



**2013 Citi One-on-One  
MLP / Midstream  
Infrastructure Conference**

August 21-22, 2013

# Forward-Looking Statements



Some of the information included in this presentation constitutes “forward-looking statements” as defined in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. All statements in this presentation that express opinions, expectations, beliefs, plans, objectives, assumptions or projections with respect to anticipated future performance of SunCoke Energy, Inc. (“SunCoke”) or SunCoke Energy Partners, L.P. (“Partnership”), in contrast with statements of historical facts, are forward-looking statements. Such forward-looking statements are based on management’s beliefs and assumptions and on information currently available. Forward-looking statements include information concerning possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and may be identified by the use of forward-looking terminology such as the words “believe,” “expect,” “plan,” “intend,” “anticipate,” “estimate,” “predict,” “potential,” “continue,” “may,” “will,” “should” or the negative of these terms or similar expressions.

Although management believes that its plans, intentions and expectations reflected in or suggested by the forward-looking statements made in this presentation are reasonable, no assurance can be given that these plans, intentions or expectations will be achieved when anticipated or at all. Moreover, such statements are subject to a number of assumptions, risks and uncertainties. Many of these risks are beyond the control of SunCoke and the Partnership, and may cause actual results to differ materially from those implied or expressed by the forward-looking statements. Each of SunCoke and the Partnership has included in its filings with the Securities and Exchange Commission (including, in the case of the Partnership, its Form S-1) cautionary language identifying important factors (but not necessarily all the important factors) that could cause actual results to differ materially from those expressed in any forward-looking statement. For more information concerning these factors, see the Securities and Exchange Commission filings of SunCoke and the Partnership. All forward-looking statements included in this presentation are expressly qualified in their entirety by such cautionary statements. Although forward-looking statements are based on current beliefs and expectations, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date hereof. Neither SunCoke nor the Partnership has any intention or obligation to update publicly any forward-looking statement (or its associated cautionary language) whether as a result of new information or future events or after the date of this presentation, except as required by applicable law.

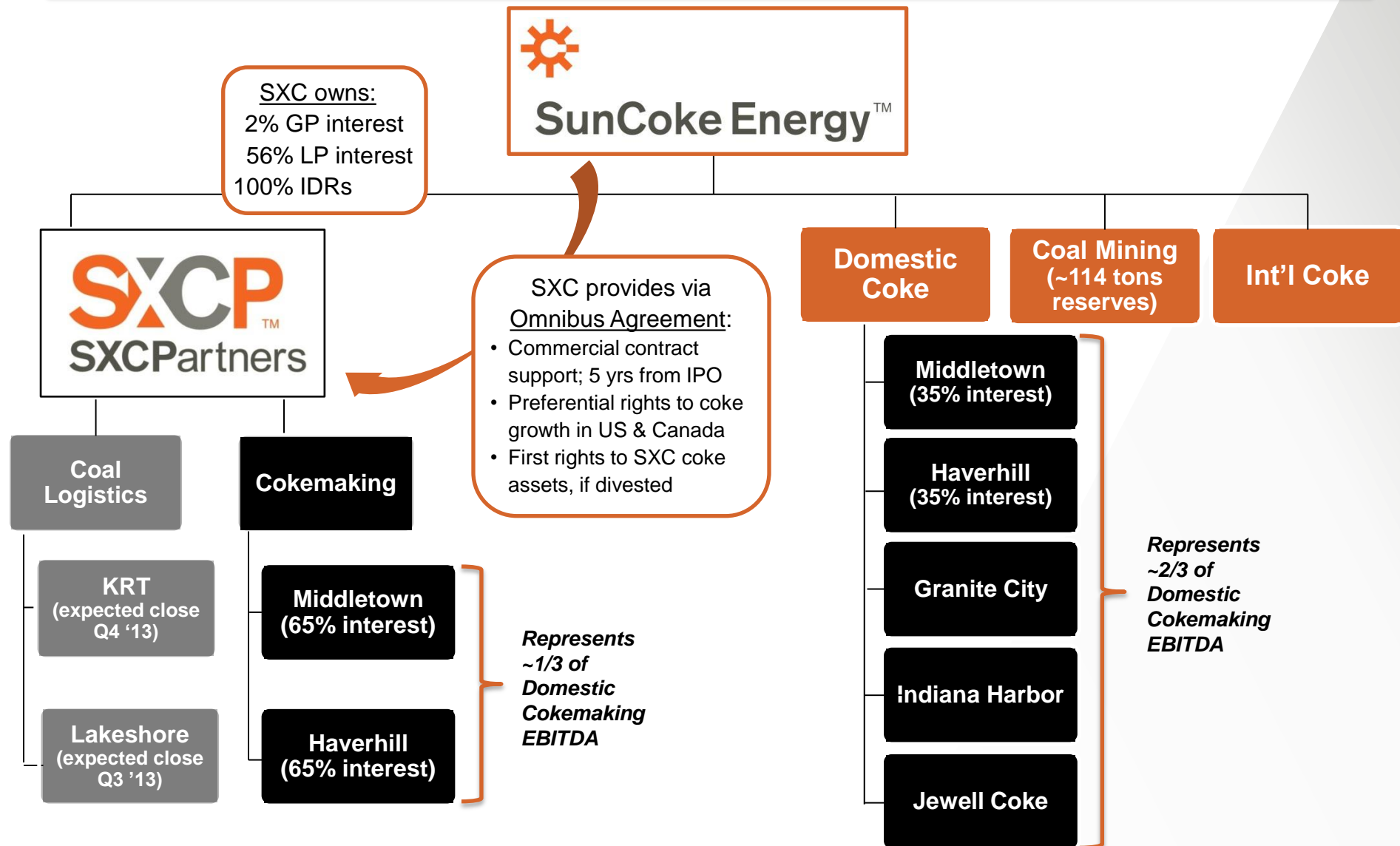
This presentation includes certain non-GAAP financial measures intended to supplement, not substitute for, comparable GAAP measures. Reconciliations of non-GAAP financial measures to GAAP financial measures are provided in the Appendix at the end of the presentation. Investors are urged to consider carefully the comparable GAAP measures and the reconciliations to those measures provided in the Appendix.



## First coke-producing and steel-industry facing MLP

- Coke is essential in blast furnace steel production
- General Partner is SunCoke Energy (SXC), the largest independent coke producer in the Americas
- 65% ownership interest in two modern facilities representing ~1.1 million tons of capacity
- Focused on driving distribution growth
  - 7% increase over MQD by Q4 '13 on strong operations performance
  - Pending coal logistics acquisitions to close in Q3/4 2013
  - Opportunities across steel value chain (coke, coal logistics, iron ore processing)

# Our Sponsor (SXC)





# Modern Cokemaking Facilities Backed by Long-Term Contracts



Haverhill Operations



Middletown Operations

## Modern facilities that meet environmental standards

- Average facility age is 4 years, compared to industry average of 37 years
- Facility completion/start-up
  - Middletown: Q4 2011
  - Haverhill 2: 2008
  - Haverhill 1: 2005

## Long-term contracts with leading steelmakers

- Average remaining contract life of ~13 years
- No expiration before 2020
- Customers:



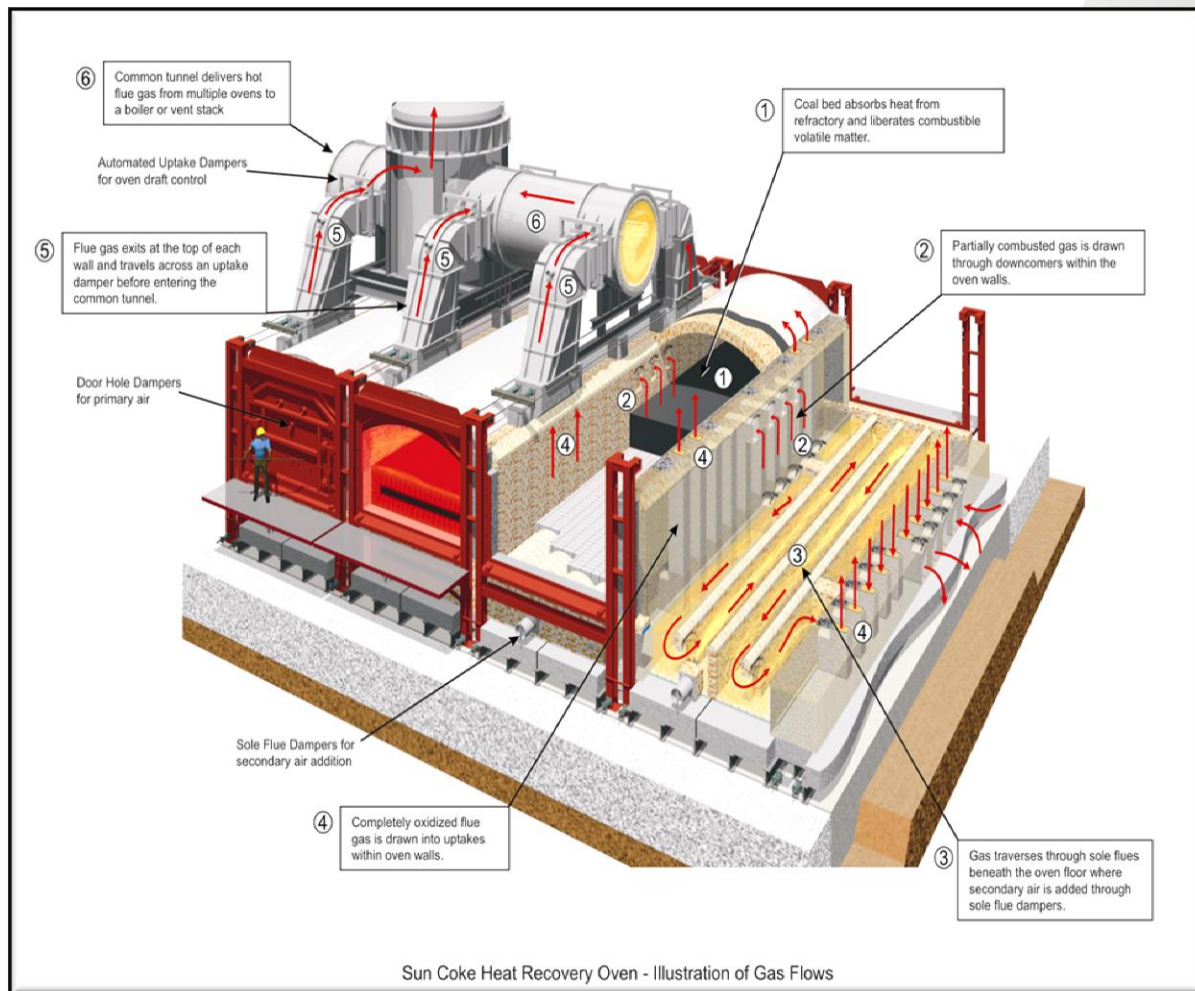
# Leading Cokemaking Technology



**Our industry-leading cokemaking technology meets U.S. EPA Maximum Achievable Control Technology (MACT) standards and makes larger, stronger coke**

## Industry-leading environmental signature

- Leverage negative pressure to substantially reduce emissions
- Convert waste heat into steam and electrical power
- Generate about 9 MW of electric power per 110,000 tons of annual coke production



## Cash flow stability through coke sales agreements

### SunCoke Contract Attributes

Take-or-pay	✓
Termination Provisions	✓/✗ <sup>(1)</sup>
Margin protection (i.e., pass-thru provisions) against changes in:	
Cost of Coal	✓
Cost of Coal Blending & Transportation	✓
Operating & Maintenance Costs	✓
Taxes (other than income taxes)	✓
Government Regulation	✓
Fixed Fee for Return on Capital	✓

(1) AK Steel contract at Haverhill 2 has termination right only with permanent closure of blast furnace steelmaking at their Ashland, KY facility and no replacement production elsewhere. AK must also provide 2-year notice and pay significant fee if termination right exercised prior to 2018.

## The SunCoke Way

1

### Implement best practices

- Standardize operating and maintenance practices to achieve reliable, predictable operations

2

### Master coal science

- Use advanced prediction models to optimize coal blend and maximize yield

3

### Improve technology

- Increase production flexibility
- Decrease equipment cost and lengthen asset life

#### Blend optimization

- Compiled comprehensive database of U.S. coals
- Developed model to optimize coal blends for cost and quality targets

#### Yield improvement

- Enhanced oven controls and process automation
- Improved coal/coke handling practices and equipment
- Maximize power recovery

#### Larger and stronger coke

- Maximum natural gas/injectant capability for customers
- Blast furnaces using 100% SXC/SXCP coke achieve some of best fuel rates in industry

#### Lower operating cost

- Simple operation; no by-product or waste water treatment plant
- Less operating and maintenance manpower requirements
- Gross operating cost ~ ½ that of typical by-product batteries

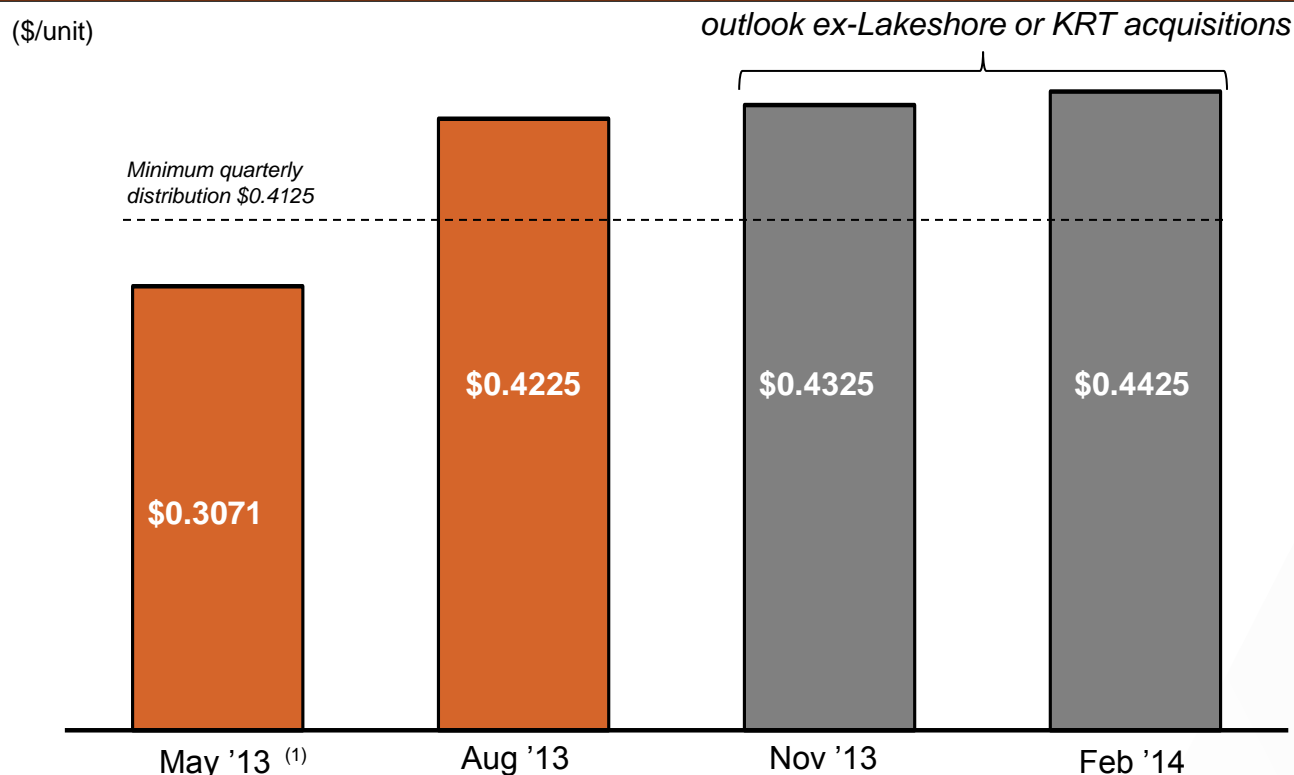


# Near Term Distribution Growth



**Strong operations provide immediate distribution growth with pending acquisitions supporting additional future increases**

## Distribution per unit Outlook



## Pending Acquisitions

- \$116M in acquisitions to add ~\$17M annualized EBITDA
- No units issued; cash/debt financing
- Lakeshore to add ~\$4M annual DCF or \$0.12/unit
- KRT to add ~\$6M annual DCF or \$0.18/unit

<sup>(1)</sup> Reflects proration of minimum quarterly distribution rate for the January 23, 2013 closing of the SXCP IPO

## SXCP Attributes

Modern, High-Quality  
Assets

Stable Cash Flows

Strong Sponsor Support

Financial Flexibility

First Steel-Facing MLP  
Advantage

## Unitholder Value

Solid  
Distributable  
Cash Flow Base

Near-term  
Distribution  
Growth

Potential Growth  
via Disaggregation  
of Steel Value Chain

# OUR MARKET OPPORTUNITY

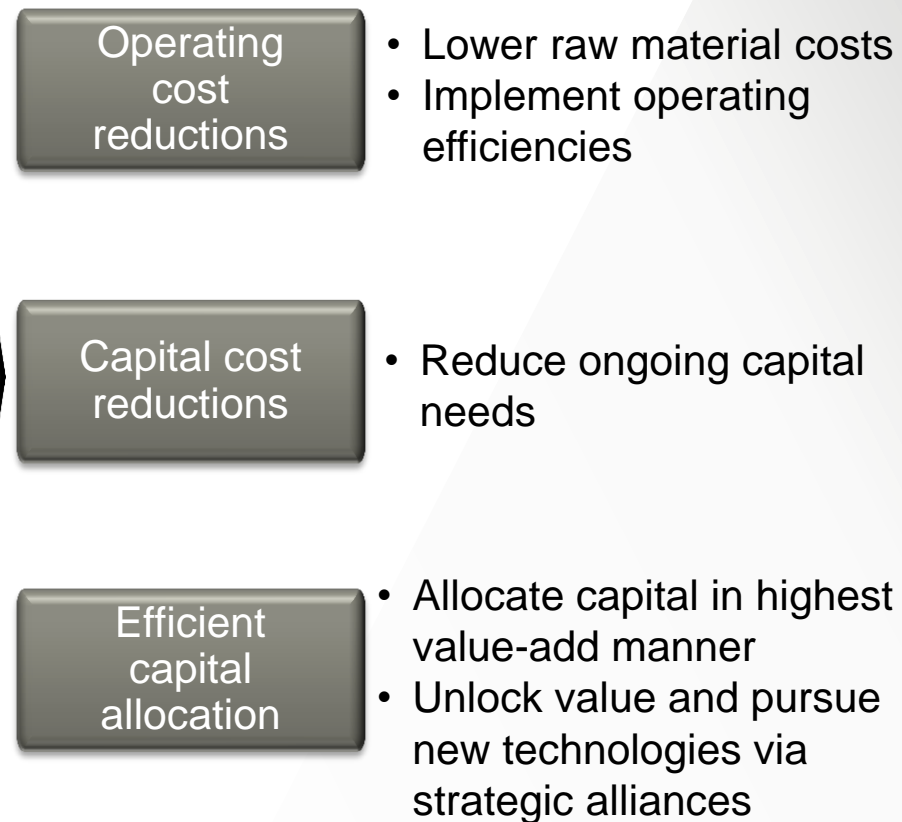
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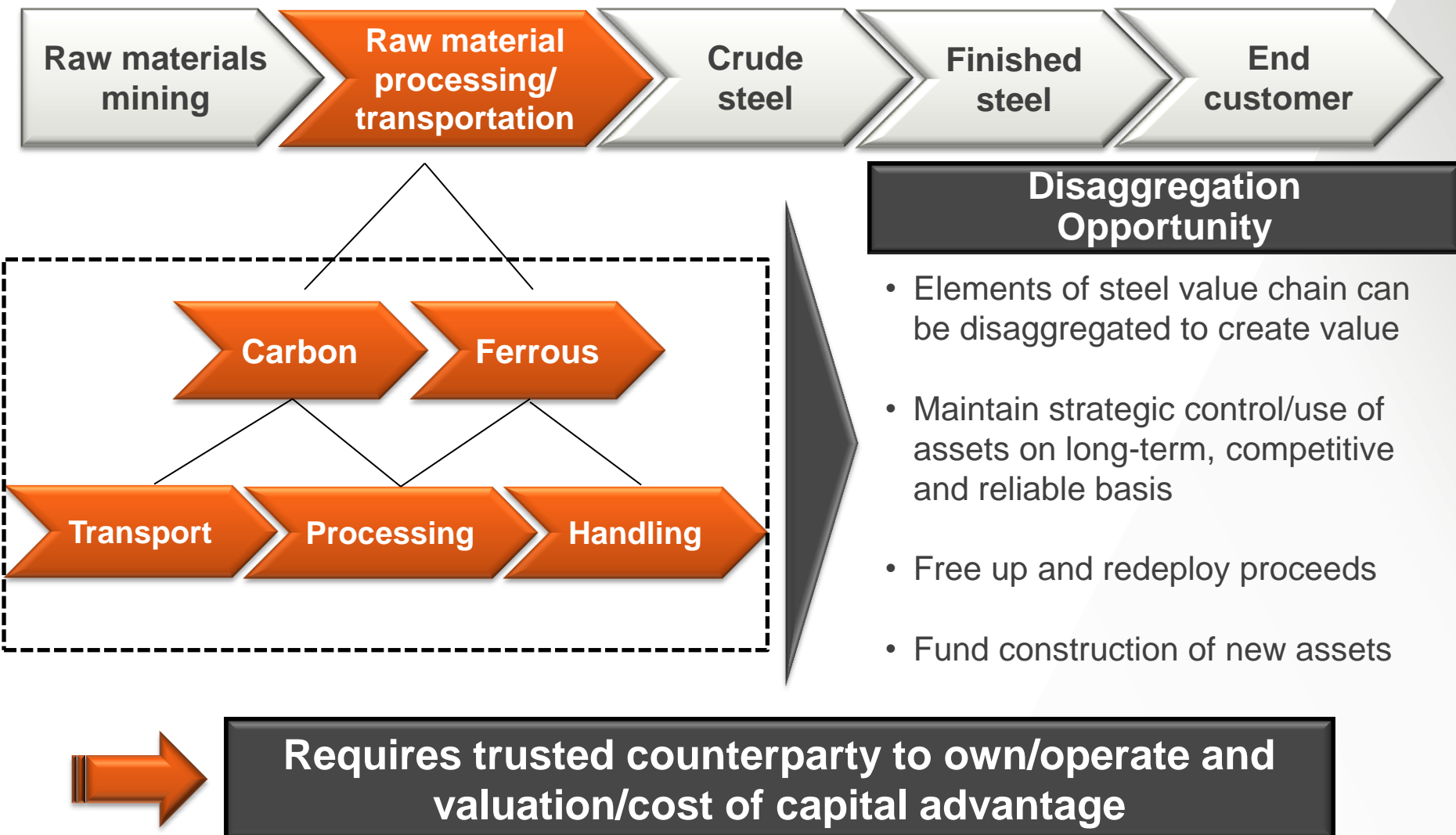
## Challenging Steel Industry Environment



## Steelmakers' and Raw Material Suppliers' Strategic Choices



# Steel Value Chain





**First priority is our  
core cokemaking  
business**

**Opportunistic  
acquisitions of  
adjacent assets**

**Evaluation for future  
value chain expansion**

## Cokemaking

### FOCUS

Greenfield development and/or acquisition of existing cokemaking facilities with long-term off take agreements

- SXC (our G.P.) is currently permitting a potential new plant to which we have preferential rights
- Discussing potential acquisition of targeted coke assets, but environmental and integration issues impact complexity and timing
- Customer concentration likely to remain high

## Coal Logistics

### FOCUS

Selective acquisition of met coal related handling & processing assets, with long-term off take agreements and limited commodity exposure

- Initiated discussions with potential parties
- Current opportunities available and less complex assets implies potentially shorter deal cycle
- Potential to add value to core business and diversify customer base

## Iron Ore Processing

### FOCUS

Investment in ferrous side of steel value chain (concentrating, pelletizing, transport/handling)

- Requested private letter ruling on qualifying income status
- Interested in potential greenfield DRI opportunities
- Potential to deploy tolling/pass-through model
- Potential to diversify customer base and enhance value-add to steel industry

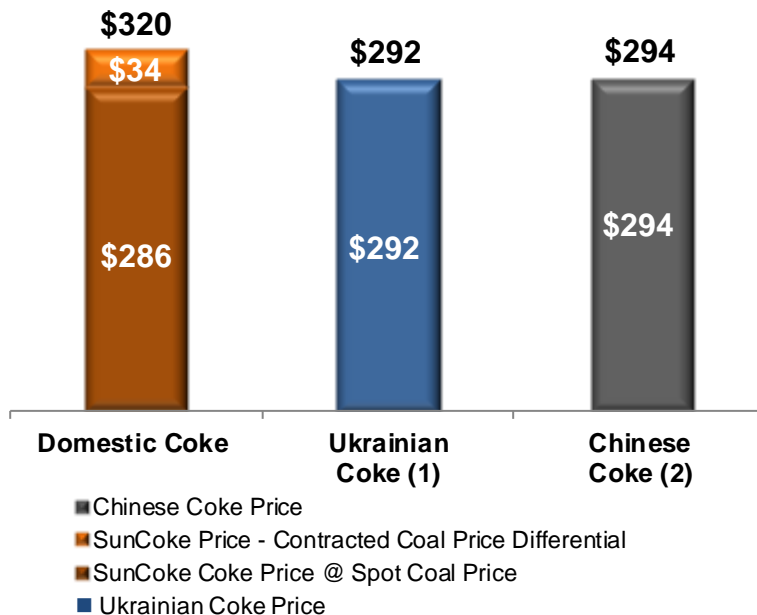
# The Cokemaking Opportunity



**SunCoke's coke is competitive on price, quality and reliability, providing us the opportunity to displace imported coke**

## Representative Delivered Coke Prices - \$/ton

Based on June/July 2013 prices

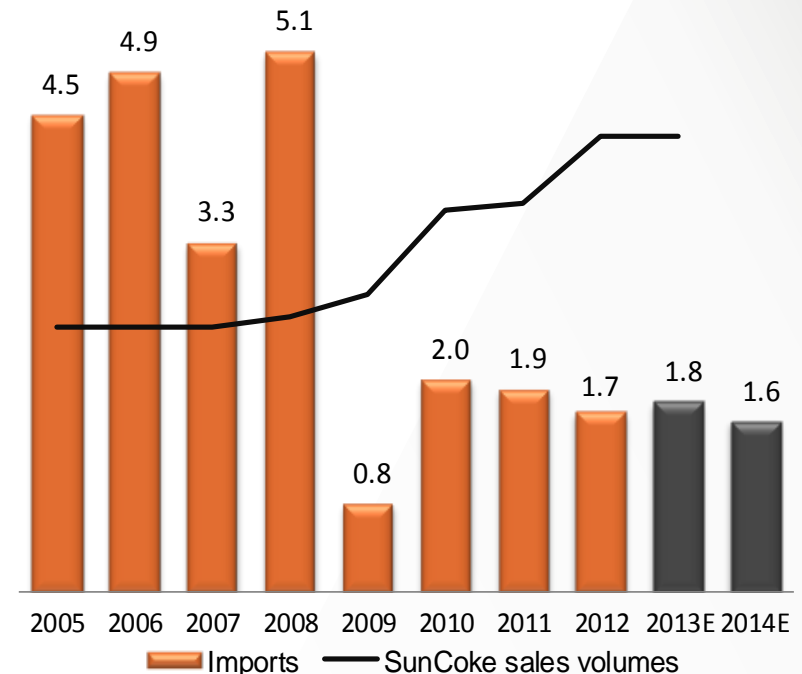


<sup>1</sup> Includes approx. \$50/ton freight and approx. \$24/ton handling loss for shipping to Great Lakes region

<sup>2</sup> Includes approx. \$55/ton freight and approx. \$25/ton handling loss for shipping to Great Lakes region

Source: World Price (DTC), Coke Market Report, CRU and company estimates

## U.S. and Canada Coke Imports



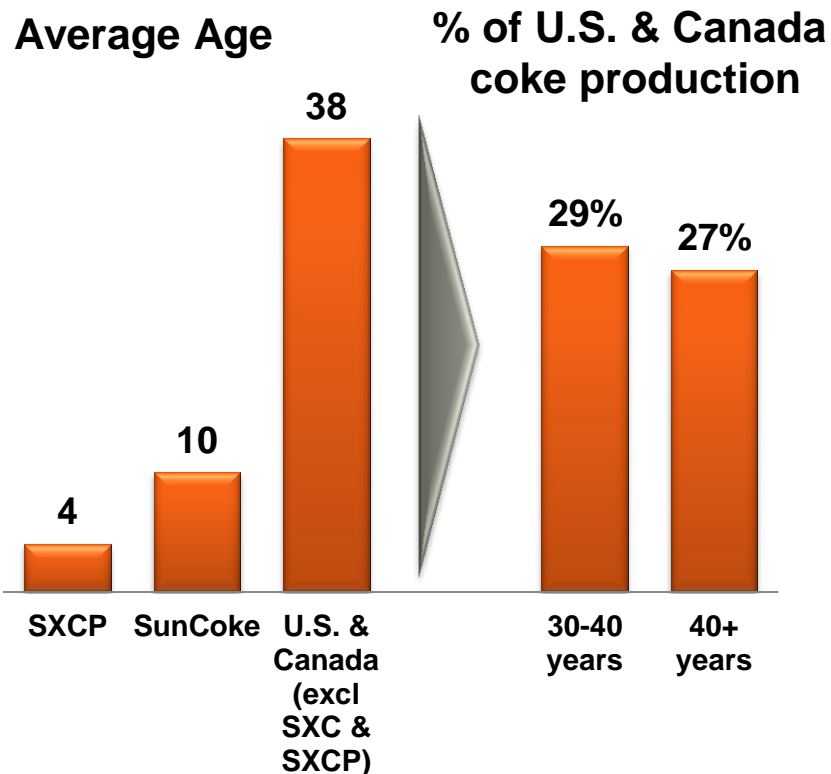
Source: CRU and Resource Net

# The Cokemaking Opportunity



**Replace aging coke batteries operated by integrated steel producers**

## Aging Cokemaking Facilities

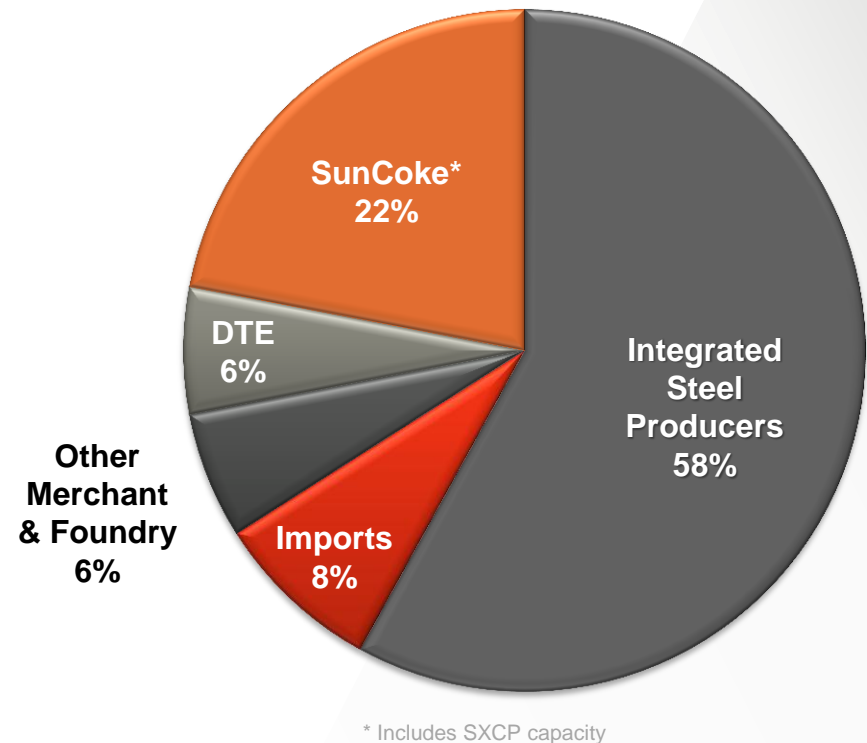


**56% of coke capacity is at facilities >30 years old**

Source: CRU - The Annual Outlook for Metallurgical Coke 2012, company estimates

## U.S. & Canada Coke Supply

Total 2012 Apparent Coke Demand: ~19 million tons



Source: CRU - The Annual Outlook for Metallurgical Coke 2013, company estimates

# The Cokemaking Opportunity



**We estimate nearly 4 million tons of capacity will be retired/replaced in coming years and another 4 million tons is potentially acquisition worthy**

## Market Analysis

- Evaluation of all existing batteries in U.S. & Canada
  - Customer quality
  - Blast furnace competitiveness
  - Battery condition

### Facilities with Potential for Replacement

- 19 batteries
- 4.0 million tons

**SXC permitting new 660K tpy facility in Kentucky**

### Facilities with Potential for Acquisition

- 6 batteries
- 4.1 million tons

**In active discussions with owners of target assets**

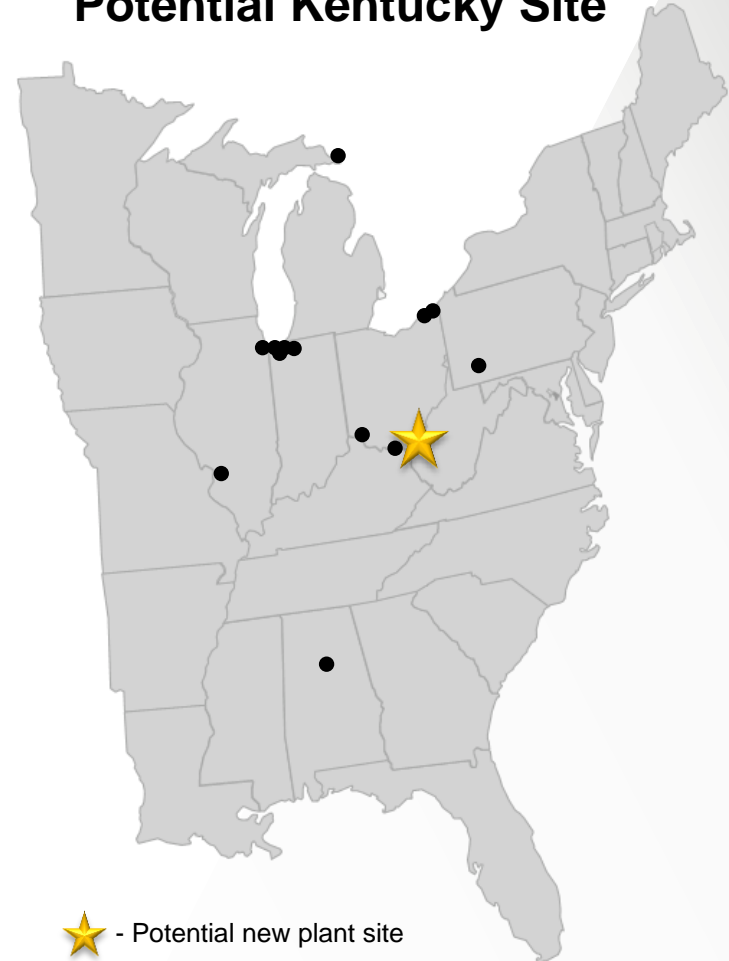
# The Cokemaking Opportunity



## SXCP has preferential rights to potential new plant

- **SXC (our G.P.) is permitting a potential new plant**
  - Permit submitted December 2012
    - 12-18 months permit process
    - Will seek customer commitments once permit in hand
- **Lean engineering focus for new plant design**
  - Must meet tougher new U.S. EPA requirements
  - Be capital efficient
  - Enhance operating efficiencies and flexibility
  - Logistics – both inbound coal and outbound coke are considerations

### Potential Kentucky Site



★ - Potential new plant site

● - Site of existing blast furnace steelmaking operation



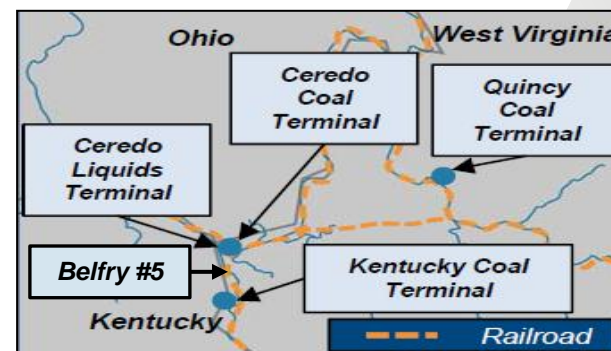
# The Coal Logistics Opportunity



## Lakeshore



## Kanawha River Terminals ("KRT")



### Asset Overview

- Blends coal on site adjacent to SunCoke's Indiana Harbor facility
- 10-year contract to provide services to Indiana Harbor

- Four coal handling/blending facilities with 30 million tons of annual collective capacity
- Access to all U.S. East Coast, Gulf Coast and Great Lakes ports; plus 2 railroads at Ceredo
- Serves 2 SunCoke facilities as well as steel, coal and utility companies

### Location

East Chicago, Indiana

Central Appalachia assets on Ohio River system

### Acquisition Price

\$29.4 million

\$86 million

### Funding Structure

Cash

Cash & Revolver

### Est. Annual EBITDA

~\$5 million

~\$12 million

### Est. Annual Distributable CF

~\$4 million

~\$6 million  
(after financing costs)

### Expected Closing

Q3 2013

Q4 2014

# Q2 2013 PERFORMANCE & FINANCIAL POSITION



SunCoke Energy<sup>TM</sup>

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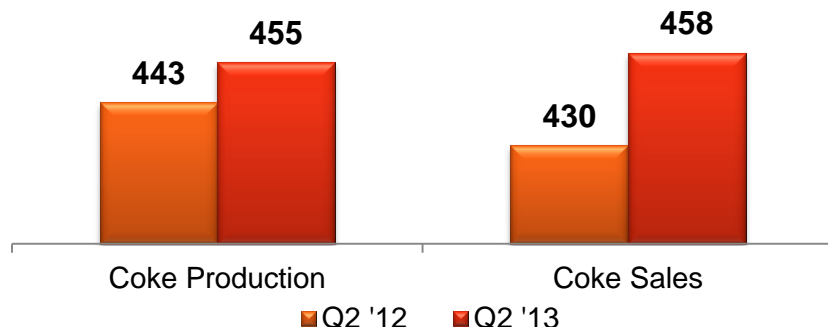


# SXCP Q2 2013 Highlights

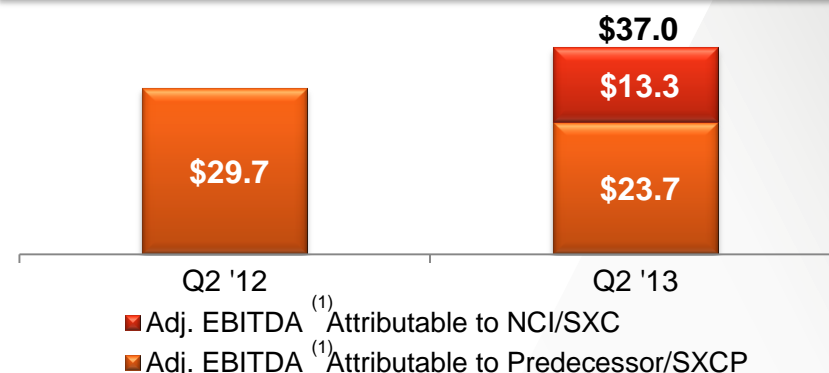


**Increased cash distribution per unit 2.4% for August payment; solid operating results and acquisitions provide a strong platform for future growth**

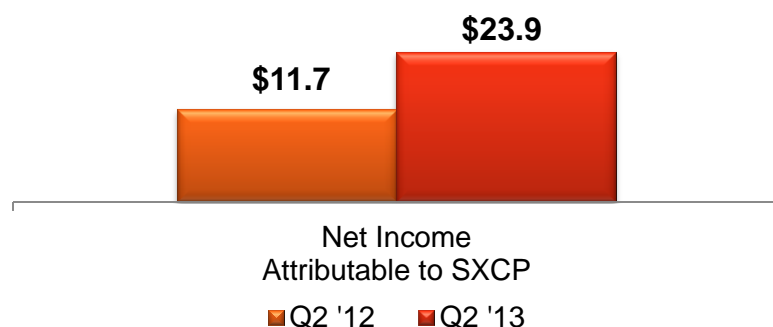
## Coke Production and Sales (in '000s of tons)



## Adjusted EBITDA<sup>(1)</sup> (\$ in millions)



## Net Income (\$ in millions)



## Distributable Cash Flow<sup>(1)</sup> (\$ in millions)

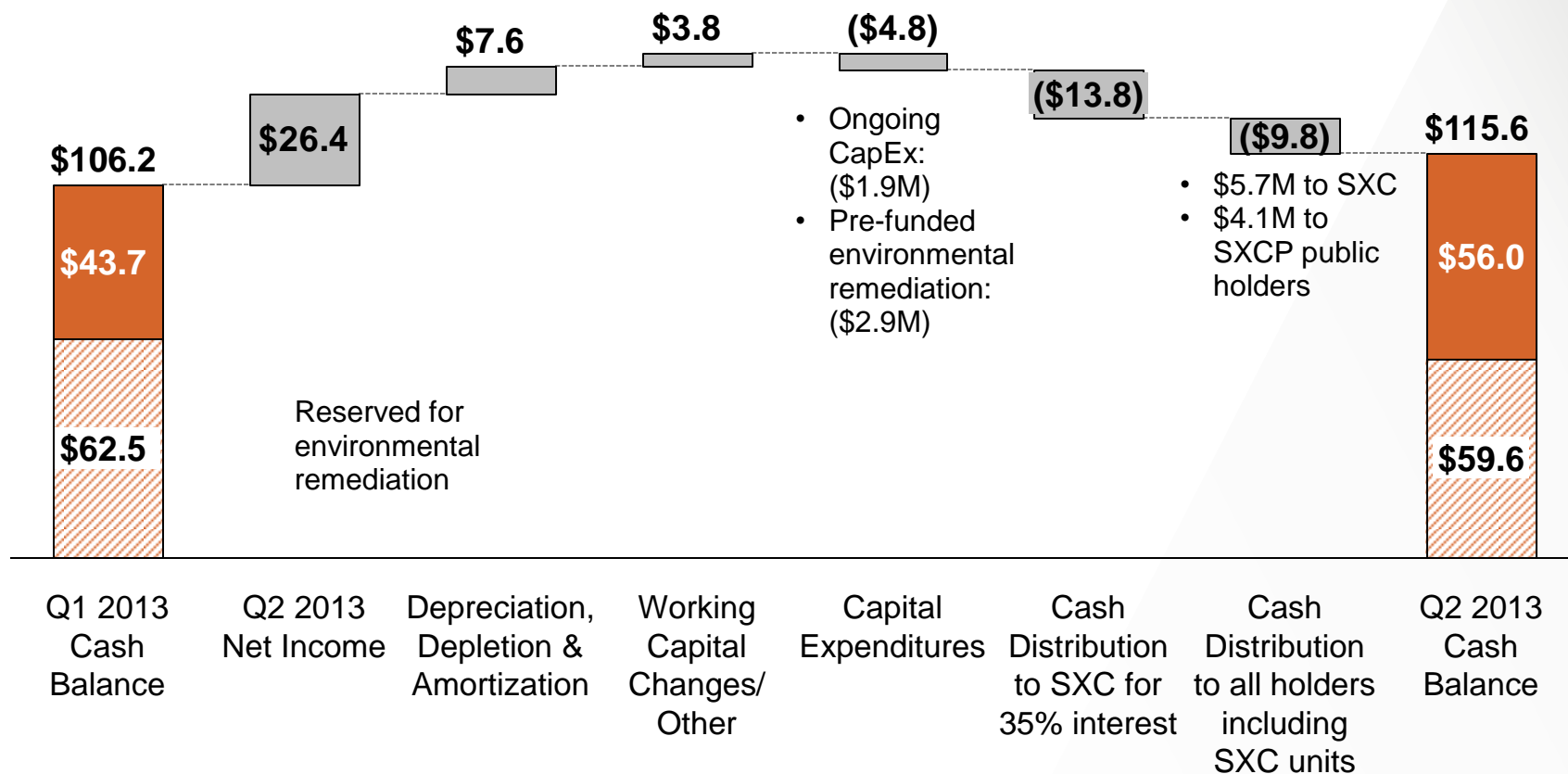


(1) For a definition and reconciliation of Adjusted EBITDA and distributable cash flow, please see appendix

# SXCP Liquidity Position



**A solid cash balance and undrawn \$100 million revolver provide SXCP the flexibility to seize potential new growth opportunities**



**Both SXC and SXCP are well-capitalized to facilitate growth**

(\$ in millions)	SXC	SXCP
Cash Position at 06/30/13 <sup>(1)</sup>	\$233	\$116
Revolver Capacity	\$148	\$100
Total Liquidity	\$381	\$216
Total Debt <sup>(2)</sup>	\$499	\$150
Total Debt <sup>(1)</sup> /2013E Adjusted EBITDA <sup>(4)</sup>	2.8x	1.7x
Net Debt <sup>(3)</sup>	\$266	\$94
Net Debt /2013E Adjusted EBITDA <sup>(4)</sup>	1.5x	1.1x

## • SXC

- \$400M 7.625% Senior Notes due 2019, rated B1/B+
- \$330M Term Loan B, rated Ba1/BB+ (\$100M outstanding)

## • SXCP

- \$150M 7.375% Senior Notes due 2020, rated B1/BB-

(1) For SXC, reflects cash position of \$348 million net of the \$116 million in cash attributable to SXCP. For SXCP, cash position at 6/30/13 includes \$60 million of cash allocated and committed at the time of the IPO for environmental capital expenditures (YTD, \$7.4 million spent at SXCP for environmental remediation)

(2) For SXC, reflects total debt position of \$649 million net of total debt attributable to SXCP of \$150 million

(3) For SXC, reflects total debt attributable to SXC less cash attributable to SXC. For SXCP, reflects total SXCP debt less SXCP's uncommitted cash position of \$56 million (\$116 million less \$60 million remaining spend committed for environmental expenditures)

(4) Based on the mid-point of 2013 Adjusted EBITDA guidance attributable to SXC of \$165-\$190 million (\$177.5M mid-point) and attributable to SXCP of \$85.8 - \$90.5 million (\$88.2 million mid-point). Please see appendix for definition and reconciliation of Adjusted EBITDA



## Guidance below excludes expected benefit of Lakeshore and KRT acquisitions

(\$ and units in millions, except per unit data)	Prospectus 2013 Forecast	Proforma 2013 Outlook	
		Low	High
<b>Adjusted EBITDA attributable to SXCP<sup>(1)</sup></b>	<b>\$85.8</b>	<b>\$85.8</b>	<b>\$90.5</b>
<b>Less:</b>			
Ongoing capital expenditures (65% share of Haverhill and Middletown attributable to SXCP)	9.1	8.5	8.5
Accrual for replacement capital expenditures	3.7	3.7	3.7
Cash interest (\$150 million senior notes @ 7.375% plus \$0.5 million revolver commitment fee)	11.6	11.6	11.6
<b>Estimated Distributable Cash Flow</b>	<b>\$61.4</b>	<b>\$62.0</b>	<b>\$66.7</b>
Excess distributable cash flow available for distribution	8.5	5.2	9.9
<b>Total estimated annual distribution</b>	<b>\$52.9</b>	<b>\$56.8</b>	<b>\$56.8</b>
<b>Expected annual distribution per unit<sup>(3)</sup></b>	<b>\$1.65</b>	<b>\$1.77</b>	<b>\$1.77</b>
<b>Total unit coverage ratio<sup>(2)</sup></b>	<b>1.16x</b>	<b>1.09x</b>	<b>1.17x</b>

(1) Adjusted EBITDA equals SXCP's 65% interest in Haverhill and Middletown's Adjusted EBITDA

(2) Total unit coverage ratio calculated as cash available for distribution divided by total estimated annual distributions.

(3) Based on expected Feb 2014 distribution of \$0.4425, annualized.



**Investor Relations:**  
**630-824-1987**  
**[www.suncoke.com](http://www.suncoke.com)**

# APPENDIX

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- **Adjusted EBITDA** represents earnings before interest, taxes, depreciation, depletion and amortization (“EBITDA”) adjusted for sales discounts and the interest, taxes, depreciation, depletion and amortization attributable to our equity method investment. EBITDA reflects sales discounts included as a reduction in sales and other operating revenue. The sales discounts represent the sharing with customers of a portion of nonconventional fuel tax credits, which reduce our income tax expense. However, we believe our Adjusted EBITDA would be inappropriately penalized if these discounts were treated as a reduction of EBITDA since they represent sharing of a tax benefit that is not included in EBITDA. Accordingly, in computing Adjusted EBITDA, we have added back these sales discounts. Our Adjusted EBITDA also includes EBITDA attributable to our equity method investment. EBITDA and Adjusted EBITDA do not represent and should not be considered alternatives to net income or operating income under GAAP and may not be comparable to other similarly titled measures in other businesses. Management believes Adjusted EBITDA is an important measure of the operating performance of the Company's net assets. We believe Adjusted EBITDA is an important measure of operating performance and provides useful information to investors because it highlights trends in our business that may not otherwise be apparent when relying solely on GAAP measures and because it eliminates items that have less bearing on our operating performance. Adjusted EBITDA is a measure of operating performance that is not defined by GAAP, does not represent and should not be considered a substitute for net income as determined in accordance with GAAP. Calculations of Adjusted EBITDA may not be comparable to those reported by other companies.
- **EBITDA** represents earnings before interest, taxes, depreciation, depletion and amortization.
- **Adjusted EBITDA attributable to SXC/SXCP** equals Adjusted EBITDA less Adjusted EBITDA attributable to noncontrolling interests.
- **Adjusted EBITDA/Ton** represents Adjusted EBITDA divided by tons sold. When applicable to Adjusted EBITDA attributable to SXC or SXCP, tons sold are prorated according to the respective ownership interest of SXC or SXCP as applicable.

- **Distributable Cash Flow** equals Adjusted EBITDA less net cash paid for interest expense, on-going capital expenditures, accruals for replacement capital expenditures, and cash distributions to noncontrolling interests. Distributable Cash Flow is a non-GAAP supplemental financial measure that management and external users of the Partnership's financial statements, such as industry analysts, investors, lenders and rating agencies use to assess:
  - the Partnership's operating performance as compared to other publicly traded partnerships, without regard to historical cost basis;
  - the ability of the Partnership's assets to generate sufficient cash flow to make distributions to the Partnership's unitholders;
  - the Partnership's ability to incur and service debt and fund capital expenditures; and
  - the viability of acquisitions and other capital expenditure projects and the returns on investment of various investment opportunities.

The Partnership believes that Distributable Cash Flow provides useful information to investors in assessing the Partnership's financial condition and results of operations. Distributable Cash Flow should not be considered an alternative to net income, operating income, cash flows from operating activities, or any other measure of financial performance or liquidity presented in accordance with generally accepted accounting principles (GAAP). Distributable Cash Flow has important limitations as an analytical tool because it excludes some, but not all, items that affect net income and net cash provided by operating activities and used in investing activities. Additionally, because Distributable Cash Flow may be defined differently by other companies in the industry, the Partnership's definition of Distributable Cash Flow may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

- **Ongoing capital expenditures (“capex”)** are capital expenditures made to maintain the existing operating capacity of our assets and/or to extend their useful lives. Ongoing capex also include new equipment that improves the efficiency, reliability or effectiveness of existing assets. Ongoing capex does not include normal repairs and maintenance, which are expensed as incurred, or significant capital expenditures. For purposes of calculating distributable cash flow, the portion of ongoing capex attributable to SXCP is used.
- **Replacement capital expenditures (“capex”)** represents an annual accrual necessary to fund SXCP's share of the estimated costs to replace or rebuild our facilities at the end of their working lives. This accrual is estimated based on the average quarterly anticipated replacement capital that we expect to incur over the long term to replace our major capital assets at the end of their working lives. The replacement capex accrual estimate will be subject to review and prospective change by SXCP's general partner at least annually and whenever an event occurs that causes a material adjustment of replacement capex, provided such change is approved by our conflicts committee.



# SXCP – Adjusted EBITDA and Distributable Cash Flow Reconciliations



	As Reported	Proforma <sup>(1)</sup>	Proforma <sup>(1)</sup>	As Reported
(\$ in Millions)	Q1'13	Adj.	Q1'13	Q2'13
<b>Net cash (used in) provided by operating activities</b>	<b>\$ 5.7</b>	<b>\$ (0.2)</b>	<b>\$ 5.5</b>	<b>\$ 38.0</b>
Depreciation	(7.6)		(7.6)	(7.6)
Changes in working capital and other	25.8		25.8	(4.0)
<b>Net income</b>	<b>\$ 23.9</b>		<b>\$ 23.7</b>	<b>\$ 26.4</b>
Add:				
Depreciation	7.6		7.6	7.6
Interest expense, net	6.7		6.7	2.8
Income tax expense	3.9		3.9	0.2
Sales discounts	(0.6)		(0.6)	-
<b>Adjusted EBITDA</b>	<b>\$ 41.5</b>		<b>\$ 41.3</b>	<b>\$ 37.0</b>
Adjusted EBITDA attributable to NCI	(11.4)	(3.4)	(14.8)	(13.3)
<b>Adjusted EBITDA attributable to Predecessor/SXCP</b>	<b>\$ 30.1</b>		<b>\$ 26.5</b>	<b>\$ 23.7</b>
Less:				
Ongoing capex	(0.7)		(0.7)	(1.2)
Replacement capex accrual	(0.9)		(0.9)	(0.9)
Cash interest accrual	(2.9)		(2.9)	(2.9)
<b>Distributable cash flow</b>	<b>\$ 25.6</b>		<b>\$ 22.0</b>	<b>\$ 18.7</b>
<b>Quarterly Cash Distribution</b>	<b>13.2<sup>(2)</sup></b>		<b>13.2<sup>(2)</sup></b>	<b>13.5</b>
<b>Distribution Coverage Ratio</b>	<b>1.94x</b>		<b>1.66x</b>	<b>1.38x</b>
<b>Adjusted EBITDA per ton reconciliation</b>				
Adjusted EBITDA	41.5		\$ 41.3	\$ 37.0
Sales tons	448		448	458
<b>Adjusted EBITDA/ton</b>	<b>\$ 92.6</b>		<b>\$ 92.2</b>	<b>\$ 80.8</b>

Full Year 2013 Guidance			
Proforma	Proforma	As	As
Low	High	Reported	Reported
Low	High	Low	High
<b>\$ 81.7</b>	<b>\$ 91.9</b>	<b>\$ 81.9</b>	<b>\$ 92.1</b>
31.5	30.5	31.5	30.5
17.0	15.0	17.0	15.0
4.7	4.7	4.7	4.7
(0.6)	(0.6)	(0.6)	(0.6)
<b>\$ 134.3</b>	<b>\$ 141.5</b>	<b>\$ 134.5</b>	<b>\$ 141.7</b>
(48.5)	(51.0)	(45.1)	(47.6)
<b>\$ 85.8</b>	<b>\$ 90.5</b>	<b>\$ 89.4</b>	<b>\$ 94.1</b>
(8.5)	(8.5)		
(3.7)	(3.7)		
(11.6)	(11.6)		
<b>\$ 62.0</b>	<b>\$ 66.7</b>		

(1) Adjusted for the time period prior to the January 24, 2013 IPO date (January 1 -23, 2013)

(2) Based on minimum quarterly distribution amount of \$0.4125

# REFERENCE

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SunCoke Energy<sup>TM</sup>

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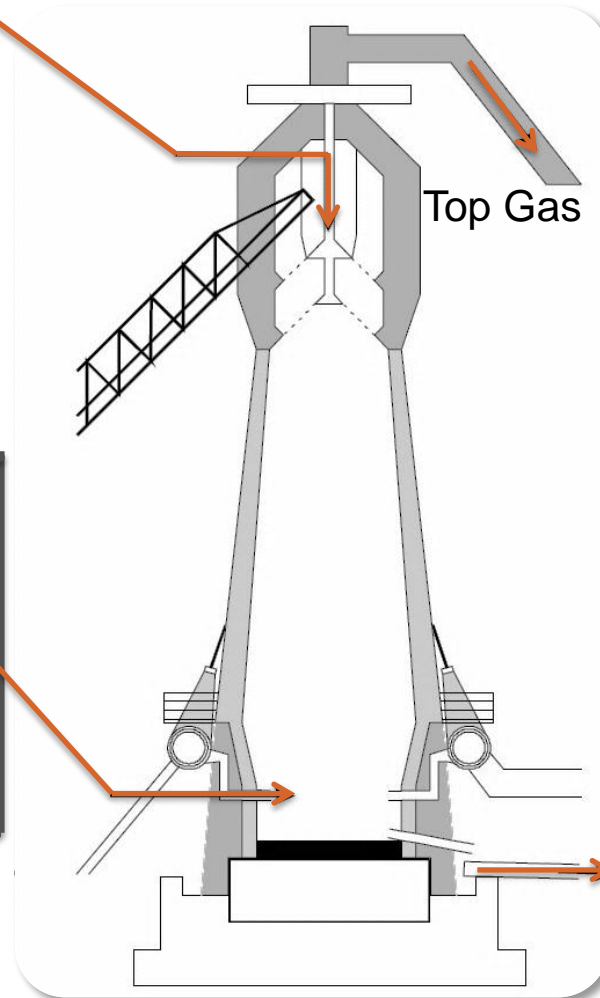


# Blast Furnaces and Coke

BEST IN CLASS in lbs/ST		
Iron burden	Iron ore/ pellets Scrap	3100 198
Flux	Limestone	30
Fuel	Coke	600

BEST IN CLASS in lbs/ST		
Fuel	Nat Gas	Up to 80-120
	Coal	Up to 120-180

Most efficient blast furnaces require 800-900 lbs/NTHM of fuel to produce a ton of hot metal



Blast furnaces are the most efficient and proven method of reducing iron oxides into liquid iron

Coke is a vital material to blast furnace steel making

We believe stronger, larger coke is becoming more important as blast furnaces seek to optimize fuel needs

# Primary Cokemaking Processes



## Advantages of Heat Recovery

### Negative Pressure Ovens

- Minimal fugitive emissions
- MACT standard for new batteries <sup>(1)</sup>

### Cogeneration potential (steam or electricity)

- More fungible by-product (power)

### No wall pressure limitations on coal blend

### Higher turndown flexibility

### Higher CSR coke quality

### Lower capital cost and simpler operation

## Advantages of By-Product

### Positive Pressure Ovens

- No air leaks into oven results in higher coal-to-coke yields

### By-product use and value

- Makes coke oven gas for steelmaking

### No volatile matter limitations on coal blend

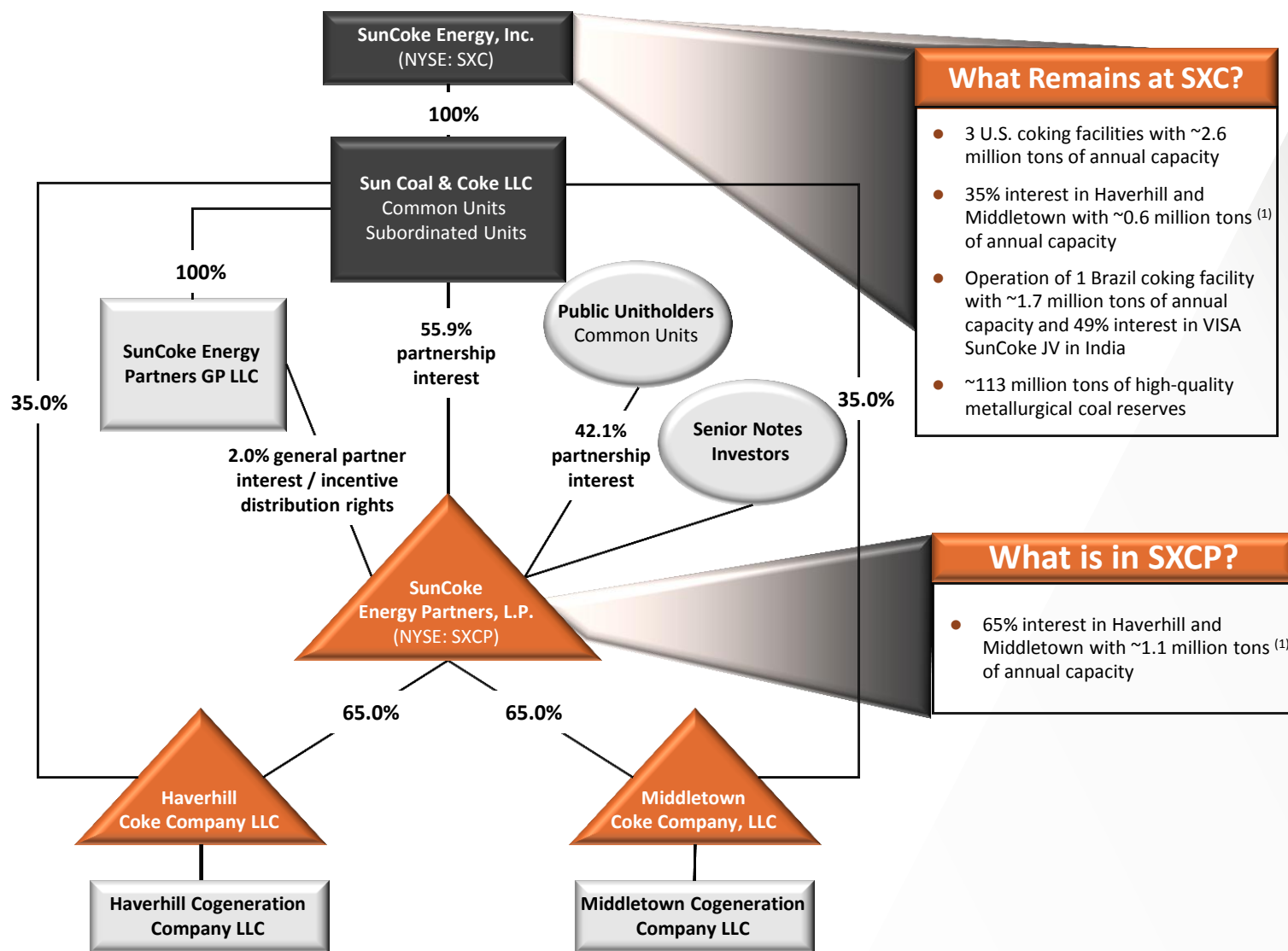
### Smaller oven footprint for new and replacement ovens

### High comfort level with >100 years of operating experience

### Natural gas pricing hedge

<sup>(1)</sup> Maximum Achievable Control Technology.

# Detailed SXC/SXCP Organizational Structure



1. Net to SXC and SXCP's ownership interest in Haverhill and Middletown, respectively.  
2013 Citi One-on-One MLP / Midstream

## Omnibus Agreement

- Purpose: governs interaction between MLP and Parent and protects MLP investors from certain Parent currently bears
  - Commercial / counterparty support
  - Non-compete with respect to commercial markets or development / M&A
  - Indemnifications for environmental, regulatory or other liabilities
  - MLP preferential rights or options to acquire third-party assets or assets from Parent

### Support of Commercial Agreements

- 5 years from date of IPO
- Parent makes MLP economically whole for customer default or execution of right to early termination (risk Parent currently bears 100%)
  - Purchase and remarketing of coke by Parent or other arrangement

### Environmental Indemnification

- Parent indemnifies MLP for all known environmental liabilities in excess of amount MLP retains for such obligations at IPO
- Parent indemnifies MLP for all environmental liabilities that are discovered within 5 years, but which existed prior to date of IPO, subject to cap and deductible

## Right of First Offer

- Tenor – Period during which Parent controls MLP
- MLP has preferential right to acquire third-party assets and a right of first offer on all current and future Sponsor cokemaking assets in U.S. or Canada
  - MLP will not have immediate rights to develop Kentucky project as it is currently being pursued by our Parent, but will have rights to acquire facility once complete