory for a period of time, subjecting the bushels to market fluctuations. The Company records an asset or liability for the market value changes of the commodities over the life of the contracts based on quoted CBOT prices and as such, the balance is deemed to be Level 1 in the fair value hierarchy.

The Company's stake in the Iowa Northern Railway Company ("IANR") was redeemed in the first quarter of 2016. The remaining convertible preferred securities are interests in two early-stage enterprises in the form of debt securities with the possibility of conversion to equity under certain circumstances.

A reconciliation of beginning and ending balances for the Company's fair value measurements using Level 3 inputs is as follows:

|                                     | Contingent<br>Consideration | Convertible<br>Securities |
|-------------------------------------|-----------------------------|---------------------------|
| (in thousands)                      | 2017                        | 2016                      |
| Asset (liability) at January 1,     | \$ — (350 )                 | \$3,294 \$13,550          |
| Gains (losses) included in earnings | — 190                       | — 710                     |
| Sales proceeds                      | — —                         | — (13,485 )               |
| Asset (liability) at March 31,      | \$ — (160 )                 | \$3,294 \$775             |
| Gains (losses) included in earnings | — 160                       | — 19                      |
| New agreements                      | — —                         | — 2,500                   |
| Asset (liability) at June 30,       | \$ — —                      | \$3,294 \$3,294           |

The following tables summarize quantitative information about the Company's Level 3 fair value measurements as of June 30, 2017, December 31, 2016 and June 30, 2016:

## Quantitative Information about Level 3 Fair Value Measurements

| (in thousands) | Fair<br>Value<br>as of | Valuation Method | Unobservable Input | Weighted Average |
|----------------|------------------------|------------------|--------------------|------------------|
|----------------|------------------------|------------------|--------------------|------------------|

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|                   | June<br>30,<br>2017           |                           |                    |                  |
|-------------------|-------------------------------|---------------------------|--------------------|------------------|
| Convertible Notes | \$3,294                       | Cost Basis, Plus Interest | N/A                | N/A              |
|                   | Fair Value                    |                           |                    |                  |
| (in thousands)    | as of<br>December<br>31, 2016 | Valuation Method          | Unobservable Input | Weighted Average |
| Convertible Notes | \$ 3,294                      | Cost Basis, Plus Interest | N/A                | N/A              |
| Real Property     | \$ 11,210                     | Third-Party Appraisal     | N/A                | N/A              |

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| (in thousands)    | Fair Value as of June 30, 2016 | Valuation Method          | Unobservable Input | Weighted Average |
|-------------------|--------------------------------|---------------------------|--------------------|------------------|
| Convertible Notes | \$3,294                        | Cost Basis, Plus Interest | N/A                | N/A              |

## Fair Value of Financial Instruments

The fair value of the Company's long-term debt is estimated using quoted market prices or discounted future cash flows based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. As such, the Company has concluded that the fair value of long-term debt is considered Level 2 in the fair value hierarchy.

| (in thousands)   | June 30, 2017 | December 31, 2016 | June 30, 2016 |
|--|---------------|-------------------|---------------|
| Fair value of long-term debt, including current maturities | \$423,316     | \$ 450,940        | \$472,714     |
| Fair value in excess of carrying value                     | 2,612         | 3,116             | 16,498        |

The fair value of the Company's cash equivalents, accounts receivable and accounts payable approximate their carrying value as they are close to maturity.

## 11. Related Party Transactions

## Equity Method Investments

The Company, directly or indirectly, holds investments in companies that are accounted for under the equity method. The Company's equity in these entities is presented at cost plus its accumulated proportional share of income or loss, less any distributions it has received.

The following table presents the Company's investment balance in each of its equity method investees by entity:

| (in thousands)                     | June 30, 2017 | December 31, 2016 | June 30, 2016 |
|------------------------------------|---------------|-------------------|---------------|
| The Andersons Albion Ethanol LLC   | \$40,829      | \$ 38,972         | \$34,133      |
| The Andersons Clymers Ethanol LLC  | 19,903        | 19,739            | 30,088        |
| The Andersons Marathon Ethanol LLC | 14,045        | 22,069            | 31,158        |
| Lansing Trade Group, LLC           | 89,235        | 89,050            | 90,884        |
| Thompsons Limited (a)              | 49,252        | 46,184            | 47,948        |
| Other                              | 2,530         | 917               | 4,267         |
| Total                              | \$215,794     | \$ 216,931        | \$238,478     |

(a) Thompsons Limited and related U.S. operating company held by joint ventures

On January 1, 2017, The Andersons Ethanol Investment LLC ("TAEI") was merged with and into The Andersons Marathon Ethanol LLC ("TAME"). The Company had owned (66%) of TAEI, which, in turn, had owned 50% of TAME. Pursuant to the merger, the Company's ownership units in TAEI were canceled and converted into ownership units in TAME. As a result, the Company now directly owns 33% of the outstanding ownership units of TAME. Prior to this transaction, the noncontrolling interest in TAEI was attributed 33% of the gains and losses of TAME recorded by the Company in its equity in earnings of affiliates.

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The following table summarizes income (loss) earned from the Company's equity method investments by entity:

| (in thousands)                     | % Ownership at June 30, 2017 | Three months ended June 30, |          | Six months ended June 30, |           |
|------------------------------------|------------------------------|-----------------------------|----------|---------------------------|-----------|
|                                    |                              | 2017                        | 2016     | 2017                      | 2016      |
| The Andersons Albion Ethanol LLC   | 55%                          | \$2,135                     | \$1,650  | \$1,858                   | \$1,328   |
| The Andersons Clymers Ethanol LLC  | 39%                          | 569                         | 1,889    | 776                       | 810       |
| The Andersons Marathon Ethanol LLC | 33%                          | 779                         | 1,712    | 316                       | (97 )     |
| Lansing Trade Group, LLC           | 33% (a)                      | 896                         | (5,333 ) | 185                       | (8,101 )  |
| Thompsons Limited (b)              | 50%                          | 2,081                       | 2,426    | 1,486                     | 1,427     |
| Other                              | 5% - 50%                     | (75 )                       | —        | (114 )                    | —         |
| Total                              |                              | \$6,385                     | \$2,344  | \$4,507                   | \$(4,633) |

(a) This does not consider restricted management units which once vested will reduce the ownership percentage by approximately 0.6%

(b) Thompsons Limited and related U.S. operating company held by joint ventures

Total distributions received from unconsolidated affiliates were \$0.6 million and \$2.7 million for the six months ended June 30, 2017 and June 30, 2016, respectively.

In the second quarter of 2016, The Andersons Albion Ethanol LLC, The Andersons Clymers Ethanol LLC, The Andersons Marathon Ethanol LLC, Lansing Trade Group, and Thompsons Limited qualified as significant equity investees of the Company under the income test. The following table presents combined summarized unaudited financial information of these investments for the three and six months ended June 30, 2017 and 2016:

| (in thousands)                              | Three months ended |               | Six months ended June |             |
|---|--------------------|---------------|-----------------------|-------------|
|   | June 30, 2017      | June 30, 2016 | 30, 2017              | 30, 2016    |
| Revenues                                    | \$1,380,361        | \$1,340,809   | \$3,002,406           | \$3,029,680 |
| Gross profit                                | 58,812             | 52,204        | 97,728                | 77,782      |
| Income from continuing operations           | 16,328             | 556           | 11,518                | (17,568 )   |
| Net income (loss)                           | 13,421             | (2,051 )      | 7,248                 | (20,164 )   |
| Net income (loss) attributable to companies | 13,714             | (1,410 )      | 7,972                 | (19,122 )   |

**Investment in Debt Securities**

The Company previously owned 100% of the cumulative convertible preferred shares of Iowa Northern Railway Company ("IANR"), which operates a short-line railroad in Iowa. In the first quarter of 2016, these shares were redeemed and the Company no longer has an ownership stake in this entity. See Footnote 10 for additional information on the effects of this transaction.



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## Related Party Transactions

In the ordinary course of business, the Company will enter into related party transactions with each of the investments described above, along with other related parties. The following table sets forth the related party transactions entered into for the time periods presented:

| (in thousands)                       | Three months ended |           | Six months ended |           |
|--------------------------------------|--------------------|-----------|------------------|-----------|
|                                      | June 30,           | June 30,  | June 30,         | June 30,  |
|                                      | 2017               | 2016      | 2017             | 2016      |
| Sales revenues                       | \$241,896          | \$176,865 | \$439,964        | \$371,702 |
| Service fee revenues (a)             | 9,410              | 9,490     | 14,036           | 14,126    |
| Purchases of product                 | 167,904            | 116,556   | 302,411          | 218,509   |
| Lease income (b)                     | 1,422              | 1,994     | 2,709            | 3,861     |
| Labor and benefits reimbursement (c) | 6,863              | 6,841     | 10,553           | 10,738    |
| Other expenses (d)                   | —                  | —         | —                | 149       |

(a) Service fee revenues include management fees, corn origination fees, ethanol and distillers dried grains (DDG) marketing fees, and other commissions.

(b) Lease income includes the lease of the Company's Albion, Michigan and Clymers, Indiana grain facilities as well as certain railcars to the various ethanol LLCs and IANR.

(c) The Company provides all operational labor to the unconsolidated ethanol LLCs and charges them an amount equal to the Company's costs of the related services.

(d) Other expenses include payments to IANR for repair facility rent and use of their railroad reporting mark, payment to LTG for the lease of railcars and other various expenses.

| (in thousands)          | June 30, December 31, June 30, |          |          |
|-------------------------|--------------------------------|----------|----------|
|                         | 2017                           | 2016     | 2016     |
| Accounts receivable (e) | \$25,673                       | \$26,254 | \$20,685 |
| Accounts payable (f)    | 25,590                         | 23,961   | 10,022   |

(e) Accounts receivable represents amounts due from related parties for sales of corn, leasing revenue and service fees.

(f) Accounts payable represents amounts due to related parties for purchases of ethanol and other various items.

For the three months ended June 30, 2017 and 2016, revenues recognized for the sale of ethanol that the Company purchased from the unconsolidated ethanol LLCs were \$161.3 million and \$111.3 million, respectively. Additionally, for the six months ended June 30, 2017 and 2016, revenues recognized for the sale of ethanol that the Company purchased from the unconsolidated ethanol LLCs were \$284.5 million and \$198.9 million, respectively.

For the three months ended June 30, 2017 and 2016, revenues recognized for the sale of corn to the unconsolidated ethanol LLCs were \$125.5 million and \$105.6 million, respectively. For the six months ended June 30, 2017 and 2016, revenues recognized for the sale of corn to the unconsolidated ethanol LLCs were \$243.0 million and \$224.1 million, respectively.

From time to time, the Company enters into derivative contracts with certain of its related parties, including the unconsolidated ethanol LLCs, LTG, and the Thompsons Limited joint ventures, for the purchase and sale of grain and ethanol, for similar price risk mitigation purposes and on similar terms as the purchase and sale of derivative contracts it enters into with unrelated parties. The fair value of derivative contract assets with related parties as of June 30, 2017, December 31, 2016 and June 30, 2016 was \$0.6 million, \$4.1 million and \$5.2 million, respectively. The fair value of derivative contract liabilities with related parties as of June 30, 2017, December 31, 2016 and June 30, 2016 was \$0.7 million, \$0.1 million and \$1.0 million, respectively.

## 12. Segment Information

The Company's operations include five reportable business segments that are distinguished primarily on the basis of products and services offered. The Grain business includes grain merchandising, the operation of terminal grain elevator facilities and the investments in LTG and Thompsons Limited. The Ethanol business purchases and sells ethanol and also manages the ethanol production facilities organized as limited liability companies, one is consolidated and three are investments accounted for under the equity method. The Company performs services under various contracts for these investments. Rail operations include the leasing, marketing and fleet management of railcars and other assets, railcar repair and metal fabrication. The Plant Nutrient business manufactures and distributes agricultural inputs, primarily fertilizer, to dealers and farmers, along with turf care and corncob-based products. The Retail business operates large retail stores, a distribution center, and a lawn and garden

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equipment sales and service facility. The Retail business closed during the second quarter of 2017, and liquidation efforts are substantially complete. Included in "Other" are the corporate level costs not attributed to an operating segment.

The segment information below includes the allocation of expenses shared by one or more operating segments. Although management believes such allocations are reasonable, the operating information does not necessarily reflect how such data might appear if the segments were operated as separate businesses. Inter-segment sales are made at prices comparable to normal, unaffiliated customer sales. The Company does not have any customers who represent 10 percent or more of total revenues.

| (in thousands)                   | Three months ended |             | Six months ended June |             |
|----------------------------------|--------------------|-------------|-----------------------|-------------|
|                                  | June 30,           |             | 30,                   |             |
|                                  | 2017               | 2016        | 2017                  | 2016        |
| Revenues from external customers |                    |             |                       |             |
| Grain                            | \$488,447          | \$522,989   | \$966,975             | \$1,061,803 |
| Ethanol                          | 187,831            | 142,520     | 341,984               | 257,213     |
| Plant Nutrient                   | 264,736            | 320,036     | 411,323               | 487,027     |
| Rail                             | 38,149             | 40,342      | 78,539                | 79,951      |
| Retail                           | 14,499             | 38,357      | 46,857                | 66,129      |
| Total                            | \$993,662          | \$1,064,244 | \$1,845,678           | \$1,952,123 |

| (in thousands)      | Three months ended June 30, |       | Six months ended June 30, |         |
|---------------------|-----------------------------|-------|---------------------------|---------|
|                     | 2017                        | 2016  | 2017                      | 2016    |
| Inter-segment sales |                             |       |                           |         |
| Grain               | \$141                       | \$174 | \$207                     | \$1,625 |
| Plant Nutrient      | 70                          | 114   | 241                       | 361     |
| Rail                | 275                         | 355   | 566                       | 734     |
| Total               | \$486                       | \$643 | \$1,014                   | \$2,720 |

| (in thousands)                    | Three months ended |            | Six months ended |            |
|-----------------------------------|--------------------|------------|------------------|------------|
|                                   | June 30,           |            | June 30,         |            |
|                                   | 2017               | 2016       | 2017             | 2016       |
| Income (loss) before income taxes |                    |            |                  |            |
| Grain                             | \$6,929            | \$(13,037) | \$1,856          | \$(30,442) |
| Ethanol                           | 4,660              | 6,187      | 6,376            | 3,507      |
| Plant Nutrient                    | (25,825)           | 23,535     | (19,154)         | 25,239     |
| Rail                              | 5,860              | 6,569      | 11,938           | 15,944     |
| Retail                            | (6,718)            | 1,010      | (13,564)         | (1,066)    |
| Other                             | (3,907)            | (2,173)    | (12,077)         | (13,073)   |
| Noncontrolling interests          | (64)               | 1,018      | (10)             | 92         |
| Total                             | \$(19,065)         | \$23,109   | \$(24,635)       | \$201      |

| (in thousands)      | June 30,  | December 31, | June 30,  |
|---------------------|-----------|--------------|-----------|
|                     | 2017      | 2016         | 2016      |
| Identifiable assets |           |              |           |
| Grain               | \$783,316 | \$961,114    | \$879,055 |
| Ethanol             | 170,730   | 171,115      | 192,470   |
| Plant Nutrient      | 351,871   | 484,455      | 448,225   |
| Rail                | 448,417   | 398,446      | 388,456   |
| Retail              | 11,830    | 31,257       | 43,878    |
| Other               | 145,261   | 186,462      | 155,331   |

|       |             |              |             |
|-------|-------------|--------------|-------------|
| Total | \$1,911,425 | \$ 2,232,849 | \$2,107,415 |
|-------|-------------|--------------|-------------|

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13. Commitments and Contingencies

The Company is party to litigation, or threats thereof, both as defendant and plaintiff with some regularity, although individual cases that are material in size occur infrequently. As a defendant, the Company establishes reserves for claimed amounts that are considered probable and capable of estimation. If those cases are resolved for lesser amounts, the excess reserves are taken into income and, conversely, if those cases are resolved for larger than the amount the Company has accrued, the Company records additional expense. The Company believes it is unlikely that the results of its current legal proceedings for which it is the defendant, even if unfavorable, will be material. As a plaintiff, amounts that are collected can also result in sudden, non-recurring income.

Litigation results depend upon a variety of factors, including the availability of evidence, the credibility of witnesses, the performance of counsel, the state of the law, and the impressions of judges and jurors, any of which can be critical in importance, yet difficult, if not impossible, to predict. Consequently, cases currently pending, or future matters, may result in unexpected, and non-recurring losses, or income, from time to time. Finally, litigation results are often subject to judicial reconsideration, appeal and further negotiation by the parties, and as a result, the final impact of a particular judicial decision may be unknown for some time, or may result in continued reserves to account for the potential of such post-verdict actions.

The estimated range of loss for all outstanding claims that are considered reasonably possible is not material.

**Build-to-Suit Lease**

In August, 2015, the Company entered into a lease agreement with an initial term of 15 years for a build-to-suit facility to be used as the new corporate headquarters which was completed in the third quarter of 2016. Since the Company is deemed to be the owner of this facility for accounting purposes during the construction period, it has recognized an asset and a corresponding financing obligation.

The Company has recorded a build-to-suit financing obligation in other long-term liabilities of \$23.9 million, \$14.0 million, and \$13.0 million at June 30, 2017, December 31, 2016, and June 30, 2016, respectively. The Company has recorded a build-to-suit financing obligation in other current liabilities of \$0.8 million, \$0.9 million, and \$1.5 million at June 30, 2017, December 31, 2016, and June 30, 2016, respectively.

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## 14. Supplemental Cash Flow Information

Certain supplemental cash flow information, including noncash investing and financing activities for the six months ended June 30, 2017 and 2016 are as follows:

| (in thousands)  | Six months<br>ended June 30, |         |
|---|------------------------------|---------|
|   | 2017                         | 2016    |
| Supplemental disclosure of cash flow information                                      |                              |         |
| Interest paid   | \$12,430                     | \$9,567 |
| Noncash investing and financing activity  |                              |         |
| Capital projects incurred but not yet paid  | \$3,695                      | \$9,653 |
| Investment merger (decreasing equity method investments and non-controlling interest) | 8,360                        | —       |
| Outstanding receivable for sale of assets   | 4,356                        | —       |
| Dividends declared not yet paid   | 4,501                        | 4,341   |

## 15. Sale of Assets

On March 31, 2017 the Company sold four farm center locations in Florida for \$17.4 million and recorded a \$4.7 million gain, net of transaction costs in Other income, net. The sale price included a working capital adjustment of \$3.6 million.

On May 2, 2016 the Company sold eight grain and agronomy locations in Iowa for \$54.3 million and recorded a nominal gain.

## 16. Exit Costs and Assets Held for Sale

The Retail business closed during the second quarter of 2017, and liquidation efforts are substantially complete as of June 30, 2017. The Company recorded \$3.5 million of exit charges during the second quarter of 2017 for a total of \$11.3 million of exit charges recorded during the first six months of 2017. As a result of the closure, the Company also classified \$10.0 million of Property, plant and equipment, net as Assets held for sale on the Condensed Consolidated Balance Sheet.

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## 17. Goodwill and Other Intangible Assets

As previously reported, the Company had monitored the performance of its wholesale nutrient business, within the Plant Nutrient segment, throughout 2016. During the third quarter of 2016, the Company reported that the wholesale business was under pressure due to an uncertain outlook for future crop prices and decreased domestic demand for fertilizer. The Company performed its annual goodwill impairment analysis during the fourth quarter of 2016, which resulted in an excess of fair value over carrying value of 8% for the wholesale nutrient reporting unit. During the first quarter of 2017, the Company's assessment of the business did not indicate the presence of any goodwill impairment triggering events.

During the second quarter of 2017, the Company identified certain factors that we considered important in assessing the requirement to perform an interim impairment evaluation for the wholesale nutrient reporting unit. First, current year actual results were significantly below historical and expected operating results. Second, the nutrient industry's future outlook continued to reflect depressed margins and minimal growth, driven by an oversupply of base nutrients, low crop prices and low farmer income. After considering these items, the Company determined that an interim goodwill impairment assessment was required, as well as an impairment assessment for our definite-lived intangible and other long-lived assets. No impairment was recognized for definite-lived intangibles and other long-lived assets. Upon early adoption of ASU No. 2017-04, the Company now uses a one-step quantitative approach that compares the business enterprise value ("BEV") of each reporting unit with its carrying value. The BEV was computed based on both an income approach (discounted cash flows) and a market approach. The income approach uses a reporting unit's estimated future cash flows, discounted at the weighted average cost of capital of a hypothetical third-party buyer. The market approach estimates fair value by applying cash flow multiples to the reporting unit's operating performance. The multiples are derived from comparable publicly traded companies with similar operating and investment characteristics to the reporting unit. Any excess of the carrying value of the goodwill over the BEV will be recorded as an impairment loss. The calculation of the BEV is based on significant unobservable inputs, such as price trends, customer demand, material costs and discount rates, and are classified as Level 3 in the fair value hierarchy. The discounted cash flow model used for the income approach assumed discrete period revenue growth through 2021 that was reflective of market opportunities, changes in product mix, and cyclical trends within the wholesale nutrient business. In the terminal year, the Company assumed a long-term earnings growth rate of 2.0 percent that is believed to be appropriate given the current industry-specific expectations. As of the valuation date, the Company utilized a weighted-average cost of capital of 10.1 percent, which reflects the relative risk and time value of money. The testing resulted in a \$42.0 million impairment charge for goodwill associated with the Wholesale reporting unit. With the estimated fair value of the reporting unit now equaling its carrying value as of June 30, 2017, the Wholesale reporting unit has a risk of future impairment to the remaining goodwill balance of \$17.8 million. A deterioration in operating performance significantly below current expectations, including changes in projected future revenue, profitability and cash flow, as well as higher working capital, interest rates, or cost of capital, could have a negative effect on the fair value of the reporting unit. It is also possible the Company's performance meets current expectations but is still unable overcome the general trends in the business and/or macro-economic factors in the time frame forecast, which could impact the long-term discount rate values used in estimating fair value, causing the estimated fair value of the reporting unit to fall below its carrying value. This would result in recording another impairment to the goodwill of the wholesale business.

The changes in the carrying amount of goodwill by reportable segment for the six months ended June 30, 2017 are as follows:

| (in thousands)                | Grain   | Plant<br>Nutrient | Rail    | Total     |
|-------------------------------|---------|-------------------|---------|-----------|
| Balance as of January 1, 2017 | \$—     | \$59,767          | \$4,167 | \$63,934  |
| Acquisitions                  | 1,171   | —                 | —       | 1,171     |
| Impairments                   | —       | (42,000 )         | —       | (42,000 ) |
| Balance as of June 30, 2017   | \$1,171 | \$17,767          | \$4,167 | \$23,105  |





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

Forward Looking Statements

The following "Management's Discussion and Analysis of Financial Condition and Results of Operations" contains forward-looking statements which relate to future events or future financial performance and involve known and unknown risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by these forward-looking statements. The reader is urged to carefully consider these risks and others, including those risk factors listed under Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2016 ("2016 Form 10-K"). In some cases, you can identify forward-looking statements by terminology such as "may," "anticipates," "believes," "estimates," "predicts," or the negative of these terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially. These forward-looking statements relate only to events as of the date on which the statements are made and the Company undertakes no obligation, other than any imposed by law, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

Critical Accounting Policies and Estimates

Our critical accounting policies and critical accounting estimates, as described in our 2016 Form 10-K, have not materially changed through the second quarter of 2017.

Executive Overview

Our operations are organized, managed and classified into five reportable business segments: Grain, Ethanol, Plant Nutrient, Rail, and Retail. Each of these segments is based on the nature of products and services offered.

The agricultural commodity-based business is one in which changes in selling prices generally move in relationship to changes in purchase prices. Therefore, increases or decreases in prices of the agricultural commodities that the business deals in will have a relatively equal impact on sales and cost of sales and a much less significant impact on gross profit. As a result, changes in sales between periods may not necessarily be indicative of the overall performance of the business and more focus should be placed on changes in gross profit.

Grain Group

The Grain Group's performance in the second quarter reflects significant improvement over the prior year, especially due to higher space income. The Group was able to purchase grain at more typical prices during the 2016 harvest and the market continued to reward the Group with basis appreciation in corn, beans and wheat. LTG also saw significant improvements over the prior year.

Grain inventories on hand at June 30, 2017 were 78.0 million bushels, of which 0.8 million bushels were stored for others. This compares to 75.7 million bushels on hand at June 30, 2016, of which 4.0 million bushels were stored for others. Total grain storage capacity was flat with approximately 153 million bushels at both June 30, 2017 and June 30, 2016.

Wheat harvest is complete in our southern footprint and underway in our remaining locations. Harvest results to date appear positive and we expect continued opportunities for space income on our wheat position. Corn and beans were planted through variable weather conditions across our footprint during the quarter, which could result in varied qualities and an opportunity for blending income during harvest. During the quarter, the Group also completed an acquisition of a small specialty grain handling and milling business that further expands our food ingredient capabilities.

Ethanol Group

The Ethanol Group's second quarter results reflect lower ethanol margins from record levels of industry production and stocks during the quarter. While DDG margins have improved from the prior quarter, elevated levels of vomitoxin in eastern draw areas have continued to negatively impact margins. The weak ethanol and DDG margins were partially offset by high ethanol export demand and strong E-85 and corn oil sales.



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Ethanol volumes shipped for the three and six months ended June 30, 2017 and 2016 were as follows:

| (in thousands)            | Three months   |        | Six months     |         |
|---------------------------|----------------|--------|----------------|---------|
|                           | ended June 30, |        | ended June 30, |         |
|                           | 2017           | 2016   | 2017           | 2016    |
| Ethanol (gallons shipped) | 109,504        | 75,463 | 198,927        | 149,246 |
| E-85 (gallons shipped)    | 10,646         | 9,093  | 19,903         | 15,413  |
| Corn Oil (pounds shipped) | 4,078          | 3,668  | 8,338          | 7,282   |
| DDG (tons shipped) *      | 37             | 40     | 79             | 80      |

\* DDG tons shipped converts wet tons to a dry ton equivalent amount

The above table shows only shipped volumes that flow through the Company's sales revenues. Total ethanol, corn oil and DDG production by the unconsolidated LLCs is higher. However, the portion of that volume that is sold directly to their customers is excluded here.

**Plant Nutrient Group**

The Plant Nutrient Group's second quarter results reflect a continued depressed nutrient market. An oversupply of base nutrients in the market has put pressure on prices, which has put pressure on overall margins. Volumes have also declined compared to the prior year as we lost a key portion of our application window due to inclement weather, as well as lower crop prices that continue to keep farm income low, preventing investment in high margin nutrients that yield better results. We expect this trend to continue during the year.

Storage capacity at our wholesale nutrient and farm center facilities, including leased storage, was approximately 486 thousand tons for dry nutrients and approximately 527 thousand tons for liquid nutrients at June 30, 2017 and approximately 497 thousand tons for dry nutrients and approximately 550 thousand tons for liquid nutrients at June 30, 2016. The decrease in our storage capacity is a result of the sales of Florida farm center assets in the first quarter of 2017.

Tons of product shipped (including sales and service tons) for the three and six months ended June 30, 2017 and 2016 were as follows:

| (in thousands)   | Three months   |      | Six months     |       |
|--|----------------|------|----------------|-------|
|  | ended June 30, |      | ended June 30, |       |
|  | 2017           | 2016 | 2017           | 2016  |
| Wholesale Nutrients - Base nitrogen, phosphorus, potassium | 545            | 549  | 735            | 761   |
| Wholesale Nutrients - Value added products                 | 173            | 208  | 303            | 327   |
| Other (includes Farm Centers, Turf, and Cob)               | 147            | 185  | 276            | 314   |
| Total tons   | 865            | 942  | 1,314          | 1,402 |

**Rail Group**

The Rail Group saw a decline in average utilization rates from 88.6 percent in the second quarter of 2016 to 84.4 percent in the second quarter of 2017. Average lease rates remained relatively flat. Rail Group assets under management (owned, leased or managed for financial institutions in non-recourse arrangements) at June 30, 2017 were 23,649 compared to 23,220 at June 30, 2016.

Utilization rates are recovering at a modest rate, however, lease rates are still under pressure from an over-supplied car market. We expect utilization to continue to rebound and lease rates to hold steady through the end of the year, with increased harvest demand in the fourth quarter.

The Group purchased 774 cars with leases attached in the quarter and continues to focus on strategically growing the rail fleet, as well as look for opportunities to open new repair facilities.

**Retail Group**

The Retail Group closed its remaining stores and substantially completed its liquidation efforts during the second quarter. We have closed on the sale of one of the properties in July, recording a nominal gain.

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## Other

Our "Other" activities include corporate costs and functions that provide support and services to the operating segments. The results include expenses and benefits not allocated to the operating segments, including a portion of our ERP project.

## Operating Results

The following discussion focuses on the operating results as shown in the Condensed Consolidated Statements of Operations with a separate discussion by segment. Additional segment information is included in the Notes to the Condensed Consolidated Financial Statements herein in Note 12. Segment Information.

| (in thousands)  | Three months ended |             | Six months ended June |             |
|---|--------------------|-------------|-----------------------|-------------|
|   | June 30,           |             | 30,                   |             |
|   | 2017               | 2016        | 2017                  | 2016        |
| Sales and merchandising revenues                                      | \$993,662          | \$1,064,244 | \$1,845,678           | \$1,952,123 |
| Cost of sales and merchandising revenues                              | 905,828            | 967,202     | 1,681,386             | 1,787,326   |
| Gross profit  | 87,834             | 97,042      | 164,292               | 164,797     |
| Operating, administrative and general expenses                        | 69,928             | 75,405      | 151,875               | 155,286     |
| Goodwill impairment   | 42,000             | —           | 42,000                | —           |
| Interest expense (income)   | 5,988              | 6,554       | 12,088                | 13,605      |
| Equity in earnings (losses) of affiliates, net                        | 6,385              | 2,344       | 4,507                 | (4,633 )    |
| Other income (expense), net   | 4,632              | 5,682       | 12,529                | 8,928       |
| Income (loss) before income taxes                                     | (19,065 )          | 23,109      | (24,635 )             | 201         |
| Income (loss) attributable to noncontrolling interests                | (64 )              | 1,018       | (10 )                 | 92          |
| Income (loss) before income taxes attributable to The Andersons, Inc. | \$(19,001 )        | \$22,091    | \$(24,625 )           | \$109       |

Comparison of the three months ended June 30, 2017 with the three months ended June 30, 2016:

## Grain Group

| (in thousands)                                 | Three months ended |             |
|--|--------------------|-------------|
|  | June 30,           |             |
|  | 2017               | 2016        |
| Sales and merchandising revenues               | \$488,447          | \$522,989   |
| Cost of sales and merchandising revenues       | 458,000            | 505,438     |
| Gross profit                                   | 30,447             | 17,551      |
| Operating, administrative and general expenses | 25,955             | 27,362      |
| Interest expense (income)                      | 2,327              | 2,961       |
| Equity in earnings (losses) of affiliates, net | 2,903              | (2,907 )    |
| Other income (expense), net                    | 1,861              | 2,642       |
| Income (loss) before income taxes              | \$6,929            | \$(13,037 ) |

Operating results for the Grain Group have improved by \$20.0 million compared to the results of the same period last year. Sales and merchandising revenues decreased \$34.5 million due to a 33% decrease in bushel sales as bushels are being strategically held for sale in the second half of the year due to strong space income opportunities in the market. Additionally, bushels received are down 27% compared to the same period in 2016 which is also a partial driver in the decline in sales. The decrease in volume was more than offset by a decrease in cost of sales and merchandising revenues of \$47.4 million for a net favorable gross profit impact of \$12.9 million. The gross profit increase was driven by \$15.6 million increase in space income relating to corn, beans, and wheat as the value of storage capacity has significantly improved compared to the same period in 2016.

Equity in earnings of affiliates improved \$5.8 million due to improved operating results of Lansing Trade Group ("LTG") who also continues to recover from under performance in its core markets in the second quarter of 2016.



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## Ethanol Group

| (in thousands)  | Three months ended |           |
|---|--------------------|-----------|
|   | June 30,           |           |
|   | 2017               | 2016      |
| Sales and merchandising revenues                                      | \$187,831          | \$142,520 |
| Cost of sales and merchandising revenues                              | 184,511            | 137,950   |
| Gross profit  | 3,320              | 4,570     |
| Operating, administrative and general expenses                        | 2,243              | 2,607     |
| Interest expense (income)   | (22                | ) 12      |
| Equity in earnings (losses) of affiliates, net                        | 3,482              | 5,251     |
| Other income (expense), net   | 15                 | 3         |
| Income (loss) before income taxes                                     | 4,596              | 7,205     |
| Income (loss) attributable to noncontrolling interests                | (64                | ) 1,018   |
| Income (loss) before income taxes attributable to The Andersons, Inc. | \$4,660            | \$6,187   |

Operating results for the Ethanol Group decreased \$1.5 million from the same period last year. Sales and merchandising revenues increased \$45.3 million compared to the results of the same period last year. This was driven by the Albion expansion which led to record ethanol production. Cost of sales and merchandising revenues increased at a similar rate. The \$1.3 million decrease in gross profit is driven by low margins due to record levels of industry production and stock.

Equity in earnings of affiliates decreased \$1.8 million compared to the same period in 2016 due to declining results from the unconsolidated ethanol LLCs. This was primarily driven by ethanol margins as noted above as well as continued lower DDG margins as a result of localized elevated vomitoxin levels in eastern draw areas.

## Plant Nutrient Group

| (in thousands)                                 | Three months ended |           |
|--|--------------------|-----------|
|  | June 30,           |           |
|  | 2017               | 2016      |
| Sales and merchandising revenues               | \$264,736          | \$320,036 |
| Cost of sales and merchandising revenues       | 224,802            | 270,459   |
| Gross profit                                   | 39,934             | 49,577    |
| Operating, administrative and general expenses | 22,580             | 25,186    |
| Goodwill impairment                            | 42,000             | —         |
| Interest expense (income)                      | 1,815              | 2,078     |
| Other income (expense), net                    | 636                | 1,222     |
| Income (loss) before income taxes              | \$(25,825)         | \$23,535  |

Operating results for the Plant Nutrient Group declined \$49.4 million over the same period in the prior year. Sales and merchandising revenues decreased \$55.3 million and cost of sales and merchandising revenues have decreased \$45.7 million. The decrease in sales and merchandising revenues is driven by a 30% decrease in farm centers volume due to the sale of farm center locations in Florida. Additionally, wholesale volume was down 5% due to lower movement base nutrients and value added products. Gross profit for the Plant Nutrient Group decreased \$9.6 million from the same period last year. Margins remain tight due to margin compression in the wholesale and farm center businesses due to lower base nutrient prices, lower farm income, and resulting lower demand.

Operating, administrative and general expenses decreased \$2.6 million due to \$1.0 million of labor and benefit reductions relating to the sale of farm center locations in Florida and lower incentive compensation expense. Smaller reductions were also realized in a number of other categories as part of our overall cost control efforts. The Group also recognized a goodwill impairment charge of \$42.0 million after experiencing several periods of compressed margins

and lower sales volumes, as well as anticipated unfavorable operating conditions in the nutrient market for some time.



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## Rail Group

| (in thousands)                                 | Three months<br>ended June 30, |          |
|--|--------------------------------|----------|
|  | 2017                           | 2016     |
| Sales and merchandising revenues               | \$38,149                       | \$40,342 |
| Cost of sales and merchandising revenues       | 25,450                         | 26,740   |
| Gross profit                                   | 12,699                         | 13,602   |
| Operating, administrative and general expenses | 5,395                          | 4,997    |
| Interest expense (income)                      | 1,936                          | 2,221    |
| Other income (expense), net                    | 492                            | 185      |
| Income (loss) before income taxes              | \$5,860                        | \$6,569  |

Operating results declined \$0.7 million from the same period last year. Sales and merchandising revenues decreased \$2.2 million. Revenue from car sales decreased \$1.9 million due to fewer car sales and leasing revenues decreased \$1.4 million due to lower utilization rates compared to the prior year. These decreases were partially offset by increased repair and other revenues as the repair shops continue to produce strong results. Cost of sales and merchandising revenues decreased \$1.3 million primarily due to lower car sales. Gross profit decreased \$0.9 million compared to last year. This decrease was driven by \$0.9 million from fewer car sales and \$1.0 million from weaker utilization and offset by \$1.0 million of increased repair and other gross profit from greater efficiencies in the repair shops.

## Retail Group

| (in thousands)                                 | Three months<br>ended June 30, |          |
|--|--------------------------------|----------|
|  | 2017                           | 2016     |
| Sales and merchandising revenues               | \$14,499                       | \$38,357 |
| Cost of sales and merchandising revenues       | 13,065                         | 26,615   |
| Gross profit                                   | 1,434                          | 11,742   |
| Operating, administrative and general expenses | 9,373                          | 10,666   |
| Interest expense (income)                      | 82                             | 157      |
| Other income (expense), net                    | 1,303                          | 91       |
| Income (loss) before income taxes              | \$(6,718 )                     | \$1,010  |

Operating results for the Retail Group declined \$7.7 million from the same period last year. Sales and merchandising revenues decreased \$23.9 million and cost of sales and merchandising revenues decreased \$13.6 million leading to a decrease in gross profit of \$10.3 million. These decreases reflect partial operations during the quarter due to the closure of the retail business during the second quarter of 2017. Additionally, inventory was marked down for liquidation causing a decrease in margins.

While operating, administrative and general expenses decreased by \$1.3 million, the group incurred exit charges of \$3.5 million in 2017, most of which was severance. The remaining operating, administrative and general expenses decrease was due to the group being operational for only a portion of the quarter. The increase in other income is due to a \$1.2 million gain on the sale of fixtures.

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## Other

| (in thousands)                                 | Three months<br>ended June 30, |           |
|--|--------------------------------|-----------|
|  | 2017                           | 2016      |
| Sales and merchandising revenues               | \$—                            | \$—       |
| Cost of sales and merchandising revenues       | —                              | —         |
| Gross profit                                   | —                              | —         |
| Operating, administrative and general expenses | 4,382                          | 4,587     |
| Interest expense (income)                      | (150 )                         | (875 )    |
| Other income (expense), net                    | 325                            | 1,539     |
| Income (loss) before income taxes              | \$(3,907)                      | \$(2,173) |

The other operating loss not allocated to business segments increased \$1.7 million compared to the same period in the prior year. Other income decreased by \$1.2 million as a result of \$1.3 million gain on final settlement of our pension plan in 2016.

## Income Taxes

In the second quarter of 2017, income tax expense of \$7.7 million was provided at (40.1)%. In the second quarter of 2016, income tax expense of \$7.7 million was provided at 33.2%. The lower 2017 effective tax rate relative to the loss before income taxes is primarily due to a \$42.0 million goodwill impairment charge which did not provide a corresponding tax benefit.

The Company anticipates that its 2017 annual effective tax rate will be 99.2%. The Company's actual 2016 effective tax rate was 32.3%. The higher tax rate in 2017 is primarily due to a \$42 million goodwill impairment charge which did not provide a corresponding tax benefit.

Comparison of the six months ended June 30, 2017 with the six months ended June 30, 2016:

## Grain Group

| (in thousands)  | Six months ended June<br>30, |             |
|---|------------------------------|-------------|
|   | 2017                         | 2016        |
| Sales and merchandising revenues                                      | \$966,975                    | \$1,061,803 |
| Cost of sales and merchandising revenues                              | 912,879                      | 1,028,052   |
| Gross profit  | 54,096                       | 33,751      |
| Operating, administrative and general expenses                        | 51,282                       | 55,384      |
| Interest expense (income)   | 5,023                        | 5,448       |
| Equity in earnings (losses) of affiliates, net                        | 1,558                        | (6,674 )    |
| Other income (expense), net   | 2,507                        | 3,310       |
| Income (loss) before income taxes                                     | 1,856                        | (30,445 )   |
| Income (loss) attributable to noncontrolling interests                | —                            | (3 )        |
| Income (loss) before income taxes attributable to The Andersons, Inc. | \$1,856                      | \$(30,442 ) |

Operating results for the Grain Group have improved by \$32.3 million compared to the results of the same period last year. Sales and merchandising revenues decreased \$94.8 million due to a 21% decrease in bushels sold as bushels are being strategically held for sale in the second half of the year due to strong carry in the market. Additionally, direct ship bushels are down 21% as the group continues to focus on the most profitable markets to increase margins. This decrease was more than offset by a decrease of cost of sales and merchandising revenues for a net favorable gross profit impact of \$20.3 million. The gross profit increase was driven by a \$24.5 million increase in space income relating to corn, beans, and wheat as the value of storage capacity has significantly improved compared to the same period in 2016.

Operating, administrative and general expenses decreased by \$4.1 million compared to the same period in 2016 due to a \$3.5 million decrease in expenses relating to the Iowa divestiture and a \$2.2 million decrease in labor and benefit costs as a result of productivity efforts.

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Equity in losses of affiliates improved \$8.2 million due to improved operating results of LTG who also continues to recover from under performance in its core markets in 2016.

## Ethanol Group

| (in thousands)  | Six months ended |           |
|---|------------------|-----------|
|   | June 30,         |           |
|   | 2017             | 2016      |
| Sales and merchandising revenues                                      | \$341,984        | \$257,213 |
| Cost of sales and merchandising revenues                              | 333,124          | 250,307   |
| Gross profit  | 8,860            | 6,906     |
| Operating, administrative and general expenses                        | 5,490            | 5,355     |
| Interest expense (income)   | (25              | ) 23      |
| Equity in earnings (losses) of affiliates, net                        | 2,949            | 2,041     |
| Other income (expense), net   | 22               | 33        |
| Income (loss) before income taxes                                     | 6,366            | 3,602     |
| Income (loss) attributable to noncontrolling interests                | (10              | ) 95      |
| Income (loss) before income taxes attributable to The Andersons, Inc. | \$6,376          | \$3,507   |

Operating results for the Ethanol Group increased \$2.9 million from the same period last year. Sales and merchandising revenues increased \$84.8 million compared to the results of the same period last year. This was driven by the Albion expansion which led to record ethanol production. Cost of sales and merchandising revenues increased at a similar rate. The \$2.0 million increase in gross profit was driven by the Group's ability to enter 2017 with approximately half of its margins hedged.

Equity in earnings of affiliates increased \$0.9 million due to better results from the unconsolidated ethanol LLCs. The facilities' productivity and output remained strong and margins were better, primarily in the first quarter as noted above.

## Plant Nutrient Group

| (in thousands)                                 | Six months ended |           |
|--|------------------|-----------|
|  | June 30,         |           |
|  | 2017             | 2016      |
| Sales and merchandising revenues               | \$411,323        | \$487,027 |
| Cost of sales and merchandising revenues       | 345,581          | 410,761   |
| Gross profit                                   | 65,742           | 76,266    |
| Operating, administrative and general expenses | 45,641           | 49,068    |
| Goodwill impairment                            | 42,000           | —         |
| Interest expense (income)                      | 3,455            | 3,976     |
| Other income (expense), net                    | 6,200            | 2,017     |
| Income (loss) before income taxes              | \$(19,154)       | \$25,239  |

Operating results for the Plant Nutrient Group declined \$44.4 million from the same period in the prior year. Gross profit decreased \$10.5 million from the same period last year. Sales and merchandising revenues decreased \$75.7 million due to a 21% decrease in farm center tons as a result of the sale of our farm center locations in Florida. Additionally, wholesale volume was down 5% due to lower movement base nutrients and value added products. Cost of sales and merchandising revenues decreased \$65.2 million. Margins remain tight due to competitive pressures and margin compression in the wholesale and farm center businesses due to lower base nutrient prices, lower farm income, and resulting lower demand.

Operating, administrative and general expenses decreased \$3.4 million. The largest driver was a \$2.3 million decrease in labor and benefits, much of it relating to the sale of farm center locations in Florida in the first quarter of 2017 and

the sale of the farm center locations in Iowa in the first quarter of 2016. Smaller reductions were also realized in a number of other categories as part of our overall cost control efforts. The Group also recognized a goodwill impairment charge of \$42.0 million after experiencing several periods of compressed margins and lower sales volumes, as well as anticipated unfavorable operating conditions in the nutrient market for some time.

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Other income increased as a result of a \$4.7 million gain on the sale of farm center locations in Florida.

## Rail Group

| (in thousands)                                 | Six months ended |          |
|--|------------------|----------|
|  | June 30,         |          |
|  | 2017             | 2016     |
| Sales and merchandising revenues               | \$78,539         | \$79,951 |
| Cost of sales and merchandising revenues       | 53,532           | 51,789   |
| Gross profit                                   | 25,007           | 28,162   |
| Operating, administrative and general expenses | 10,895           | 9,868    |
| Interest expense (income)                      | 3,745            | 3,912    |
| Other income (expense), net                    | 1,571            | 1,562    |
| Income (loss) before income taxes              | \$11,938         | \$15,944 |

Operating results for the Rail Group declined \$4.0 million from the same period last year. Sales and merchandising revenues decreased \$1.4 million. Leasing revenues decreased \$3.4 million, partially offset by \$2.4 million of increased repair and other revenues. The remaining change related to a slight decrease in car sale revenues. Cost of sales and merchandising revenues increased \$1.7 million compared to the same period last year due to higher storage costs resulting from lower cars in service and increased repair sales, as noted above. Gross profit decreased \$3.2 million compared to last year. This decrease was driven by almost \$5.5 million in our leasing business, offset by a \$1.9 million increase in our repair and other business and slight increases on car sale margins.

## Retail Group

| (in thousands)                                 | Six months ended |           |
|--|------------------|-----------|
|  | June 30,         |           |
|  | 2017             | 2016      |
| Sales and merchandising revenues               | \$46,857         | \$66,129  |
| Cost of sales and merchandising revenues       | 36,270           | 46,417    |
| Gross profit                                   | 10,587           | 19,712    |
| Operating, administrative and general expenses | 25,414           | 20,655    |
| Interest expense (income)                      | 170              | 303       |
| Other income (expense), net                    | 1,433            | 180       |
| Income (loss) before income taxes              | \$(13,564)       | \$(1,066) |

Operating results for the Retail Group declined \$12.5 million from the same period last year. Sales and merchandising revenues decreased \$19.3 million while cost of sales and merchandising revenues decreased \$10.1 million. These decreases are due to lower volumes as a result of the closure of the retail business during the second quarter of 2017. Additionally, inventory was marked down for liquidation causing a significant decrease in margins leading to a \$9.1 million decrease in gross profit.

Operating, administrative and general expenses increased by \$4.8 million, which includes one time exit charges of \$11.3 million, most of which was severance. This decrease was partially offset by the group being operational for only a portion of the year. The increase in other income was due to a \$1.2 million gain on the sale of fixtures.

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## Other

| (in thousands)                                 | Six months ended |            |
|--|------------------|------------|
|  | June 30,         |            |
|  | 2017             | 2016       |
| Sales and merchandising revenues               | \$—              | \$—        |
| Cost of sales and merchandising revenues       | —                | —          |
| Gross profit                                   | —                | —          |
| Operating, administrative and general expenses | 13,153           | 14,956     |
| Interest expense (income)                      | (280 )           | (57 )      |
| Other income (expense), net                    | 796              | 1,826      |
| Income (loss) before income taxes              | \$(12,077)       | \$(13,073) |

The other operating loss not allocated to business segments decreased \$1.0 million compared to the same period in the prior year. Operating, administrative and general expenses decreased \$1.8 million, which is due to severance costs in the prior year that did not occur in 2017. This was partially offset by a \$1.3 million gain on final settlement of our pension plan in Other income in 2016.

## Income Taxes

In 2017, income tax expense of \$5.1 million was provided at (20.8)%. In 2016, income tax expense of \$0.4 million was provided at 189.6%. The lower 2017 effective tax rate relative to the loss before income taxes is primarily due to a \$42.0 million goodwill impairment charge which did not provide a corresponding tax benefit.

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## Liquidity and Capital Resources

## Working Capital

At June 30, 2017, the Company had working capital of \$194.9 million. The following table presents changes in the components of current assets and current liabilities:

| (in thousands)                                 | June 30,<br>2017 | June 30,<br>2016 | Variance   |
|--|------------------|------------------|------------|
| <b>Current Assets:</b>                         |                  |                  |            |
| Cash and cash equivalents                      | \$ 18,934        | \$ 31,383        | \$(12,449) |
| Restricted cash                                | 1,033            | 987              | 46         |
| Accounts receivable, net                       | 186,331          | 212,588          | (26,257 )  |
| Inventories                                    | 463,205          | 486,236          | (23,031 )  |
| Commodity derivative assets – current          | 11,619           | 115,924          | (104,305)  |
| Other current assets                           | 59,873           | 48,754           | 11,119     |
| Assets held for sale                           | 10,028           | —                | 10,028     |
| Total current assets                           | 751,023          | 895,872          | (144,849)  |
| <b>Current Liabilities:</b>                    |                  |                  |            |
| Short-term debt                                | 124,000          | 179,404          | (55,404 )  |
| Trade and other payables                       | 267,194          | 302,413          | (35,219 )  |
| Customer prepayments and deferred revenue      | 15,113           | 18,252           | (3,139 )   |
| Commodity derivative liabilities – current     | 18,104           | 43,183           | (25,079 )  |
| Accrued expenses and other current liabilities | 69,256           | 71,169           | (1,913 )   |
| Current maturities of long-term debt           | 62,482           | 53,720           | 8,762      |
| Total current liabilities                      | 556,149          | 668,141          | (111,992)  |
| Working Capital                                | \$ 194,874       | \$ 227,731       | \$(32,857) |

In comparison to June 30, 2016 current assets decreased significantly. This was primarily due to a decrease in Commodity derivative assets. Current commodity derivative assets and liabilities have decreased which reflects the customer net asset or liability based on the value of forward contracts as compared to market prices at the end of the period as well as a significant decrease in the need for margin deposits compared to the prior year. Accounts receivable, net was also down due to a decrease in Grain receivables as a result of lower sales and shipment activity for the first half of 2017 compared to prior periods. Plant Nutrient Group also contributed to a decrease in accounts receivable as a result of the sale of Florida farm center locations and a decrease in sales. Additionally, inventories are down. Retail inventory is down due to the decision to close the retail stores. Liquidations efforts are substantially complete as of June 30, 2017. Plant Nutrient inventory is also down as a result of carrying fewer tons, including inventory in transit at the end of the period, and as a result of the sale of the Florida locations. These decreases are partially offset by an increase in Grain inventory as bushels are being held for sale in the second half of the year. See discussion below on additional sources and uses of cash for an understanding of the decrease in cash from prior year. Current liabilities were down compared to the prior year due to a decrease in short-term debt, trade and other payables, and commodity derivative liabilities which are mentioned above. Short-term debt decreased as a result of borrowings on the revolver in 2016 that did not occur in 2017. Trade and other payables decreased primarily due to a decrease in Plant Nutrient Group payables due to more timely processing of payments as well as decreased inventory levels and purchases at quarter end.

## Sources and Uses of Cash

## Operating Activities

Our operating activities used cash of \$45.2 million and \$194.4 million in the first six months of 2017 and 2016, respectively. The decrease in cash used year to date is primarily due to a decrease in cash collateral relating to commodity derivatives.

## Investing Activities

Investing activities used cash of \$64.2 million through the first six months of 2017, compared to cash provided of \$14.9 million in the prior year. This change is due to three main factors. Proceeds from sale of facilities and



investments in affiliates decreased by \$40.5 million. Proceeds in 2016 were higher as a result of a \$54.3 million sale of underperforming assets in Iowa as well as the redemption of our investment in the Iowa Northern Railway Corporation which provided proceeds of \$13.5

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million. Additionally, 2017 reflects a \$40.0 million increase in net spend on railcar acquisitions and sales. The variability in railcar purchases and sales is driven by timing of opportunities in the Rail Group asset market. Finally, property, plant, and equipment spend is down compared to the same period in 2016.

In 2017, we expect to spend a total of \$145.0 million for the purchase of railcars, barges and related leases and capitalized modifications of railcars. We also expect to offset this amount by proceeds from sales and dispositions of approximately \$120.0 million during the year.

Additionally, total capital spending for 2017 on property, plant and equipment in our base business excluding rail leasing activity, but inclusive of information technology spending is expected to be approximately \$70 million.

**Financing Activities**

Financing activities provided cash of \$65.7 million and \$147.1 million for the six months ended June 30, 2017 and 2016, respectively. Short term borrowings decreased \$70.1 million. This change was driven primarily by declines in commodity prices and associated working capital requirements. In addition, the current year saw a decrease of \$52.0 million in funds provided by long-term debt issuance and other long-term financing arrangements, but this was largely offset by a \$42.3 million decrease in long-term debt payments.

We are party to borrowing arrangements with a syndicate of banks that provide a total of \$820.0 million in borrowings, which includes \$20.0 million of debt of The Andersons Denison Ethanol LLC which is non-recourse to the Company. Of that total, we had \$633.5 million remaining available for borrowing at June 30, 2017. Peak short-term borrowings to date were \$292.0 million on April 3, 2017. Typically, our highest borrowing occurs in the late winter and early spring due to seasonal inventory requirements in our fertilizer and grain businesses.

We paid \$9.0 million in dividends in the first six months of 2017 compared to \$8.7 million in the prior year. We paid \$0.16 per common share for the dividends paid in January and April, 2017 and \$0.155 per common share for the dividends paid in January and April, 2016. On May 12, 2017, we declared a cash dividend of \$0.16 per common share payable on July 24, 2017 to shareholders of record on July 3, 2017.

Certain of our long-term borrowings include covenants that, among other things, impose minimum levels of equity and limitations on additional debt. We are in compliance with all such covenants as of June 30, 2017. In addition, certain of our long-term borrowings are collateralized by first mortgages on various facilities or are collateralized by railcar assets. Our non-recourse long-term debt is collateralized by ethanol plant assets.

Because we are a significant consumer of short-term debt in peak seasons and the majority of this is variable rate debt, increases in interest rates could have a significant impact on our profitability. In addition, periods of high grain prices and/or unfavorable market conditions could require us to make additional margin deposits on our exchange traded futures contracts. Conversely, in periods of declining prices, we receive a return of cash.

We believe our sources of liquidity will be adequate to fund our operations, capital expenditures and payments of dividends in the foreseeable future.

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## Off-Balance Sheet Transactions

Our Rail Group utilizes leasing arrangements that provide off-balance sheet financing for its activities. We lease assets from financial intermediaries through sale-leaseback transactions, the majority of which involve operating leasebacks. Rail Group assets we own or lease from a financial intermediary are generally leased to a customer under an operating lease. We also arrange non-recourse lease transactions under which we sell assets to a financial intermediary, and assign the related operating lease to the financial intermediary on a non-recourse basis. In such arrangements, we generally provide ongoing maintenance and management services for the financial intermediary, and receive a fee for such services. On most of the assets, we hold an option to purchase the assets at the end of the lease.

The following table describes our Rail Group asset positions at June 30, 2017:

| Method of Control                                 | Financial Statement            | Units  |
|---|--------------------------------|--------|
| Owned-railcars available for sale                 | On balance sheet – current     | 429    |
| Owned-railcar assets leased to others             | On balance sheet – non-current | 16,685 |
| Railcars leased from financial intermediaries     | Off balance sheet              | 3,614  |
| Railcars – non-recourse arrangements              | Off balance sheet              | 2,817  |
| Total Railcars                                    |                                | 23,545 |
| Locomotive assets leased to others                | On balance sheet – non-current | 35     |
| Locomotives leased from financial intermediaries  | Off balance sheet              | 4      |
| Total Locomotives                                 |                                | 39     |
| Barge assets leased to others                     | On balance sheet – non-current | —      |
| Barge assets leased from financial intermediaries | Off balance sheet              | 65     |
| Total Barges                                      |                                | 65     |

In addition, we manage 415 railcars for third party customers or owners for which we receive a fee.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

For further information, refer to our Annual Report on Form 10-K for the year ended December 31, 2016. There were no material changes in market risk, specifically commodity and interest rate risk during the quarter ended June 30, 2017.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer ("Certifying Officers"), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) of the Exchange Act, the Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on the results of this evaluation, management concluded that, as of June 30, 2017, the Company's disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

Management concluded that the Company's system of internal control over financial reporting was effective as of December 31, 2016. As required by Rule 13a-15(d) of the Exchange Act, the Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of any change in the Company's internal controls over financial reporting that have materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting. The Company is undertaking the phased implementation of an ERP software system. The Company believes it is maintaining and monitoring appropriate internal controls during the implementation period and further believes that its internal control environment will be enhanced as a result of this implementation. There have been no other changes in the Company's internal controls over financial reporting during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

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Part II. Other Information

Item 1. Legal Proceedings

We are currently subject to various claims and suits arising in the ordinary course of business, which include environmental issues, employment claims, contractual disputes, and defensive counter claims. We accrue liabilities where litigation losses are deemed probable and estimable. We believe it is unlikely that the results of our current legal proceedings, even if unfavorable, will be materially different from what we currently have accrued. There can be no assurance, however, that any claims or suits arising in the future, whether taken individually or in the aggregate, will not have a material adverse effect on our financial condition or results of operations.

Item 1A. Risk Factors

Our operations are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in this Form 10-Q and could have a material adverse impact on our financial results. These risks can be impacted by factors beyond our control as well as by errors and omissions on our part. The most significant factors known to us that could materially adversely affect our business, financial condition or operating results are described in our 2016 Form 10-K (Item 1A).

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

No sales or repurchases of shares have occurred in 2017.

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Item 6. Exhibits

(a) Exhibits

No. Description

12 Computation of Ratio of Earnings to Fixed Charges

31.1 Certification of the Chief Executive Officer under Rule 13(a)-14(a)/15d-14(a)

31.2 Certification of the Chief Financial Officer under Rule 13(a)-14(a)/15d-14(a)

32.1 Certifications Pursuant to 18 U.S.C. Section 1350

101 Financial Statements from the interim report on Form 10-Q of The Andersons, Inc. for the period ended June 30, 2017, formatted in XBRL: (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Equity, (v) the Condensed Consolidated Statement of Cash Flows and (vi) the Notes to Condensed Consolidated Financial Statements.

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Signatures

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

THE ANDERSONS, INC.  
(Registrant)

Date: August 7, 2017 By /s/ Patrick E. Bowe  
Patrick E. Bowe  
Chief Executive Officer (Principal Executive Officer)

Date: August 7, 2017 By /s/ John Granato  
John Granato  
Chief Financial Officer (Principal Financial Officer)

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Exhibit Index

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